

British Sky Broadcasting Group plc

Country: United Kingdom
 Meeting Type: AGM
 Meeting Date: 4 November 2005
 ISIN Code: GB0001411924

Item	Description	Issue	TMF Vote	Mgmt Vote
1	Accept Financial Statements and Statutory Reports	A. Annual Accounts, Discharge and Dividends	FOR	FOR
2	Approve Final Dividend of 5 Pence Per Share	A. Annual Accounts, Discharge and Dividends	FOR	FOR
3	Re-elect David Evans as Director	B. Directors and Remuneration	FOR	FOR
4	Re-elect Allan Leighton as Director	B. Directors and Remuneration	FOR	FOR
5	Re-elect Lord Wilson of Dinton as Director	B. Directors and Remuneration	FOR	FOR
6	Re-elect Rupert Murdoch as Director	B. Directors and Remuneration	ABSTAIN	FOR
	<i>Chairman. Rupert Murdoch has a controlling interest in the controlling shareholder, News Corp. The appointment of a chairman connected to the controlling shareholder is not considered best practice. There are also concerns over the number of positions he holds and the relative amount of time he is able to devote to BSKYB business. This is of importance given his other positions are within the controlling shareholder and related parties.</i>			
7	Re-elect David DeVoe as Director	B. Directors and Remuneration	FOR	FOR
8	Re-elect Arthur Siskind as Director	B. Directors and Remuneration	FOR	FOR
9	Reappoint Deloitte & Touche LLP as Auditors and Authorise the Board to Determine Their Remuneration <i>Consultancy-related non-audit fees (GBP 7m) are significantly greater than the audit fees (GBP 1m) this year and on a three year aggregate basis.</i>	C. Auditor	AGAINST	FOR
10	Approve Remuneration Report	B. Directors and Remuneration	AGAINST	FOR
	<i>The overall disclosure of policy aims is considered adequate, relating pay to factors specific to the company. However, specific targets under the annual and the long term incentive are not stated. nor are maximum awards</i>			

	<i>which is considered contrary to local best practice. The Long-Term Incentive Plan (LTIP) has been amended over the year and now uses targets based on internal measures (e.g. DTH subscriber growth; cash flow per share; and earning per share) and TSR measured against the FTSE 100. The lack of disclosure in relation to maximum awards and actual targets makes any assessment difficult. Awards under the LTIP can vest after two years only, which is not considered to be in line with best practice. Combined awards are considered potentially high if compared to local market practice.</i>			
11	<p>Authorise the Company to Make EU Political Organisation Donations up to GBP 100,000 and Incur EU Political Expenditure up to GBP 100,000</p> <p><i>Authority is sought up to GBP 200,000 for one year. The company states it has no intention to make any donation or incur any political expenditure in respect of any political party in the EU. However, the amount is considered significant given that the authority was not used during the year and no justification for the level of authority is provided.</i></p>	E. Other	ABSTAIN	FOR
12	Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of GBP 304,000,000	D. Share Capital and Shareholder Relations	FOR	FOR
13	Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP 46,000,000	D. Share Capital and Shareholder Relations	FOR	FOR
14	Authorise 92,000,000 Ordinary Shares for Market Purchase	D. Share Capital and Shareholder Relations	FOR	FOR
15	Approve Waiver on Tender-Bid Requirement	D. Share Capital and Shareholder Relations	FOR	FOR
16	Amend Articles of Association Re: Indemnification	D. Share Capital and Shareholder Relations	FOR	FOR
17	Amend Memorandum of Association; and Amend Articles of Association Re: Broadcasting Legislation	D. Share Capital and Shareholder Relations	FOR	FOR