

# Notice of Annual Meeting 2023

For Shareholders of  
Sky Network Television Ltd.

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



The background image shows a person's hands holding a white Sky remote control. In the background, a large television is mounted on a light-colored wooden stand. The TV screen displays the Sky TV interface, which includes a grid of program thumbnails and a 'Watch Now' button at the top. The person is sitting on a grey couch, and their legs are visible in blue jeans. The overall scene is a modern living room setting.

**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** 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.

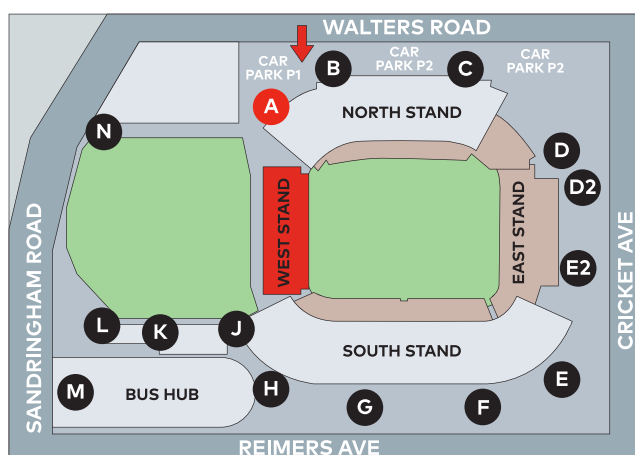
### Attending in Person

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.