



Sky Network Television Limited

## Lodge your proxy



**Online**  
[www.investorvote.co.nz](http://www.investorvote.co.nz)



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



**By Fax**  
+64 9 488 8787

## For all enquiries contact



+64 9 488 8777



[corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

## Proxy/Voting Form



**[www.investorvote.co.nz](http://www.investorvote.co.nz)**

Lodge your 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 10.30am Tuesday 15 October 2019**

## How to Vote on Items of Business

All your shares 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 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.

The Chair of the meeting and the directors intend to vote all discretionary proxies in favour of resolutions 1–8, subject to relevant voting restrictions.

### 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

Bring this form to assist registration. If a representative or proxy of a corporate shareholder is to attend the meeting you 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 Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy 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 **Annual Meeting of the shareholders of Sky Network Television Limited (the "Company") to be held at The Generator, 12 Madden Street, Auckland, on Thursday 17 October 2019, commencing at 10.30am** and at any adjournment of that meeting.

## 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 in computing the required majority. 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, and subject to the voting restrictions described below). 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Martin Stewart as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Philip Bowman as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Joan Withers as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That the Company issue to Martin Stewart 800,000 share rights in the Company on the terms and conditions set out in the explanatory notes.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That the prior issue of 25,085,408 shares by the Company to RugbyPass Investors, LLC on the terms and conditions described in the explanatory notes is approved and ratified.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>				
7. That Shareholders approve the SANZAAR Rights Transaction as described in the explanatory notes on terms acceptable to the Board and authorise the Directors and Company's senior executive to take all actions and do all things including negotiating terms and executing all documents and agreements necessary or desirable in connection with the SANZAAR Rights Transaction.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That the existing constitution of the Company be revoked and a new constitution, in the form referred to in the explanatory notes, be adopted with effect from the close of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**\*Voting Exclusion Statement:**

The Company will disregard any votes cast on Resolution 5 by Martin Stewart or any Associated Person or associate of his (as defined in the NZX Listing Rules and ASX Listing Rules respectively). However, the Company will not disregard a vote if Martin Stewart is acting as a proxy for a person who is entitled to vote where such vote is cast in accordance with an express instruction contained in a voting/proxy form.

The Company will disregard any votes cast on Resolution 6 by RugbyPass Investors, LLC or any of its Associated Persons or associates (as defined in the NZX Listing Rules and ASX Listing Rules respectively). However, the Company will not disregard a vote if RugbyPass Investors, LLC is acting as a proxy for a person who is entitled to vote where such vote is cast in accordance with an express instruction contained in a voting/proxy form.

## SIGN Signature of Securityholder/s This section must be completed.

<p><b>Securityholder 1</b></p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<p><b>Securityholder 2</b></p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<p><b>Securityholder 3</b></p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div>
--	--	--

or Sole Director/Director

or Director (if more than one)

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

## ATTENDANCE SLIP



Annual Meeting of Sky Network Television Limited to be held at The Generator, 12 Madden Street, Auckland, on Thursday 17 October 2019, commencing at 10.30am