

Notice of Annual Meeting
of Shareholders of
Sky Network Television Limited



Notice is hereby given that the 2021 Annual Meeting of Shareholders of Sky Network Television Limited (the **Company**) will be held via the Computershare online web platform at <https://meetnow.global/nz> on Thursday 28 October 2021, commencing at 10:00 a.m. (NZ time).

Due to current COVID-19 related restrictions, the Board has determined a physical meeting is inappropriate in the circumstances. The virtual meeting (see further details below) will be the exclusive means of attendance.

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. Auditors' remuneration

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

Re-election of Directors

2. To re-elect Geraldine McBride as a Director

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

Item 4: To consider and, if thought fit, to pass the following special resolution:

3. Amendment of constitution

To amend the Company's constitution in the manner described in the explanatory notes, with effect from the close of the Annual Meeting.

All resolutions to be put to the meeting are discussed in the explanatory notes.

The Board unanimously supports resolutions 1-3 and recommends that shareholders vote in favor 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

James Bishop

Company Secretary
28 September 2021

Procedural Notes

Resolutions

Resolutions 1 and 2 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.

Resolution 3 is a special resolution, requiring approval by 75% of the votes of the shareholders entitled to vote and voting on the resolution.

Attendance at Sky's Annual Meeting

Sky is conducting a virtual only meeting whereby 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, Edge or Firefox to access the meeting. Please ensure your browser is compatible.

The Computershare 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 www.sky.co.nz/investor-centre/investor-information.

Shareholder Questions

As well as being able to ask questions through the Online Meeting Platform, shareholders unable to attend the Annual Shareholder Meeting can submit questions in advance by emailing these to 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 www.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 virtual meeting via the Computershare 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 online prior to the meeting

You can choose to exercise your vote online at www.investorvote.co.nz. You will need to provide your CNZ CSN/Securityholder Number, which can be found on the proxy form. Online voting prior to the meeting is available until 10:00am on Tuesday 26 October.

Voting at the virtual meeting

Those attending the virtual meeting via the Computershare Online Meeting Platform at <https://meetnow.global/nz> can cast their vote online during the meeting. Instructions on how to complete this process are included in the Virtual Meeting Guide. If you wish to vote online during the meeting login as a shareholder using your CSN/Securityholder Number, which can be found on your proxy form, for verification purposes.

Appointing a proxy

If you wish to vote by proxy you must complete the voting/proxy form and ensure it is received by Computershare no later than 10.00am on Tuesday 26 October 2021 (NZ time). While the completed proxy form can be sent to Computershare via mail or as an email attachment, we recommend lodging your proxy online at www.investorvote.co.nz. You will need to provide your CNZ CSN/Securityholder 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 1-3.

Explanatory Notes

Resolution 1 – Auditors' Remuneration

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 2022.

Resolution 2– Re-election of Directors

Ordinary Resolution

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.

Geraldine McBride

Geraldine McBride retires in accordance with NZX Listing Rule 2.7.1 and ASX Listing Rule 14.4 and being eligible, offers herself for re-election. This Annual Meeting will be the final time that Geraldine offers herself for re-election.

The Board considers that Geraldine McBride is an independent director. The Board unanimously supports her re-election.

Geraldine McBride was first appointed on 13 September 2013 and was last re-elected by shareholders on 18 October 2018. She serves as an Independent director and also as Chair of the People and Performance Committee.

As set out in the Annual Report, further renewal of the Board is ongoing, Geraldine will continue to support the Chairman and the Board with her skills, her knowledge of the Company, and the application of digital technologies during the process of recruiting and inducting a new director with relevant experience in the rapidly evolving media sector.

Geraldine is a Digital and AI technology thought leader with a global career that spans 30 years. She has international business transformation experience across many industries including Media applying data and digital technology to transform businesses and the customer experience.

She has had senior executive roles in IBM, Dell and SAP. Her most recent roles were President & CEO of SAP North America and SAP Asia Pacific Japan. Geraldine is a Director of Fisher and Paykel Healthcare Corporation. She is also CEO & Director of MyWave AI (My Wave Holdings Limited), a market leading Enterprise AI technology company focused on Intelligent Personalisation that puts the customer at the centre of business.

Resolution 3– Amendment of Constitution

Special Resolution

The Company proposes to amend one technical point in the Company's constitution. The amendment is to allow Board resolutions to be passed in the form of written resolutions, which will allow the Board to pass resolutions with less administrative burden.

A copy of the constitution showing the proposed change may be viewed on the Company's website at www.sky.co.nz/investor-centre/investor-information.



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