Notice of Annual Meeting
of Shareholders of
Sky Network Television Limited

For personal use only

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

For personal use only

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.

For personal use only

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.

For personal use only



For personal use only

Sky Network Television Limited

Lodge your proxy

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

Online
www.investorvote.co.nz

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

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 10.00am Tuesday 26 October 2021.

VIRTUAL MEETING

Due to the ongoing public health restrictions relating to the spread of COVID–19, Sky Network Television will hold its Annual Meeting as a virtual annual meeting. All shareholders will have the opportunity to attend and participate in the 2021 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone). The Virtual meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide that accompanies this Proxy/Voting Form.

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 virtual 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 him or her 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 virtual meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction (subject to any voting prohibitions), and any discretion granted on how to vote will be voted in favour of the relevant resolution.

The Chair of the meeting intends to vote all discretionary proxies in favour of resolutions 1–3.

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 Virtual Meeting
All shareholders will have the option to attend, vote and participate in the Annual Shareholder Meeting online via an internet connection using a laptop, tablet or smartphone. For further details see the Virtual Meeting Guide that accompanies this form. If a representative of a corporate security holder or proxy is to attend the virtual Meeting, they may need to provide evidence of your authorisation to act prior to admission.

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 at the virtual **Annual Meeting of the shareholders of Sky Network Television Limited (the "Company") to be held online on Thursday 28 October 2021, commencing at 10:00am (NZ time)** and at any adjournment of that meeting.

STEP 2 Items of Business – Voting Instructions/Ballot Paper (if a Poll is called)

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, subject to the voting restrictions described below.

Ordinary Resolutions	**For**	**Against**	**Abstain**	**Proxy Discretion**
1. That the Board be authorised to fix the auditors' remuneration.	☐	☐	☐	☐
2. To re–elect Geraldine McBride as a Director.	☐	☐	☐	☐
Special Resolution				
3. To amend the Company's constitution in the manner described in the explanatory notes.	☐	☐	☐	☐

If your proxy is not the Chairman 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	**Shareholder 2**	**Shareholder 3**
or Sole Director/Director	**or Director (if more than one)**	

Contact Name _____ **Contact Daytime Telephone** _____ **Date** _____

For personal use only

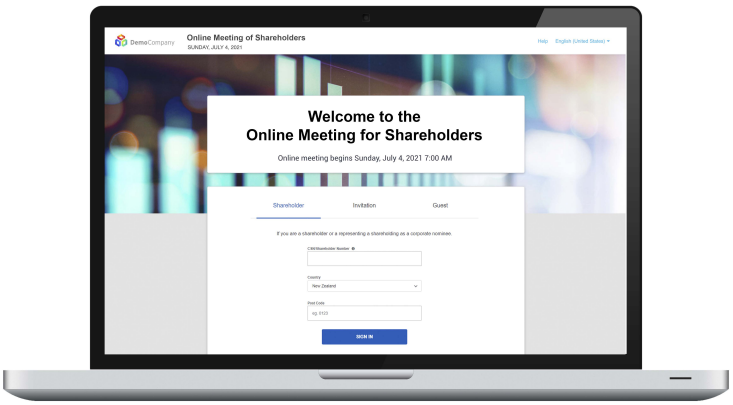
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

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, Edge or Firefox. 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.

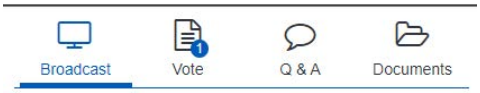
Please note, guests will not be able to ask questions or vote at the meeting.

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'.

For personal use only