



ABERFORTH PARTNERS

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To: News Corp UK & Ireland Limited
("Bidco")

29 June 2016

Dear Sirs,

Proposed offer for Wireless Group plc (the "Company")

We understand that Bidco intends to make an offer to acquire the entire issued and to be issued ordinary share capital of the Company not already owned or agreed to be acquired by Bidco implemented by way of a contractual takeover within the meaning of s974 of the Companies Act 2006 (the "Offer"):

- (a) at a cash price per Share (as defined below) of no less than 315 pence (the "Offer Price"); and
- (b) substantially on the terms and subject to the conditions set out in the attached draft press announcement to be issued pursuant to Rule 2.7 of the Code (the "Press Announcement").

A reference in this undertaking to Offer shall also include any new, increased, reviewed or revised offer made by or on behalf of Bidco to acquire Shares in the Company, provided that the terms of that offer provide for a cash price per Share of no less than the Offer Price and is on terms no less advantageous than those set out in the Press Announcement.

The Offer will extend to any Shares allotted, issued or transferred while the Offer remains open for acceptance, including but not limited to any Shares allotted, issued or transferred under any employee share plan operated by the Company and shall include the right to all dividends or other distributions hereafter declared, made or paid other than the previously announced Special Dividend of 6.15 pence per Wireless Share and the 2015 Final Dividend of 7.60 pence per Wireless Share, both of which are expected to be paid on 15 July 2016.

1. The shares

We are the discretionary fund managers for clients who presently hold 5,495,041 ordinary shares (such shares or such other number of shares, if any, held by our clients from time to time referred to as the "Shares"). Of the Shares, we have voting authority over 2,876,972 Shares (such shares or such other number of Shares over which we have voting authority from time to time referred to as the "Voting Shares").

Partners: E R Macdonald, K F Muir, R M J Newbery, W A Waite, A J Whyte

Aberforth Partners LLP is a limited liability partnership registered in England and Wales No OC313353
Registered Office: The Broadgate Tower – Primrose Street – London EC2A 2EW (not mailing address)

Aberforth Partners LLP is authorised and regulated by the Financial Conduct Authority

2. Current intention to accept the Offer

We confirm that, subject to paragraph 4, it is our current intention to accept or procure the acceptance of the Offer in respect of the Shares, on or before 1.00pm on the first closing date of the Offer.

3. Implementation by way of Scheme of Arrangement

3.1 We acknowledge that you shall have the right and may elect at any time (and whether or not the Offer document has then been despatched) to implement the Offer by way of the acquisition by Bidco of the entire issued or to be issued share capital of the Company by way of a scheme of arrangement (pursuant to Part 26 of the Companies Act 2006), at a cash price per Share at least equivalent to that made pursuant to the Offer and substantially on the same terms and subject to the conditions which are set out in the Press Announcement (the "Scheme"), as opposed to by way of a general offer, provided that the Scheme is made for no less than 315 pence per Share in cash and otherwise on terms which are in all material respects as favourable as the Offer.

3.2 We confirm that, subject to paragraph 4, it is our current intention to exercise the voting rights or procure the exercise of the voting rights attached to the Voting Shares at the shareholder meetings convened by the Company and the Court to approve the Scheme (and any adjournments thereof) (the "Meetings") and in favour of any resolutions necessary at the Meetings to approve and implement the Scheme to effect the Proposal in respect of all of the Voting Shares.

4. Conditions

4.1. We manage the investments of Aberforth UK Small Companies Fund (the "Fund") which is an authorised unit trust and, therefore, the statements of current intention set out in paragraphs 2 and 3 are subject to all regulations applicable to authorised unit trusts.

4.2. We manage the assets of open-ended collective investment schemes which entitle the investors in such schemes to redeem their investment by means of a redemption *in specie* and, therefore, the statements of current intention set out in paragraphs 2 and 3 will not apply to the Shares to the extent that they are the subject of a distribution to an investor in such a scheme by means of a redemption *in specie*

4.3. Certain of the clients whose assets we manage have reserved the right to lend stock to third parties and, therefore, the statements of current intention set out in paragraph 2 and 3 will not apply to any of the Shares that have been lent to a third party and that we are unable to recall.

4.4. All of the Shares are managed by us under authority from the Shares' beneficial owners and our statements of current intention set out in paragraphs 2 and 3 are subject to any termination or amendment of such authority.

4.5. We are free to change our intention with respect to the Shares and the Offer and nothing in this letter shall restrict our ability to do so or restrict our ability to dispose of the Shares in any manner. We acknowledge that we are obliged to make appropriate disclosure under Rule 2.11(c) of the City Code on Takeovers and Mergers (the "Code") promptly after we change our intention as set out in this letter.

- 4.6. Some or all of the Shares (including the Voting Shares) are or may be registered in the name(s) of custodians. If we accept the Offer in respect of the Shares or exercise the voting rights attached to the Voting Shares in favour of the resolutions necessary to approve and implement the Scheme then we shall instruct such custodians to complete and deliver the appropriate form(s) of acceptance or proxy in respect of the Offer or Scheme in accordance with the timescale referred to in paragraph 2 but we shall not be liable for any failure on the part of such custodians to complete and deliver such form(s) of acceptance in accordance with such timescale or otherwise to comply with our instructions.
- 4.7. We consent to the issue of a press announcement incorporating references to us and to this letter substantially in the form of the Press Announcement. We understand that in accordance with the Code, particulars of this letter will be contained in the offer document to be published by Bidco in connection with the Offer and also that this letter will be available for inspection while the Offer remains open for acceptance. We undertake to provide you with all such information in relation to our interests in the share capital of the Company as you may reasonably require to comply with the rules and requirements of The Panel on Takeovers and Mergers and the Financial Conduct Authority and any other legal or regulatory requirements.
- 4.8. This undertaking shall not oblige you to proceed with the Offer or issue the Press Announcement. However our obligations in this letter are conditional upon you making the Press Announcement at a cash price per Share of no less than 315 pence by 5.00 pm (London time) on 30 June 2016.

5. Governing law and submission to jurisdiction

We agree that this letter and all matters in connection therewith shall be governed by and construed in accordance with English law and we submit to the non-exclusive jurisdiction of the English Courts.

Yours faithfully



Member
for Aberforth Partners LLP