

BRITISH SKY BROADCASTING GROUP PLC
Form 424B3
March 16, 2004

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333-106837-07

Prospectus Supplement No. 2
(to Prospectus dated August 19, 2003)

US\$1,655,000,000

News Corporation Finance Trust II

0.75% Senior Exchangeable BUCSSM

(original liquidation preference US\$1,000 per BUCS)

**exchangeable into the ordinary shares of British Sky Broadcasting Group plc or
the cash value thereof and guaranteed on a senior basis by**

The News Corporation Limited

This prospectus supplement amends and supplements the prospectus dated August 19, 2003 relating to the resale by the holders of 0.75% Senior Exchangeable BUCSSM, or BUCS, of News Corporation Finance Trust II and the ordinary shares of British Sky Broadcasting Group plc, or BSKyB ordinary shares, issuable upon exchange of the BUCS.

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This prospectus supplement should be read in conjunction with the prospectus dated August 19, 2003, which is to be delivered with this prospectus supplement. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

The table below sets forth information as of the date of this prospectus supplement about the original liquidation preference of BUCS beneficially owned and the number of BSKyB ordinary shares issuable upon exchange of the BUCS that may be offered under the prospectus by the selling security holders named in the table. All of the information set forth in the table has been provided by or on behalf of the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. The selling security holders listed in the table below may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their BUCS since the date on which the information was supplied to us as presented in the table. Information about selling security holders may change over time. Any changed information supplied to us will be set forth in future prospectus supplements.

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The table of selling security holders beginning on page 110 of the prospectus under the caption "Selling Security Holders" is hereby amended by this prospectus supplement no. 2 to read as follows.

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|--|---|--|---|--|
| AAM/Zazove International Convertible Fund L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | \$ 400,000 | * | 0 | 30,836 |
| ACIG Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | 300,000 | * | 0 | 23,127 |
| AIG DKR SoundShore Oasis Holding Fund Ltd. c/o DKR Capital Partners LP 1281 East Main Street Stamford, CT 06902 | 9,600,000 | * | 0 | 740,064 |
| AIG DKR SoundShore Strategic Holding Fund Ltd. c/o DKR Capital Partners LP 1281 East Main Street Stamford, CT 06902 | 3,400,000 | * | 0 | 262,106 |
| AIG DKR SoundShore Overseas Holding Fund Ltd. c/o DKR Capital Partners LP 1281 East Main Street Stamford, CT 06902 | 6,825,000 | * | 0 | 526,139 |
| Alcon 401(k) Retirement Plan 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | 1,100,000 | * | 0 | 84,799 |
| Amaranth Fund L.P. | 85,000,000 | 5% | 0 | 6,552,650 |

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| | | | | |
|--|---------|---|---|--------|
| Amaranth Group | | | | |
| 1 American Lane | | | | |
| Greenwich, CT 06831 | | | | |
| Attn: General Counsel | | | | |
| American Fidelity Assurance Company | 260,000 | * | 0 | 20,043 |
| 2000 Classen Center | | | | |
| Oklahoma City, OK 73106 | | | | |
| American Founders Life Ins. Co. | 400,000 | * | 0 | 30,836 |
| 8395 Keystone Crossing | | | | |
| Indianapolis, IN 46240 | | | | |
| American Pioneer Life Ins. Co. of New York | 90,000 | * | 0 | 6,938 |
| 6 International Drive | | | | |
| Rye Brook, NY 10573-1068 | | | | |
| American Progressive Life & Health | 90,000 | * | 0 | 6,938 |
| 6 International Drive | | | | |
| Rye Brook, NY 10573-1068 | | | | |
| American Public Entity Excess Pool | 90,000 | * | 0 | 6,938 |
| 29621 Northwestern Highway | | | | |
| Southfield, MI 48034 | | | | |

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|---|---|--|---|--|
| Auspicias Ltd. c/o Jefferies Asset Management Ltd. Uraniastrasse 12 CH-8023 Zurich, Switzerland | \$ 200,000 | * | 0 | 15,418 |
| Bank Austria Cayman Islands, Ltd c/o Remius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017 | 3,000,000 | * | 0 | 231,270 |
| Bank Austria C29 BA 510-452448 Obere Donacsterasse 19 1090 Vienna, Austria | 150,000 | * | 0 | 11,564 |
| Barclays Global Investors c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870 | 350,000 | * | 0 | 26,982 |
| Barep Convertible Arbitrage c/o Barep Asset Management 3 Rue Lafayette 750009 Paris, France | 34,000,000 | 2% | 0 | 2,621,060 |
| Barep Convertible Arbitrage Enhanced c/o Barep Asset Management 3 Rue Lafayette 750009 Paris, France | 12,000,000 | * | 0 | 925,080 |
| Beamtenversicherungskasse des Kantons Zurich c/o State Street Switzerland | 3,900,000 | * | 0 | 300,651 |

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| | | | | | |
|--|--|------------|---|---|---------|
| Kassernen Str. 1 | | | | | |
| CH-8004 Zurich, Switzerland | | | | | |
| Bernische Lehrerversicherungskasse | | 450,000 | * | 0 | 34,691 |
| c/o CSAM | | | | | |
| P.O. Box 800 | | | | | |
| CH-8070 Zurich, Switzerland | | | | | |
| Buckeye State Mutual Ins. Co | | 30,000 | * | 0 | 2,313 |
| 1 Heritage Place | | | | | |
| Piqua, OH 45356 | | | | | |
| CALAMOS Convertible Fund CALAMOS Investment Trust | | 11,500,000 | * | 0 | 886,535 |
| c/o CALAMOS Investments | | | | | |
| 1111 E. Warrenville Road | | | | | |
| Naperville, IL 60563 | | | | | |
| CALAMOS Global Convertible Fund CALAMOS Investment Trust | | 700,000 | * | 0 | 53,963 |
| c/o CALAMOS Investments | | | | | |
| 1111 E. Warrenville Road | | | | | |
| Naperville, IL 60563 | | | | | |

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|---|---|--|---|--|
| CALAMOS Group Trust International Fund c/o CALAMOS Investments 1111 E. Warrenville Road Naperville, IL 60563 | \$ 1,700,000 | * | 0 | 131,053 |
| Catholic Family Life Ins. 1572 E. Capital Drive Milwaukee, WI 53211-0563 | 340,000 | * | 0 | 26,211 |
| Catholic Relief Insurance Company of America 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | 600,000 | * | 0 | 46,254 |
| Celina Mutual Ins. Co. 1 Insurance Square Celina, OH 45822-1690 | 40,000 | * | 0 | 3,084 |
| Century National Insurance Co. 12200 Sylvan St. North Hollywood, CA 91606 | 1,000,000 | * | 0 | 77,090 |
| Cheyne Fund LP 13 Park Place London, England SW1A1LP | 1,980,000 | * | 0 | 152,638 |
| Cheyne Leveraged Fund LP 13 Park Place London, England SW1A1LP | 1,225,000 | * | 0 | 94,435 |
| CI Global Convertible Capital Invest Obere Donacsterasse 19 1090 Vienna, Austria | 350,000 | * | 0 | 26,982 |

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| | | | | |
|--|------------|----|---|-----------|
| CIP Limited Duration Company | 238,000 | * | 0 | 18,347 |
| 1 Cabot Square | | | | |
| London, England E144QJ | | | | |
| Citigroup Global Markets U.K. Equity Limited | 30,000,000 | 2% | 0 | 2,312,700 |
| Citigroup Centre, Canada Square | | | | |
| Canary Wharf | | | | |
| London, England E145LB | | | | |
| Citigroup Global Markets Limited | 37,515,000 | 2% | 0 | 2,892,031 |
| Citigroup Centre, Canada Square | | | | |
| Canary Wharf | | | | |
| London, England E145LB | | | | |
| Colonial Lloyds Insurance Co | 20,000 | * | 0 | 1,542 |
| 2600 W. Freeway | | | | |
| Fort Worth, TX 76102 | | | | |

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|--|---|--|---|--|
| Commerzbank AG Frankfurt Shearbourne House 119-121 Cannon Street London, England EC3V0HR | \$ 5,750,000 | * | 0 | 443,268 |
| Commerzbank AG Frankfurt 119-121 Cannon Street London, England EC3V0HR | 250,000 | * | 0 | 19,273 |
| Commonwealth Dealers 8001 W. Broad Street Richmond, VA 23294 | 200,000 | * | 0 | 15,418 |
| Concord Life Ins. Co. 307 N. Michigan Ave. Chicago, IL 60601 | 200,000 | * | 0 | 15,418 |
| CQS Convertible & Quantitative Strategies Masterfund Ltd. P.O. Box 309 Ugland House South Church Street Georgetown, Grand Cayman | 45,000,000 | 3% | 20,404 | 3,469,050 |
| Credit Suisse First Boston Europe Limited 1 Cabot Square London, England E144QJ | 30,500,000 | 2% | 0 | 2,351,245 |
| CSA Fraternal Life Ins. Co. 122 W. 22nd St. Oakbrook, IL 60521 | 140,000 | * | 0 | 10,793 |
| CS Alternative Strategy Limited | 68,000 | * | 0 | 5,242 |

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13 Park Place

London, England SW1A1LP

| | | | | |
|---------------------|---------|---|---|--------|
| Cumberland Ins. Co. | 180,000 | * | 0 | 13,876 |
|---------------------|---------|---|---|--------|

633 Shiloh Pike

Bridgeton, NJ 08302

| | | | | |
|---------------------------------|---------|---|---|--------|
| Cumberland Mutual Fire Ins. Co. | 750,000 | * | 0 | 57,818 |
|---------------------------------|---------|---|---|--------|

633 Shiloh Pike

Bridgeton, NJ 08302

| | | | | |
|-------------|------------|---|---|---------|
| DBAG London | 10,000,000 | * | 0 | 770,900 |
|-------------|------------|---|---|---------|

31 West 52nd Street, 4th Floor

New York, NY 10019

| | | | | |
|----------------------------|---------|---|---|--------|
| Educators Mutual Life Ins. | 180,000 | * | 0 | 13,876 |
|----------------------------|---------|---|---|--------|

202 N. Price Street

Lancaster, PA 17603

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|---|---|--|---|--|
| Employee s Retirement of N.O. Sewer/Water Board 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | \$ 650,000 | * | 0 | 50,109 |
| Fidelity Financial Trust: Fidelity Convertible Securities Fund c/o Dasha Tcherniakovskaia, Legal Product Manager FMR Corp. 82 Devonshire Street, E31C Boston, MA 02109-3614 | 15,000,000 | * | 0 | 1,156,350 |
| Field Holdings, Inc. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | 70,000 | * | 0 | 5,396 |
| First Dakota Indemnity Co. 3900 W. 53rd St. Sioux Falls, SD 57109-1008 | 20,000 | * | 0 | 1,542 |
| Forest Fulcrom Fund LLP 53 Forest Avenue Old Greenwich, CT 06870 | 1,370,000 | * | 0 | 105,613 |
| Forest Global Convertible Fund 53 Forest Avenue Old Greenwich, CT 06870 | 5,585,000 | * | 0 | 430,548 |
| Forest Multi-Strategy Master Fund on behalf of its Multi-Strategy Segregated Portfolio Series F 53 Forest Avenue Old Greenwich, CT 06870 | 2,070,000 | * | 0 | 159,576 |
| Founders Insurance Company | 50,000 | * | 0 | 3,855 |

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1645 E. Birchwood

Desplaines, IL 60018

| | | | | |
|--------------------------------|-----------|---|---|---------|
| Gaia Offshore Master Fund Ltd. | 8,000,000 | * | 0 | 616,720 |
|--------------------------------|-----------|---|---|---------|

750 Lexington Avenue

New York, NY 10022

| | | | | |
|--|---------|---|---|--------|
| Gemini Sammel Stiftung Zur Foderung der Personalvorsorge | 400,000 | * | 0 | 30,836 |
|--|---------|---|---|--------|

c/o Pictet & Cie

29 Boulevard Georges-Favon

CH-1204 Geneva, Switzerland

| | | | | |
|-----------------------------------|-----------|---|---|---------|
| GLG Global Convertible UCITS Fund | 5,650,000 | * | 0 | 435,559 |
|-----------------------------------|-----------|---|---|---------|

c/o GLG Partners

One Curzon St.

London, England W1JSHB

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|---|---|--|---|--|
| GLG Global Convertible Fund c/o GLG Partners One Curzon St. London, England W1JSHB | \$ 24,700,000 | 1% | 0 | 1,904,123 |
| GLG Mangousta Fund c/o GLG Partners One Curzon St. London, England W1JSHB | 800,000 | * | 0 | 61,672 |
| GLG Market Neutral Fund c/o GLG Partners One Curzon St. London, England W1JSHB | 43,950,000 | 3% | 0 | 3,388,106 |
| Goodville Mutual Casualty 625 W. Main New Holland, PA 17557 | 150,000 | * | 0 | 11,564 |
| Grange Mutual Casualty Ins. Co. 650 S. Front Street Columbus, OH 43216-1218 | 320,000 | * | 0 | 24,669 |
| Guarantee Trust Life Ins. 1275 Milwaukee Glenview, IL 60025 | 1,100,000 | * | 0 | 84,799 |
| Hamilton Multi Strategy Master Fund, LP 415 Madison Avenue, 19th Floor New York, NY 10017 | 20,000,000 | 1% | 0 | 1,541,800 |
| Hannover Life Reassurance Company of America | 650,000 | * | 0 | 50,109 |

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800 N. Magnolia

Orlando, FL 32803

| | | | | |
|----------------------|-------------|-----|---|------------|
| HBK Master Fund L.P. | 368,000,000 | 22% | 0 | 28,369,120 |
|----------------------|-------------|-----|---|------------|

c/o HBK Investment L.P.

300 Crescent Ct., #700

Dallas, TX 75201

| | | | | |
|--------------------------------|---------|---|---|--------|
| HFR Ed Global Master Trust Co. | 481,000 | * | 0 | 37,080 |
|--------------------------------|---------|---|---|--------|

c/o P. Schoenfeld Asset Mgt LLC

1330 Avenue of the Americas

New York, NY 10019

| | | | | |
|---|---------|---|---|--------|
| Indiana Lumbermens Mutual Insurance Company | 500,000 | * | 0 | 38,545 |
|---|---------|---|---|--------|

P.O. Box 68600

Indianapolis, IN 46268

| | | | | |
|---------------------------|---------|---|---|--------|
| Integrity Mutual Ins. Co. | 250,000 | * | 0 | 19,273 |
|---------------------------|---------|---|---|--------|

P.O. Box 539

Appleton, WI 54912-0539

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| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|---|---|--|---|--|
| ISBA Mutual Ins. Co. 223 W. Ohio Street Chicago, IL 60610-9003 | \$ 130,000 | * | 0 | 10,022 |
| Jefferies Umbrella Fund Global Convertible Bond c/o Jefferies Asset Management Ltd. Uraniastrasse 12 CH-8023 Zurich, Switzerland | 940,000 | * | 0 | 72,465 |
| JMG Capital Partners LP 199 Avenue of the Stars, Suite 2530 Los Angeles, CA 90067 | 7,500,000 | * | 0 | 578,175 |
| JMG Convertible Investments, LP 199 Avenue of the Stars, Suite 2530 Los Angeles, CA 90067 | 17,000,000 | 1% | 0 | 1,310,530 |
| JMG Triton Offshore Fund, Ltd. 199 Avenue of the Stars, Suite 2530 Los Angeles, CA 90067 | 34,500,000 | 2% | 0 | 2,659,605 |
| Koch Industries Inc. Master Pension Trust 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | 400,000 | * | 0 | 30,836 |
| Laurel Ridge Capital LP 685 Third Avenue Suite 2802 New York, NY 10017 | 4,000,000 | * | 0 | 308,360 |
| Lincoln Memorial Life Ins Co 805 Las Cinas Parkway | 200,000 | * | 0 | 15,418 |

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Austin, TX 78746

| | | | | |
|-------------|---------|---|---|--------|
| LLT Limited | 500,000 | * | 0 | 38,545 |
|-------------|---------|---|---|--------|

Washington Mall Phase 1,

Church Street, 3rd Floor

Hamilton, HM 11, Bermuda

| | | | | |
|-------------------|-----------|---|---|---------|
| Lyxor Master Fund | 1,950,000 | * | 0 | 150,326 |
|-------------------|-----------|---|---|---------|

c/o Forest Investment Management LLC

53 Forest Avenue

Old Greenwich, CT 06870

| | | | | |
|-----------------------------------|---------|---|---|--------|
| Main Street America Assurance Co. | 600,000 | * | 0 | 46,254 |
|-----------------------------------|---------|---|---|--------|

55 West Street

P.O. Box 2400

Keene, NH 03431-7000

| | | | | |
|-------------------------------|--------|---|---|-------|
| Main Street America Financial | 80,000 | * | 0 | 6,167 |
|-------------------------------|--------|---|---|-------|

55 West Street

P.O. Box 2400

Keene, NH 03431-7000

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|---|---|--|---|--|
| Main Street America Holdings 55 West Street P.O. Box 2400 Keene, NH 03431-7000 | \$ 530,000 | * | 0 | 40,858 |
| Marquette Indemnity and Life Ins Co. 1000 Des Pares Road Des Pares, MO 63131-2041 | 60,000 | * | 0 | 4,625 |
| Medico Life Ins. Company 1515 S. 75th Street Omaha, NE 68124 | 900,000 | * | 0 | 69,381 |
| Medmarc Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | 650,000 | * | 0 | 50,109 |
| Michigan Mutual Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | 1,300,000 | * | 0 | 100,217 |
| Michigan Professional Insurance Exchange 21 Michigan Avenue, NE Suite 375 Grand Rapids, MI 49503 | 90,000 | * | 0 | 6,938 |
| Mid America Life Insurance Co. 11808 Grant Omaha, NE 68164 | 70,000 | * | 0 | 5,396 |
| Mid-State Surety Co. 3400 E. La Fayette | 40,000 | * | 0 | 3,084 |

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Detroit, MI 48207

| | | | | |
|--|------------|----|---|-----------|
| Morgan Stanley and Co International Ltd. | 41,950,000 | 3% | 0 | 3,233,926 |
|--|------------|----|---|-----------|

25 Cabot Square

Canary Wharf

London, England E144QA

| | | | | |
|--------------------------------------|---------|---|---|--------|
| National Grange Mutual Insurance Co. | 700,000 | * | 0 | 53,963 |
|--------------------------------------|---------|---|---|--------|

55 West Street

P.O. Box 2400

Keene, NH 03431-7000

| | | | | |
|-------------------------------|--------|---|---|-------|
| National Mutual Insurance Co. | 40,000 | * | 0 | 3,084 |
|-------------------------------|--------|---|---|-------|

1 Insurance Square

Celina, OH 45822-1690

| | | | | |
|---|-----------|---|---|---------|
| National Union Fire Insurance Company of Pittsburgh, PA | 2,900,000 | * | 0 | 223,561 |
|---|-----------|---|---|---------|

c/o AIG Global Investment Corp.

175 Water Street, 24th Floor

New York, NY 10041

| | | | | |
|-------|-----------|---|---|--------|
| NCMIC | 1,050,000 | * | 0 | 80,945 |
|-------|-----------|---|---|--------|

1452 29th Street, Suite 200

West Des Moines, IA 50266-1307

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|---|---|--|---|--|
| New Era Life Insurance Co. 200 Westlake Park Boulevard Houston, TX 77079 | \$ 290,000 | * | 0 | 22,356 |
| Nomura International plc 1 St. Martins De Grand London, England EC1AXNP | 149,000,000 | 9% | 0 | 11,486,410 |
| Oklahoma Attorney Mutual Insurance 401 N. Hudson Oklahoma City, OK 73102 | 40,000 | * | 0 | 3,084 |
| Partners Group Alternative Strategies PCC LTD 3100 Tower Boulevard, Suite 1104 Durham, NC 27707 | 400,000 | * | 0 | 30,836 |
| Pensionskasse der Antalis AG c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland | 60,000 | * | 0 | 4,625 |
| Pensionskasse der EMS-Dottikon AG c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland | 110,000 | * | 0 | 8,480 |
| Pensionskasse der EMS-Chemie AG c/o Bank Julius Baer & Co. Ltd. P.O. Box CH-8010 Zurich, Switzerland | 70,000 | * | 0 | 5,396 |
| Pensionskasse der Lonza AG | 140,000 | * | 0 | 10,793 |

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c/o Bank Julius Baer & Co. Ltd.

P.O. Box

CH-8010 Zurich, Switzerland

| | | | | |
|-------------------------------------|--------|---|---|-------|
| Pensionskasse der Pluss-Stauffer AG | 60,000 | * | 0 | 4,625 |
|-------------------------------------|--------|---|---|-------|

c/o ZKB

P.O. Box

CH-8010 Zurich, Switzerland

| | | | | |
|--|--------|---|---|-------|
| Pensionskasse der Rockwell Automation AG | 80,000 | * | 0 | 6,167 |
|--|--------|---|---|-------|

c/o Bank Julius Baer & Co. Ltd.

P.O. Box

CH-8010 Zurich, Switzerland

| | | | | |
|-----------------------|---------|---|---|-------|
| Pensionskasse Vantico | 100,000 | * | 0 | 7,709 |
|-----------------------|---------|---|---|-------|

c/o Bank Julius Baer & Co. Ltd.

P.O. Box

CH-8010 Zurich, Switzerland

| | | | | |
|---|---------|---|---|--------|
| Personal Fursorgestiftung Der Gebaudeversicherung | 230,000 | * | 0 | 17,731 |
|---|---------|---|---|--------|

c/o Berner Kantonalbank

Bundesplatz 8

CH-3001 Bern, Switzerland

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|--|--|--|---|--|
| Personalvorsorge Der PV-Promea c/o Bank Leu Ltd. P.O. Box CH-8022 Zurich, Switzerland | \$ 140,000 | * | 0 | 10,793 |
| Philanthropic Mutual Life Insurance Co. 401 Plymouth Road, Suite 100 Plymouth Meeting, PA 19462 | 80,000 | * | 0 | 6,167 |
| The Philanthropic Mutual Life Ins. Co. Pension 401 Plymouth Road, Suite 100 Plymouth Meeting, PA 19462 | 160,000 | * | 0 | 12,334 |
| PIMCO European Convertible Bond Fund 1400 Newport Center Drive Newport Beach, CA 92660 | 660,000 | * | 0 | 50,879 |
| Premera Blue Cross 7001 220th Street, SW P.O. Box 327 Mount Lake Terrace, WA 98043 | 2,300,000 | * | 0 | 177,307 |
| PSAM Allegro Partners LP c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019 | 608,000 | * | 0 | 46,871 |
| PSAM GPS Fund Ltd c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas | 300,000 | * | 0 | 23,127 |

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| | | | | |
|----------------------------------|-----------|---|---|---------|
| New York, NY 10019 | | | | |
| PSAM Panorama Fund Ltd | 2,819,000 | * | 0 | 217,317 |
| c/o P. Schoenfeld Asset Mgt LLC | | | | |
| 1330 Avenue of the Americas | | | | |
| New York, NY 10019 | | | | |
| PSAM Worldarb Fund Ltd | 380,000 | * | 0 | 29,294 |
| c/o P. Schoenfeld Asset Mgt LLC | | | | |
| 1330 Avenue of the Americas | | | | |
| New York, NY 10019 | | | | |
| Quattro Fund Ltd | 4,700,000 | * | 0 | 362,323 |
| Quattro Global Capital, LLC | | | | |
| 546 Fifth Avenue, 19th Floor | | | | |
| New York, NY 10036 | | | | |
| Quincy Mutual Fire Insurance Co. | 900,000 | * | 0 | 69,381 |
| 57 Washington Street | | | | |
| Quincy, MA 02169 | | | | |

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|---|---|--|---|--|
| Ramius Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017 | \$ 3,000,000 | * | 0 | 231,270 |
| Ramius Partners II, LP c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017 | 1,000,000 | * | 0 | 77,090 |
| RCG Halifax Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017 | 500,000 | * | 0 | 38,545 |
| RCG Latitude Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017 | 4,000,000 | * | 0 | 308,360 |
| RCG MultiStrategy Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017 | 1,500,000 | * | 0 | 115,635 |
| Relay II Asset Holding c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870 | 200,000 | * | 0 | 15,418 |
| Republic Mutual Insurance Co. | 20,000 | * | 0 | 1,542 |

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| | | | | |
|--|------------|----|---|-----------|
| 1 Insurance Square | | | | |
| Celina, OH 45822-1690 | | | | |
| Salomon Brothers Asset Management Inc. | 21,000,000 | 1% | 0 | 1,618,890 |
| 100 First Stamford Place, 2nd Floor | | | | |
| Stamford, CT 06902 | | | | |
| San Diego County Employee Retirement Association | 2,000,000 | * | 0 | 154,180 |
| 940 Southwood Boulevard, Number 200 | | | | |
| Incline Village, NV 89451 | | | | |
| San Francisco Employee s Retirement System | 2,500,000 | * | 0 | 192,725 |
| 940 Southwood Boulevard, Number 200 | | | | |
| Incline Village, NV 89451 | | | | |
| Scor Life Re Convertible Program | 350,000 | * | 0 | 26,982 |
| 15305 Dallas Parkway, Suite 700 | | | | |
| Addison, TX 75001 | | | | |

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|--|---|--|---|--|
| SGAM Convertible Arbitrage Fund | \$ 9,000,000 | * | 0 | 693,810 |
| SGAM Alternative Investments 2, Place de la Coupole 92078 Paris La Défense Cedex France | | | | |
| Siemens Convertibles European Markets 13 Park Place London, England SW1A1LP | 1,250,000 | * | 0 | 96,363 |
| Siemens Convertibles Global Markets 13 Park Place London, England SW1A1LP | 1,250,000 | * | 0 | 96,363 |
| South Dakota Retirement System 4009 W. 49th Street, Suite 300 Sioux Falls, SD 57106 | 7,000,000 | * | 0 | 539,630 |
| Spartan Partners LP c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019 | 785,000 | * | 0 | 60,516 |
| Sphinx Convertible Arbitrage Fund c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870 | 125,000 | * | 0 | 9,636 |
| St. Albans Partners Ltd. 2049 Century Park East, #330 Los Angeles, CA 90067 | 11,000,000 | * | 0 | 847,990 |
| Standard Mutual Insurance Co 1028 S. Grand Avenue West | 190,000 | * | 0 | 14,147 |

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Springfield, IL 62704

| | | | | |
|------------------------------|---------|---|---|-------|
| State National Insurance Co. | 100,000 | * | 0 | 7,709 |
|------------------------------|---------|---|---|-------|

8220 Anderson Boulevard

Fort Worth, TX 76120

| | | | | |
|---|------------|----|---|-----------|
| Teachers Insurance and Annuity Association of America | 20,000,000 | 1% | 0 | 1,541,800 |
|---|------------|----|---|-----------|

730 Third Avenue

New York, NY 10017

| | | | | |
|-----------------------|------------|---|---|-----------|
| TQA Master Fund, Ltd. | 13,600,000 | * | 0 | 1,048,424 |
|-----------------------|------------|---|---|-----------|

405 Lexington Avenue

New York, NY 10174

| | | | | |
|----------------------------|-----------|---|---|---------|
| TQA Master Plus Fund, Ltd. | 6,900,000 | * | 0 | 531,921 |
|----------------------------|-----------|---|---|---------|

405 Lexington Avenue

New York, NY 10174

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|--|---|--|---|--|
| Tuscarora Wayne Mutual Insurance Co. P.O. Box 7 601 State Street Wyalusing, PA 18853-0007 | \$ 80,000 | * | 0 | 6,167 |
| UBS AG London 100 Liverpool Street London, England EC2M2RH | 39,500,000 | 2% | 0 | 3,045,055 |
| UBS O Connor LLC f/b/o O Connor Global Convertible Arbitrage Master Ltd One North Wacker Drive, Floor 32 Chicago, IL 60606 | 5,000,000 | * | 0 | 385,450 |
| UBS O Connor LLC f/b/o O Connor Global Convertible Portfolio One North Wacker Drive, Floor 32 Chicago, IL 60606 | 350,000 | * | 0 | 26,982 |
| United National Insurance Co. 3 Bala Plaza East Suite 300 Bala Cynwyd, PA 19004 | 800,000 | * | 0 | 61,672 |
| Westbay International Corp. c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019 | 451,000 | * | 0 | 34,768 |
| Westward Life Insurance Co. 4040 Paramount Boulevard | 110,000 | * | 0 | 8,480 |

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| | | | | |
|--|---------|---|---|--------|
| P.O. Box 6025 | | | | |
| Lakewood, CA 90714-6025 | | | | |
| Wisconsin Lawyers Mutual Insurance Co. | 220,000 | * | 0 | 16,960 |
| 49 Kessle Court | | | | |
| Madison, WI 53711 | | | | |
| Wisconsin Mutual Insurance Co. | 130,000 | * | 0 | 10,022 |
| 8201 Excelsior Drive | | | | |
| Madison, WI 53711 | | | | |
| World Insurance Co. | 440,000 | * | 0 | 33,920 |
| 1108 Grant | | | | |
| Omaha, NE 68164 | | | | |
| Xavex Convertible Arbitrage 2 Fund | 400,000 | * | 0 | 30,836 |
| 3100 Tower Boulevard, Suite 1104 | | | | |
| Durham, NC 27707 | | | | |
| Xavex Convertible Arbitrage 4 Fund | 160,000 | * | 0 | 12,334 |
| c/o Forest Investment Management LLC | | | | |
| 53 Forest Avenue | | | | |
| Old Greenwich, CT 06870 | | | | |

| Name and Address of Selling Security Holder | Aggregate Principal Amount At Maturity of BUCS That May Be Sold | Percentage of BUCS Outstanding | Number of BSkyB Ordinary Shares Owned Prior to Exchange | Number of BSkyB Ordinary Shares Registered Hereby (1) |
|---|---|--|---|--|
| Xavex Convertible Arbitrage 10 Fund 3100 Tower Boulevard, Suite 1104 Durham, NC 27707 | \$ 800,000 | * | 0 | 61,672 |
| Xavex Risk Arbitrage 5 Fund c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019 | 176,000 | * | 0 | 13,568 |
| Zazove Convertible Securities Fund Inc. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | 800,000 | * | 0 | 61,672 |
| Zazove Income Fund L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451 | 2,000,000 | * | 0 | 154,180 |
| Zuger Kantonalbank Banrerstr St. CH-6301 Zug, Switzerland | 70,000 | * | 0 | 5,396 |
| Zuger Kulturstiftung Landis & Gyr Zuger UB Baarerster 37 CH-6301 Zug, Switzerland | 70,000 | * | 0 | 5,396 |
| Zurich Institutional Benchmark c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870 | 625,000 | * | 0 | 48,181 |
| Zurich Institutional Benchmark Management c/o Quattro Fund Quattro Global Capital, LLC | 900,000 | * | 0 | 69,381 |

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546 Fifth Avenue, 19th Floor

New York, NY 10036

| | | | | |
|---|-------------------------|-------------|---------------|--------------------|
| BUCS previously sold by selling security holders and not listed above | 4,900,000 | * | 0 | 377,741 |
| All other holders of BUCS or future transferees, pledgees, donees or successors and any such holders(2) | 366,214,000 | 22% | 0 | 28,231,437 |
| Total | \$ 1,655,000,000 | 100% | 20,404 | 127,583,950 |

* Less than one percent (1%)

(1) Represents the number of BSkyB ordinary shares issuable upon exchange of the BUCS. In addition to the shares issuable upon exchange, News Corporation may elect to deliver BSkyB ordinary shares upon redemption of the BUCS and, in the case of redemption at the option of the holder, may elect to deliver News Corporation preferred ordinary shares. The number of BSkyB ordinary shares or News Corporation preferred ordinary shares issuable upon redemption cannot be determined at this time and will be based

upon the average daily volume weighted average price of the BSKyB ordinary shares or the News Corporation preferred ordinary shares during the relevant measurement period preceding the redemption date.

- (2) Assumes for this purpose that such other holders of BUCS, or any future transferees, pledgees, donees or successors of or from such other holders of BUCS, do not beneficially own any BSKyB ordinary shares other than the BSKyB ordinary shares constituting the initial reference shares issuable upon exchange of the BUCS.

To the knowledge of News America and News Corporation, and based on certain representations made by the selling security holders, none of the selling security holders has held any position or office or had any other material relationship within the past three years with News America, the trust, News Corporation, BSKyB or any subsidiary guarantor, or any of their respective predecessors or affiliates.

Investing in the BUCS or the BSKyB Ordinary Shares issuable upon exchange of the BUCS involves risks. See the Risk Factors section beginning on page 7 of the prospectus to read about factors you should consider before purchasing the BUCS.

Neither the Securities and Exchange Commission, nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is March 16, 2004.