

# Notice of Annual Meeting 2023

For Shareholders of  
Sky Network Television Ltd.

**Commencing at:**  
10:00am Wednesday  
8 November 2023



**sky**

# Notice of Meeting

Notice is hereby given that the 2023 Annual Meeting of Shareholders of Sky Network Television Limited (the Company) will be held at the **Loyalty Lounge, West Stand at Eden Park, Walters Road, Kingsland, Auckland** and via the Computershare online web platform at [meetnow.global/nz](https://meetnow.global/nz) on Wednesday 8 November 2023, commencing at 10:00a.m. (NZDT).

In the event that the Board determines a physical meeting is not appropriate for any reason, we may decide to hold a virtual only Annual Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX, ASX and on our website.

# Agenda

## Ordinary Business

Item 1: Chair's Address

Item 2: Chief Executive's Address

## Resolutions

Item 3: To consider and, if thought fit, to pass the following ordinary resolutions:

### 1. Auditor's remuneration

That the Board be authorised to fix the auditor's remuneration for the ensuing year.

### 2. To re-elect Keith Smith as a Director

That Keith Smith, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a director of the Company.

### 3. To re-elect Mike Darcey as a Director

That Mike Darcey, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a director of the Company.

### 4. To re-elect Belinda Rowe as a Director

That Belinda Rowe, who was appointed by the Board on 1 March 2023 and retires at the Annual Meeting, be re-elected as a director of the Company.

Resolutions 1 - 4 will each be considered as a separate ordinary resolution, requiring approval by a simple majority of the votes of shareholders entitled to vote and voting on each resolution.

All resolutions to be put to the meeting are discussed in the explanatory notes. The Board unanimously supports resolutions 1-4 and recommends that shareholders vote in favour of them at the Annual Meeting.

## Other Business

To consider any other business, including shareholder questions, that may be properly brought before the meeting.

By order of the Board

**Kirstin Jones**

Company Secretary

10 October 2023

# Explanatory Notes

## Resolution 1: Auditor's Remuneration

### Ordinary Resolution

PricewaterhouseCoopers (PwC) is the Company's auditor and is automatically reappointed under section 207T of the Companies Act 1993 (Companies Act). Under section 207S of the Companies Act, auditors' fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is therefore sought under this resolution for the Board to fix the audit fees and expenses of PwC for the financial year ending 30 June 2024.

## Resolutions 2, 3 & 4: Re-election of Directors

### Ordinary Resolutions

NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4 provide that a Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or three years, whichever is longer. NZX Listing Rule 2.7.1 also provides that any person who is appointed as a director by the Board shall retire from office at the next annual meeting but shall be eligible for re-election at that meeting. ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.



### Keith Smith

Independent Director

Keith Smith retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4 and being eligible, offers himself for re-election. The Board considers that Keith Smith is an independent director. The Board unanimously supports his re-election.

Keith Smith was first appointed on 21 April 2020 and was re-elected by shareholders on 13 October 2020. He serves as an independent director and also as Board Deputy Chair, Chair of the Audit and Risk Committee and a member of the Content Rights Committee.

Keith has a long-standing record of leadership as a director and advisor to companies in a diverse range of industries, including the energy sector, rural services, printing, media and exporting.

Keith is a director of listed company Goodman (NZ) Limited (the Manager of Goodman Property Trust) and a director of several other private companies. He is a past President of the Chartered Accountants Australia and New Zealand.



## Mike Darcey

Independent Director

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Mike Darcey retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4 and being eligible, offers himself for re-election. The Board considers that Mike Darcey is an independent director. The Board unanimously supports his re-election.

Mike Darcey was first appointed on 19 September 2017 and was re-elected by shareholders on 13 October 2020. He serves as an independent director and also as a member of the People and Performance Committee and the Content Rights Committee. Mike has an extensive track record of strategy and delivery across television, publishing and technology.

A New Zealander, Mike has lived and worked in the UK since 1989. Fifteen of those years were spent at Sky UK, initially as the Director of Strategy, then six years as Chief Operating Officer. He played a prominent role in most of Sky UK's major strategic decisions and its major commercial and regulatory dealings during this period. From 2013 to 2015 Mike was CEO of News UK.

Since 2015, Mike has had a series of non-executive roles and these currently include Chairman of British Gymnastics and Chairman of Arqiva Group Limited (the UK's main independent provider of television broadcast infrastructure). He is also active as a strategy advisor to a series of major players in the media sector.



## Belinda Rowe

Independent Director

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Belinda Rowe retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4 and being eligible, offers herself for re-election. The Board considers that Belinda Rowe is an independent director. The Board unanimously supports her re-election.

Belinda Rowe was appointed by the Board on 1 March 2023. She has held Global C Level business leadership roles in marketing, communications, digital and media, including with Publicis Media, Zenith, Mojo and O2 Telefonica.

Belinda also successfully led the creation of a compelling content marketing and sport sponsorship practice across 32 markets. Belinda's governance experience includes current non-executive director roles at ASX-listed Australian media company ARN Media Ltd, Temple & Webster Group and 3P Learning Ltd. She is also on the board of AFL club, Sydney Swans.

# Procedural Notes

## Attendance at Sky's Annual Meeting

As at the date of the release of this notice, Sky intends to conduct a hybrid meeting whereby shareholders will be able to attend the meeting in person or online.

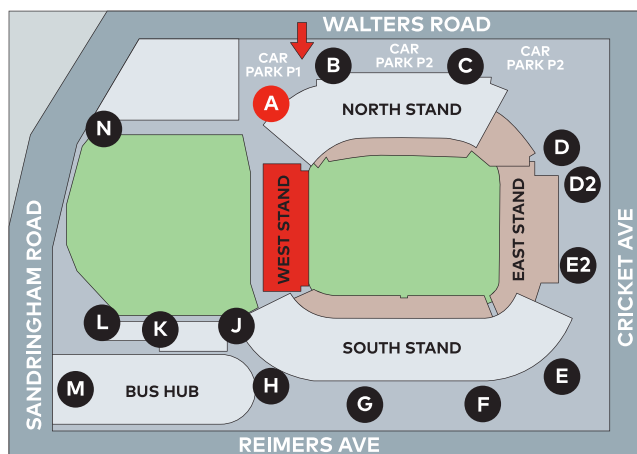
### Attending in Person

The meeting will be held at the Loyalty Lounge, West Stand at Eden Park, Walters Road, Kingsland, Auckland. Eden Park is well served by rail and bus services. There are also car parks available through car park entrance B, off Walters Road.

The West Stand is situated through Gate A. Please make your way along the concourse and take the lift or stairs to the Loyalty Lounge on the second level.

In the event that the Board determines a physical meeting is not appropriate due to health and safety reasons, we may decide to hold a virtual only Annual Meeting.

If this occurs, we will provide shareholders with notice through an announcement to the NZX, ASX and on our website.



### Attending Online

Shareholders will be able to participate virtually through the Computershare Online Meeting Platform at: <https://meetnow.global/nz>.

To access the meeting, click 'Go' under the Sky TV meeting and then click 'JOIN MEETING NOW'. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

The Online Meeting Platform enables shareholders to view the meeting and presentations as well as providing the opportunity to vote and ask questions. Instructions on how to participate are available in the Virtual Meeting Guide accompanying this notice and available on Sky's website at: [sky.co.nz/investor-centre/investor-information](https://sky.co.nz/investor-centre/investor-information).

## Shareholder Questions

As well as being able to ask questions in person at the meeting venue or through the Online Meeting Platform, shareholders unable to attend the Annual Shareholder Meeting in either of these ways can submit questions in advance by emailing them to: [investorrelations@sky.co.nz](mailto:investorrelations@sky.co.nz).

## Webcast

A recording of the Annual Meeting will be made available on Sky's website as soon as practicable following the meeting at: [sky.co.nz/investor-centre/investor-information](https://sky.co.nz/investor-centre/investor-information).

## Voting and Proxies

### How to vote

There are three methods by which you can exercise your right to vote. Namely, by voting online in advance of the meeting, attending the meeting in person or via the Online Meeting Platform and voting during the meeting or by appointing a proxy to attend virtually and vote in your place. A voting/proxy form is enclosed with this notice of meeting and contains additional details around voting and appointing a proxy. All voting at the Annual Meeting will be by poll, as required under the NZX Listing Rules.

## Voting at the in-person meeting

You can exercise your right to vote at the physical meeting in two ways. Namely, by being present and voting in person or by appointing a proxy or representative (in the case of a corporate shareholder) to attend and vote in your place.

A voting/proxy form is enclosed with this notice of meeting and contains additional details around voting and appointing a proxy or representative.

If you are entitled to vote and wish to do so in person at the Annual Meeting, please bring your voting/proxy form with you, as the barcode will assist with your registration.

## Voting online prior to the meeting

You can choose to exercise your vote online at: [investorvote.co.nz](https://investorvote.co.nz). You will need to provide your CSN/Security holder Number, which can be found on the proxy form. Online voting prior to the meeting is available until 10.00am on Monday 6 November 2023 (NZDT).

## Voting at the virtual meeting

Those attending the virtual meeting via the Online Meeting Platform can cast their vote online during the meeting. Instructions on how to complete this process are included in the Virtual Meeting Guide. Log in as a shareholder using your CSN/Security holder Number, which can be found on your proxy form, for verification purposes.

## Appointing a proxy or representative

If you are unable to attend the meeting in person or online, you may wish to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on your behalf. If you wish to appoint a proxy or representative, you must complete the voting/proxy form which provides information

on how to make this appointment and ensure it is received by Computershare no later than 10.00am on Monday 6 November 2023 (NZDT). While the completed proxy form can be sent to Computershare via mail, fax or as an email attachment, we recommend lodging your proxy online at [investorvote.co.nz](https://investorvote.co.nz).

You will need to provide your CSN/Security holder Number, which can be found on your proxy form.

### If you wish to appoint a proxy:

- The proxy does not need to be a shareholder.
- You may direct your proxy how to vote or give your proxy discretion to vote as they see fit. If you wish to give your proxy that discretion, you should mark the appropriate box online or on the voting/proxy form. If you do not mark any appropriate box online or on the voting/proxy form then your proxy may vote or abstain from voting as they see fit.
- The Chair of the meeting, or any other director, is willing to act as proxy. If you appoint the Chair of the meeting as proxy but do not direct the Chair how to vote on a particular resolution then the Chair of the meeting will vote your shares in favour of each of the resolutions 1-4.
- If you have not named a proxy, or your named proxy does not attend the meeting, and you have directed how you wish to vote, the Chair will be your proxy.



Sky Network Television Limited

## Lodge your proxy



**Online**  
www.investorvote.co.nz



**By Email**  
corporateactions@computershare.co.nz please use  
"SKT Proxy" in the subject line



**By Mail**  
Computershare Investor Services Limited  
Private Bag 92119, Auckland 1142, New Zealand

## For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

## Annual Meeting Admission and Proxy/Voting Form



**www.investorvote.co.nz**

Lodge your vote or proxy online, 24 hours a day, 7 days a week:

**Smartphone?**

Scan the QR code to vote now.

### Your secure access information

#### Control Number:

#### CSN/Shareholder Number:

**PLEASE NOTE:** You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to lodge your vote or appoint your proxy online.



**For your proxy to be effective it must be received by 10.00 am (NZ time) on Monday, 6 November 2023.**

The Annual Meeting of Sky Network Television Limited will be held as a hybrid meeting in The Loyalty Lounge, West Stand at Eden Park, Walters Road, Kingsland, Auckland and online on Wednesday, 8 November 2023, commencing at 10:00 am (NZ time). To attend the meeting online please go to <https://meetnow.global/nz>.

## How to Vote on Items of Business

All your shares in Sky Network Television Limited (the Company) will be voted in accordance with your directions.

### Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. A proxy need not be a shareholder of the Company. The Chair of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint them for that purpose. To do this, enter "the Chair" or the name of your proxy in the space allocated in 'Step 1' of this form.

If you do not name a person as your proxy, but otherwise complete the proxy form in full, or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction (subject to any voting prohibitions).

The Chair and the other directors intend to vote all discretionary proxies in favour of all resolutions.

Please note that you may still attend the meeting virtually should you appoint a proxy noting that you will not be able to vote if a proxy has been appointed.

### Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain from voting as they choose to the extent permitted by law and the relevant listing rules. If you mark more than one box on an item your vote will be invalid on that item.

### Attending the Meeting

If you propose to attend the Annual Meeting in person, please bring this Proxy Form to the meeting. All shareholders must register with the Company's registration staff prior to entering the meeting room. If a representative of a corporate security holder or proxy is to attend the meeting, they may need to provide evidence of your authorisation to act prior to admission.

All shareholders will have the option to attend, vote and participate in the Annual Meeting online via an internet connection using a laptop, tablet or smartphone. For further details see the Virtual Meeting Guide that accompanies this form.

## Signing Instructions for Proxy/Voting Forms

### Individual

Where the holding is in one name, the shareholder must sign.

### Joint Holding

In the case of joint shareholders, only one shareholder is required to sign this form, providing all joint shareholders have authorised the signatory to do so.

### Power of Attorney

If this form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Registrar) and a signed certificate of non-revocation of the power of attorney must be produced to the Registry with this form.

### Companies

This form should be signed by a director jointly with another director, or a sole director can also sign alone. Please sign in the appropriate place and indicate the office held.

### Comments & Questions

If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form to vote**

# Proxy/Voting Form

**STEP 1**

## Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Sky Network Television Limited

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions and to vote on any resolutions to amend any of the resolutions, on any resolution so amended and on any other resolution proposed at the meeting (or any adjournment thereof) at the **Annual Meeting of the shareholders of Sky Network Television Limited (the "Company") to be held in The Loyalty Lounge, West Stand at Eden Park, Walters Road, Kingsland, Auckland and online on Wednesday, 8 November 2023, commencing at 10:00 am (NZ time).**

**STEP 2**

## Items of Business – Voting Instructions/Ballot Paper

**Please note:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted. If you mark the Proxy Discretion box, your proxy may vote or abstain from voting as they see fit (to the extent permitted by law and the relevant listing rules). The Chair and the other directors intend to vote all undirected proxies in favour of each of the resolutions.

| Ordinary Resolutions                                                                                                                                                                                 | For                      | Against                  | Abstain                  | Proxy Discretion         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| To consider and, if thought fit, to pass the following ordinary resolutions:                                                                                                                         |                          |                          |                          |                          |
| <b>1. Auditor's remuneration</b><br>That the Board be authorised to fix the auditor's remuneration for the ensuing year.                                                                             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>2. To re-elect Keith Smith as a Director</b><br>That Keith Smith, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a director of the Company.                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>3. To re-elect Mike Darcey as a Director</b><br>That Mike Darcey, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a director of the Company.                  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>4. To re-elect Belinda Rowe as a Director</b><br>That Belinda Rowe, who was appointed by the Board on 1 March 2023 and retires at the Annual Meeting, be re-elected as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board unanimously supports resolutions 1-4 and recommends that shareholders vote in favor of them at the Annual Meeting.

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): \_\_\_\_\_ and (Email): \_\_\_\_\_

**SIGN**

## Signature of Shareholder(s) This section must be completed.

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**ATTENDANCE SLIP**



Annual Meeting of the shareholders of Sky Network Television Limited (the "Company") to be held in The Loyalty Lounge, West Stand at Eden Park, Walters Road, Kingsland, Auckland and online on Wednesday, 8 November 2023, commencing at 10:00 am (NZ time).



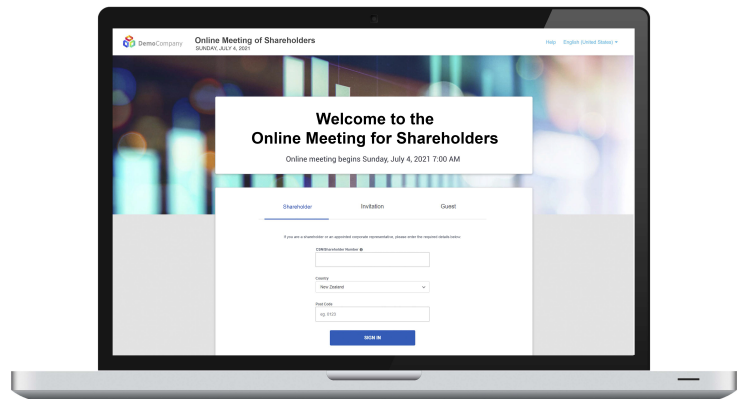
# HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

## Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

**You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.**



Visit <https://meetnow.global/nz>



### Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

#### If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

#### If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

#### If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



### Contact

If you have any issues accessing the website please call +64 9 488 8700.



### Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



### Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



### Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.