

Date: 01 July 2016

News Corp UK & Ireland Limited  
("News Corp (UK & Ireland)")

**Threadneedle Asset  
Management Limited**

Cannon Place  
78 Cannon Street  
London EC4N 6AG  
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[columbiathreadneedle.com](http://columbiathreadneedle.com)

Dear Sirs

**Proposed acquisition of Wireless Group plc (the "Company") by News Corp (UK & Ireland), an indirect wholly owned subsidiary of News Corporation, to be effected by means of a takeover offer at a price of no less than 315p per ordinary share (the "Offer")**

This letter is a re-executed version of a letter executed by us on 30 June 2016 and as such this letter is to be treated as though it had been executed on that date.

1. We understand that the Offer will be substantially on the terms and conditions to be set out in the press announcement of the Offer, which will be substantially in the form of the draft 2.7 Announcement appended to this letter, together with any additional terms and conditions required to comply with the rules of the Financial Conduct Authority and the Code and other applicable law or regulation
2. We confirm that as of the date of this letter:
  - a) we have discretionary management control over the exercise of all rights, (including voting rights) all of the shares in the Company as set out in the Schedule 1 to this letter which are held by us fully paid (the "Shares");
  - b) the details of our holdings of shares as set out in Schedule 1 to this letter, as at the date hereof, are complete and accurate and we are not interested in any shares or other securities of the Company nor do we have any rights to subscribe for, purchase or otherwise acquire any such securities, or any short positions (as defined by the City Code on Takeovers and Mergers (the "Code"));
  - c) neither the whole nor any part of our interest in any of the Shares is subject to any assignment, charge, option or other disposition, dealing, encumbrance or any restriction whatsoever;
  - d) we are not acting in concert with any person for the purposes of the Code in relation to the Offer; and
  - e) we have the full power and authority on behalf of our clients to:

- i. accept (or procure the acceptance of) the Offer in respect of the Shares; and
  - ii. transfer the Shares free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party interests of any nature and together with all rights now attaching or accruing to them after the date of this letter as envisaged by the terms of the Offer.
3. We confirm that it is currently our intention based on the information available to us at the date hereof and subject to law and regulation to accept the Offer in respect of our entire holding of the Shares. This letter is a non-binding letter of intention and nothing in this letter is intended to, nor shall it, create any legal obligation or liability on us.
4. We consent (on behalf of our clients) to:
  - a) this letter being disclosed to the Panel;
  - b) the announcement of the firm's intention to make the Offer pursuant to Rule 2.7 of the Code (the "**2.7 Announcement**") containing references to us and to this letter (including, without limitation, details of our holdings of, interests in, rights to subscribe for and short positions in relevant securities of the Company);
  - c) the issue of the 2.7 Announcement with the references to us and this letter substantially in the form and context in which they appear in the draft 2.7 Announcement as set out in Schedule 2;
  - d) the particulars of this letter (including, without limitation, details of our holdings of, interests in, rights to subscribe for and short positions in relevant securities of the Company) being set out in the formal document(s) implementing the Offer including, but not limited to, the offer document;
  - e) this letter being available for inspection following the issue of the 2.7 Announcement, including, without limitation on News Corp (UK & Ireland)'s and the Company's websites; and
  - f) this letter being published as required by the Code or any other applicable laws.

Yours faithfully



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For and on behalf of Threadneedle Asset Management Limited

**Schedule 1**

**Schedule of Interest**

| <b>Holder</b>                            | <b>Number of ordinary shares of £0.07 held in Wireless Group plc</b> |
|--|--|
| <b>Columbia Threadneedle Investments</b> | <b>4,159,129</b>   |

**Schedule 2**

**Draft 2.7 Announcement**