

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. This Form of Acceptance should be read in conjunction with the accompanying Offer Document dated 13 July 2018, which is available on Comcast's website at <https://www.cmcsa.com/proposal-for-sky>. If you are in any doubt about the Offer or the contents of this document or the action you should take, you are recommended to seek immediately your own personal independent financial, legal and tax advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.**

Unless the context requires otherwise, words and expressions defined in the Offer Document have the same respective meanings in this Form of Acceptance. The provisions of Parts A, B, C and D of Appendix 1 to the Offer Document are deemed to be incorporated in, and form part of, this Form of Acceptance and should be read carefully by you.

This Form of Acceptance is personalised. If you have recently purchased or otherwise acquired Sky Shares and, notwithstanding the instructions set out below, you receive this Form of Acceptance from the transferor of such shares, you should note that it cannot be used for the purpose of accepting the Offer in respect of the Sky Shares you have purchased or acquired. Please contact Link Asset Services (the "Receiving Agent") on the telephone numbers below to obtain a replacement Form of Acceptance.

If you have sold or otherwise transferred all of your Sky Shares (other than pursuant to the Offer), please send the Offer Document and the accompanying reply-paid envelope (for use in the United Kingdom only), but not this personalised Form of Acceptance, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. **However, the foregoing documents must not be distributed, forwarded or transmitted in or into a Restricted Jurisdiction.** If you have sold or otherwise transferred only part of your holding of Sky Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This Form of Acceptance should not be used to accept the Offer from within a Restricted Jurisdiction. Accordingly, any Form of Acceptance received in an envelope post-marked in, or otherwise appearing to Comcast Bidco or any of its agents to have been sent from, a Restricted Jurisdiction may render a purported acceptance of the Offer invalid.

The distribution of the Offer Document, this Form of Acceptance and any accompanying documents in, into or from jurisdictions other than the United Kingdom, and the availability of the Offer to Sky Shareholders who are not resident in the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession the Offer Document and this Form of Acceptance comes should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities laws of any such jurisdiction. Accordingly, copies of the Offer Document, this Form of Acceptance and any related documents are not being, and must not be, directly or indirectly mailed, transmitted or otherwise forwarded, distributed, sent or otherwise made available in, into or from a Restricted Jurisdiction, and persons receiving any such documents (including, without limitation, agents, custodians, nominees and trustees) must not mail or otherwise forward, distribute, send or otherwise make them available in, into or from such jurisdiction. Doing so may render any purported acceptance of the Offer invalid. Further details concerning Overseas Shareholders are contained in paragraph 8 of Part C and paragraph (c) of Part D of Appendix 1 to the Offer Document.

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## FORM OF ACCEPTANCE AND AUTHORITY

in respect of the

### RECOMMENDED SUPERIOR CASH OFFER

by

### COMCAST BIDCO LIMITED

(an indirect wholly-owned subsidiary of Comcast Corporation)

for

### SKY PLC

**Acceptances of the Offer must be received by 1.00 p.m. (London time) on 22 August 2018**

Sky Shareholders who hold Sky Shares in uncertificated form only (that is, in CREST) should NOT complete this Form of Acceptance as they may only accept the offer by Electronic Acceptance.

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**Before completing this Form of Acceptance, please read carefully the Offer Document, including the letter from Comcast Bidco in Part II, and Parts A, B, C and D of Appendix 1, the terms of which are incorporated, in and form part of, this Form of Acceptance.**

- To accept the Offer in respect of Sky Shares held in certificated form (that is, not in CREST), complete this Form of Acceptance on page 3 by following the instructions and notes for guidance set out on pages 2 and 4. You should return this Form of Acceptance, duly completed and signed, accompanied by your valid share certificate(s) and/or other document(s) of title, by post or (during normal business hours only) by hand to the Receiving Agent at **Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU**, as soon as possible and in any event so as to be received by no later than **1.00 p.m. (London time) on 22 August 2018**. A reply-paid envelope is enclosed for documents lodged by post from within the United Kingdom only. No acknowledgment of receipt of documents will be given and documents will be sent at your own risk.
- **If your Sky Shares are held in uncertificated form (that is, in CREST) you should NOT complete this Form of Acceptance, but take the action set out in paragraph 17(b) of the letter from Comcast Bidco contained in Part II of the Offer Document to transfer your Sky Shares to an escrow balance.** You should ensure that the transfer to escrow settles no later than **1.00 p.m. (London time) on 22 August 2018**. If you are a CREST sponsored member, you should contact your CREST sponsor as only your CREST sponsor will be able to send TTE Instructions to Euroclear UK & Ireland Limited.
- If you hold Sky Shares in both certificated and uncertificated form, you should complete a Form of Acceptance only in relation to your certificated holding and make an Electronic Acceptance in respect of your holding in uncertificated form.
- If you deliver more than one valid Form of Acceptance in respect of your Sky Shares, in case of an inconsistency between such Forms of Acceptance, the last valid Form of Acceptance which is delivered to the Receiving Agent shall prevail over any earlier Form of Acceptance received by the Receiving Agent.
- If you hold Sky Shares in certificated form but under different designations, you should complete a separate Form of Acceptance in respect of each designation. You can obtain further Forms of Acceptance by contacting the Receiving Agent at the address listed above or on telephone number **0345 307 3443 (or +44 (0) 345 307 3443, if telephoning from outside the UK)**.

If your Sky Shares are held in certificated form and your share certificate(s) and/or other documents of title is/are with your bank, stockbroker or other agent, you should complete and sign this Form of Acceptance and arrange for it to be lodged by such agent with the relevant document(s), unless your share certificate(s) and/or other document(s) of title is/are not readily available, in which case please refer to paragraph 5 on page 4 of this Form of Acceptance. If your share certificate(s) and/or other document(s) of title is/are lost, please refer to paragraph 6 on page 4 of this Form of Acceptance.

IF YOU ARE IN ANY DOUBT AS TO HOW TO COMPLETE THIS FORM OF ACCEPTANCE, PLEASE CONTACT THE RECEIVING AGENT ON THE TELEPHONE NUMBER LISTED ABOVE. CALLS OUTSIDE THE UK WILL BE CHARGED AT THE APPLICABLE INTERNATIONAL RATE. THE HELPLINE IS OPEN BETWEEN 9.00 A.M. TO 5.30 P.M., MONDAY TO FRIDAY EXCLUDING PUBLIC HOLIDAYS IN ENGLAND AND WALES. DIFFERENT CHARGES MAY APPLY TO CALLS FROM MOBILE TELEPHONES AND CALLS MAY BE RECORDED AND RANDOMLY MONITORED FOR SECURITY AND TRAINING PURPOSES. THE HELPLINE CANNOT PROVIDE ADVICE ON THE MERITS OF THE OFFER NOR GIVE ANY FINANCIAL, LEGAL OR TAX ADVICE.

**ALL REFERENCES TO TIME IN THIS FORM OF ACCEPTANCE ARE TO LONDON TIME.**

**DO NOT DETACH ANY PART OF THIS FORM OF ACCEPTANCE.**

**HOW TO COMPLETE THIS FORM OF ACCEPTANCE**

Please follow the instructions on this page and page 4 when completing page 3.

**Only complete this form if you wish to accept the Offer.**

**1 REGISTERED SHAREHOLDER DETAILS**

Box 1 shows your registered address according to the register of Sky Shareholders as at close of business on 10 July 2018. Box A shows the number of Sky Shares held by you as at close of business on 10 July 2018. If the name or address details shown in Box 1 opposite are incorrect please place a cross in Box 6A in black ink and add the correct details in BLOCK CAPITALS in Box 6. Any changes to the names must be supported by appropriate documentation (see paragraph 8 on page 4 of this form for further details). If no name or address is shown in Box 1 on page 3 please add the full name(s) of all registered shareholders and the registered address of the first-named holder in Box 1.

**2 DAYTIME TELEPHONE NUMBER**

Insert in Box 2 your daytime telephone number including your full dialling code in case of queries relating to the completion of this form.

**3 TO ACCEPT THE OFFER**

To accept the Offer, insert in Box 3 the total number of certificated Sky Shares for which you wish to accept the Offer. You must sign Box 4A or 4B (as applicable) in accordance with the instructions set out in this Form of Acceptance which will constitute your acceptance of the Offer. If no number, or a number greater than your entire holding of certificated Sky Shares is written in Box 3, or Box 3 contains the word "ALL" or any other word or marking, and you have signed Box 4A or 4B (as applicable) you will be deemed to have accepted the Offer in respect of your entire holding of certificated Sky Shares. Please remember to enclose your share certificate(s) and/or other document(s) of title (if available) when returning this Form of Acceptance.

**4A SIGNATURE OF INDIVIDUALS**

If you wish to accept the Offer, you must sign and date Box 4A regardless of the other box(es) you complete. In the case of a joint holding ALL holders must sign. Each signature by an individual must be signed in the presence of a witness who must be over 18 years of age and must not be one of the joint registered holders. The witness should state his/her name and sign where indicated. The same witness may witness each signature of the joint holders, if applicable.

If this Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) signing this Form of Acceptance. You should also deliver evidence of your authority in accordance with the notes on page 4.

If this Form of Acceptance is signed under a power of attorney, the executed power of attorney (or an appropriately certified copy) must be lodged together with this Form of Acceptance. Please refer to paragraph 7 on page 4.

**4B COMPANY SIGNATURES**

If you wish to accept the Offer, you must sign and date Box 4B regardless of the other box(es) you complete. A company that is incorporated in the United Kingdom may execute this Form of Acceptance as a deed in accordance with sections 44, 45 and 48 of the Companies Act 2006 either: (a) under seal (in accordance with the instructions set out in 4C below); or (b) by the signatures of (i) a director of the company in the presence of a witness (who attests the signature), (ii) two directors, or (iii) one director and the company secretary, signing and dating in Box 4B.

A body corporate incorporated outside the United Kingdom or a person who is acting under the authority (express or implied) of that body corporate should execute this Form of Acceptance in accordance with the laws of the territory in which the body corporate is incorporated or otherwise in accordance with the applicable provisions of the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009 of the United Kingdom.

In the case of any company (wherever incorporated) that signs this Form of Acceptance (or on whose behalf it is signed), the name of the company should be inserted above the signature of the persons who have signed this Form of Acceptance, whether as registered holder, witness, executor, attorney, or otherwise, and execution on behalf of the company should be expressed to be by the company.

**4C COMPANY SEAL**

A company may affix its common seal, which should be affixed and witnessed in accordance with its articles of association or other law and/or regulations. If you are affixing a company seal please place a cross in Box 4C in black ink.

**5 RESTRICTED JURISDICTIONS**

If you are **unable** to give the representations and warranties required in paragraph (c) of Part D of Appendix 1 to the Offer Document, you must put "NO" in Box 5. If you do not put "NO" in Box 5, you will be deemed to have given such representations and warranties.

**6 ALTERNATIVE ADDRESS FOR DISPATCH OF CONSIDERATION**

If you want the consideration and/or other document(s) to be sent to someone other than the first-named registered holder at the address set out in Box 1 (e.g. your bank, stockbroker or other agent) or to an address other than the address of the first-named registered holder set out in Box 1, you should place a cross in Box 6B in black ink and complete Box 6 (with an address outside a Restricted Jurisdiction) in BLOCK CAPITALS.

Box 6 must also be completed by holders with registered addresses in a Restricted Jurisdiction with an address outside a Restricted Jurisdiction. It is the responsibility of any overseas shareholder to satisfy himself as to the full observance of the laws and regulatory requirements of the relevant jurisdiction in connection with the Offer.

**SKY PLC**

**FORM OF ACCEPTANCE RELATING TO THE OFFER  
PLEASE COMPLETE AS EXPLAINED ON PAGES 2 AND 4**

The provisions of Parts A, B, C and D of Appendix 1 to the Offer Document are incorporated in, and form part of, this Form of Acceptance  
**PLEASE COMPLETE THIS FORM IN BLOCK CAPITALS USING BLACK INK ONLY**

**1**

<b>A</b>	Your holding of Sky Shares as at 10 July 2018:
<b>2</b>	Daytime telephone number, for use in the event of a query:
<b>3</b>	Number of Sky Shares in certificated form in respect of which you are accepting the Offer:

**+ SIGN BELOW TO ACCEPT THE OFFER +**

**4A EXECUTION BY INDIVIDUAL(S)**

Signed and delivered as a deed by each registered shareholder:


	WITNESS NAME:	WITNESS SIGNATURE:	DATE:
1.	<input type="text"/>	<input type="text"/>	<input type="text"/>
2.	<input type="text"/>	<input type="text"/>	<input type="text"/>
3.	<input type="text"/>	<input type="text"/>	<input type="text"/>
4.	<input type="text"/>	<input type="text"/>	<input type="text"/>

Note: all Sky Shareholders who are individuals should sign and date the Form of Acceptance in the presence of a witness who should also sign Box 4A in accordance with the instructions printed in note 4A on page 2. The witness must be over 18 years of age and must not be one of the joint holders. The same witness may witness on behalf of all or any registered holders.

**4B EXECUTION BY A COMPANY**

**4C**

Executed and delivered as a deed by:	Name of Company <input type="text"/>	If you are affixing a company seal, please mark a cross in black ink in Box 4C to the right. <input type="checkbox"/>
Name of Director	Signature <input type="text"/>	Date: <input type="text"/>
Name of Director/Secretary/Witness	Signature <input type="text"/>	Date: <input type="text"/>



**5 RESTRICTED OVERSEAS PERSONS ONLY**

Mark "NO" in the box below in black ink if you are UNABLE to give the representations and warranties required by paragraph (c) of Part D of Appendix 1 to the Offer Document.

**PLEASE ENSURE YOU ENCLOSE YOUR SHARE CERTIFICATE(S) AND/OR ANY OTHER DOCUMENT(S) OF TITLE WITH THIS FORM OF ACCEPTANCE**

**6** If you are advising a change of name or address, place a cross in Box 6A in black ink and add your details below. If you would like the consideration sent to an alternative address to that shown in Box 1, place a cross in Box 6B in black ink and add your details below. You must not insert in Box 6 an address in a Restricted Jurisdiction.

Name	<input type="text"/>		
<b>6A</b> House Number	<input type="text"/>	Post Code	<input type="text"/>
<input type="checkbox"/> Address Details	<input type="text"/>		
	<input type="text"/>		

**6B**

**ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS FORM OF ACCEPTANCE**

**In order to be effective this Form of Acceptance must, except as mentioned below, be signed as a deed by the registered holder or, in the case of a joint holding, by ALL the joint holders (and each individual signature must be individually witnessed), or under a power of attorney and in accordance with the notes on page 2 of this Form of Acceptance. A body corporate must execute this Form of Acceptance as a deed in accordance with the notes on page 2 of this Form of Acceptance.**

**In order to avoid delay and inconvenience to yourself, the following may be of assistance to you:**

**1) IF A HOLDER IS AWAY FROM HOME (E.G. ABROAD OR ON HOLIDAY):**

Send this Form of Acceptance and the Offer Document by the quickest means (i.e. airmail) to the holder (but not in or into a Restricted Jurisdiction) for execution or, if he has executed a valid and applicable power of attorney, have this Form of Acceptance signed by the attorney. In the latter case, you should follow the instructions in paragraph 7 below.

**2) IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL, OR WISH TO SELL PART OF, YOUR SKY SHARES:**

Do not complete this Form of Acceptance. Please send the Offer Document, together with the enclosed reply-paid envelope (but not this personalised Form of Acceptance), at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, such documents should not be mailed, distributed, forwarded or transmitted in or into any jurisdiction where to do so would violate the laws in that jurisdiction. If you wish to sell or transfer part of your holding of Sky Shares and to accept the Offer in respect of the balance but are unable to obtain the balance share certificate by 1.00 p.m. (London time) on 22 August 2018 you should ensure that the stockbroker, bank or other agent through whom you make the sale or transfer obtains the appropriate endorsement, certification or indication, signed on behalf of Sky, in respect of the balance of your holding of Sky Shares.

**3) IF THE SOLE HOLDER HAS DIED:**

If confirmation of a grant of probate or letters of administration has/have been registered with Sky or Sky's registrars, Equiniti Limited, this Form of Acceptance must be signed by the personal representative(s) of the deceased holder each in the presence of a witness. This Form of Acceptance should then be lodged with the Receiving Agent at the address set out in paragraph 10 below with the related share certificate(s) and/or other documents of title. If a grant of probate or letters of administration has/have not been registered with Sky or Sky's registrars, Equiniti Limited, the personal representative(s) or prospective personal representative(s) should sign this Form of Acceptance each in the presence of a witness and forward it with the share certificate(s), and/or other document(s) of title, the original death certificate (or a notarised copy) and evidence of the authority to sign of the personal representative(s) or prospective personal representative(s) to the Receiving Agent at the address set out in paragraph 10 below. The signature must be witnessed, and the witness must also sign. However, a grant of probate or letters of administration (a duly sealed copy) must be lodged by hand or post with the Receiving Agent before the consideration due under the Offer can be forwarded to the executor(s) or personal representative(s). For this purpose, photocopies of grants of probates and letters of administration are not acceptable. These documents will be returned as directed.

**4) IF ONE OF THE JOINT HOLDERS HAS DIED:**

This Form of Acceptance is valid if signed by the surviving holder(s), each in the presence of a witness, and lodged with the Receiving Agent at the address set out in paragraph 10 below with the share certificate(s) and/or other document(s) of title and accompanied by the original death certificate (or a duly certified copy), and the confirmation of grant of probate or letters of administration (or a duly sealed copy) in respect of the deceased holder. For this purpose, photocopies of death certificates, grants of probates or letters of administration are not acceptable. These documents will be returned as directed.

**5) IF YOUR SKY SHARE CERTIFICATE(S) OR OTHER DOCUMENT(S) IS/ARE HELD BY YOUR STOCKBROKER, BANK OR OTHER AGENT:**

You should complete this Form of Acceptance and arrange for it to be lodged by such agent with the Receiving Agent at the address set out in paragraph 10 below no later than 1.00 p.m. on 22 August 2018, accompanied by the share certificate(s) and/or other document(s) of title if appropriate. If the certificate(s) or other document(s) is/are not readily available, you should lodge this Form of Acceptance with the Receiving Agent at the address set out in paragraph 10 below duly completed together with a note saying e.g. "certificates to follow", and arrange for the certificate(s) and/or other document(s) to be forwarded as soon as possible thereafter. It is helpful for your stockbroker, bank or other agent (unless he is in any jurisdiction where to do so would violate the laws in that jurisdiction) to be informed of the full terms of the Offer.

**6) IF YOUR SKY SHARE CERTIFICATE(S) OR OTHER DOCUMENT(S) OF TITLE HAS/HAVE BEEN LOST:**

Complete and lodge the Form of Acceptance together with any available certificate(s) with the Receiving Agent at the address set out in paragraph 10 below no later than 1.00 p.m. on 22 August 2018, stating that you have lost one or more of your share certificate(s). At the same time you should contact Sky's registrars, Equiniti Limited, as soon as possible on 0371 384 2091 (or +44 (0)121 415 7567 if telephoning from outside the UK) requesting them to send you a letter of indemnity for completion. When received, the letter of indemnity should be completed in accordance with the instructions given, and lodged with the Receiving Agent at the address set out in paragraph 10 below in support of this Form of Acceptance.

**7) IF THE FORM OF ACCEPTANCE IS SIGNED UNDER A POWER OF ATTORNEY:**

The completed Form of Acceptance, together with any share certificate(s) and/or other document(s) of title, should be lodged with the Receiving Agent at the address set out in paragraph 10 below, accompanied by the original power of attorney (or a copy duly certified in accordance with the Powers of Attorney Act 1971). The power of attorney will be duly noted by the Receiving Agent and returned as directed.

**8) IF YOUR PARTICULARS DIFFER FROM THOSE APPEARING ON THE CERTIFICATE(S) AND FORM OF ACCEPTANCE:**

- a) Incorrect name on share certificate(s), e.g.:
- Name on certificate(s) ..... John Smith  
Correct name ..... John Smyth

Complete this Form of Acceptance by adding your correct name in BLOCK CAPITALS in Box 6, having placed a cross in Box 6A. Then lodge the Form of Acceptance with the Receiving Agent at the address set out in paragraph 10 below, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the share certificate(s) and the person who has signed this Form of Acceptance are one and the same person.

- b) Incorrect address: write your correct address in BLOCK CAPITALS in Box 6, having placed a cross in Box 6A.
- c) Change of name: if you have changed your name, enclose a copy of your marriage certificate or the deed poll with this Form of Acceptance for noting or, in the case of a company, a copy of the Certificate of Incorporation on the name change and add your changed name in BLOCK CAPITALS in Box 6, having placed a cross in Box 6A. These documents will be returned to you as directed.

**9) IF YOU ARE NOT A RESIDENT OF THE UNITED KINGDOM:**

The attention of Sky Shareholders not resident in the UK or who are citizens or residents or nationals of other countries (and all agents, custodians, trustees or nominees thereof) is drawn to paragraph 8 of Part C and paragraph (c) of Part D of Appendix 1 to the Offer Document.

**10) SETTLEMENT OF CONSIDERATION:**

The consideration payable under the Offer cannot be sent to you until all relevant documents have been properly completed and sent by post or (during normal business hours only) by hand to the **Receiving Agent at Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU**. A reply-paid envelope (for use in the UK only) is enclosed.

Without prejudice to Part C and Part D of Appendix 1 to the Offer Document, subject to the provisions of the Code, Comcast Bidco reserves the right to treat as valid in whole or in part any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In that event, no payment of cash under the Offer will be made until after the relevant share certificate(s) and/or other document(s) of title, or indemnities satisfactory to Comcast Bidco, have been received.

**11) IF YOUR SKY SHARES ARE IN CREST:**

**You should not complete this Form of Acceptance.** You should take the action set out in paragraph 17(b) of the letter from Comcast Bidco contained in Part II of the Offer Document to transfer your Sky Shares to an escrow balance. You should ensure that the transfer to escrow settles no later than 1.00 p.m. (London time) on 22 August 2018. If you are a CREST sponsored member, you should contact your CREST sponsor, as only your CREST sponsor will be able to send the necessary TTE Instructions to Euroclear UK & Ireland Limited.

**The duly completed and signed Form of Acceptance, accompanied by the share certificates and/or other documents of title for your Sky Shares, should be returned as soon as possible by post or (during normal business hours only) by hand to the Receiving Agent, at Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, and in any event so as to be received by the Receiving Agent no later than 1.00 p.m. (London time) on 22 August 2018.**