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M.7332 - BSKYB / SKY DEUTSCHLAND / SKY ITALIA

SECTION 1.2

Description of the concentration

The proposed Transaction consists of the acquisition of sole control by British Sky Broadcasting Group plc ("**BSkyB**") over Sky Deutschland AG ("**Sky Deutschland**") and Sky Italia S.r.l. ("**Sky Italia**") (together, "**the Parties**"). The Parties are predominantly active in different geographic regions. In the EEA, BSKyB is predominantly active in the UK and Ireland, Sky Deutschland in Germany and Austria, and Sky Italia in Italy.

BSkyB is a UK public company whose shares are listed on the London Stock Exchange. It is the holding company of a number of subsidiaries which are active in a variety of sectors in the UK and Ireland, including: (i) licensing/acquisition of audiovisual programming; (ii) TV channel wholesale supply; (iii) retailing of audiovisual programming to subscribers; (iv) provision of technical platform services to broadcasters on BSKyB's DTH platform; (v) sale of TV advertising airtime and sponsorship; (vi) provision of fixed-line retail telephony and broadband services; (vii) provision of access to public Wi-Fi hotspots; (viii) marketing services; and (ix) fixed-odds betting services. BSKyB has minimal activities in Germany, Austria and Italy.

Sky Deutschland is a German media company which is active primarily in the pay TV sector in Germany and Austria, including: (i) licensing/acquisition of audiovisual programming; (ii) retailing of audiovisual programming to consumers; (iii) sale of TV advertising airtime and sponsorship; and (iv) provision of technical platform services to broadcasters on Sky Deutschland's DTH platform. Sky Deutschland has no activities in the UK or Ireland, and only very limited activities in Luxembourg, Liechtenstein and Italy (in the Alto Adige).

Sky Italia is an Italian media company which is active primarily in the pay TV sector in Italy, including: (i) licensing/acquisition of audiovisual programming; (ii) retailing of audiovisual programming to consumers; and (iii) sale of TV advertising airtime and sponsorship. Sky Italia has limited activities outside Italy.