



## Notice of annual meeting of shareholders of **Sky Network Television Limited**

Due to the ongoing public health concerns relating to the spread of COVID-19, Sky Network Television Limited (the Company) will hold its 2020 Annual Meeting as a virtual annual meeting. Notice is hereby given that the 2020 Annual Meeting of the Company will be held via a web platform at [www.web.lumiagm.com](http://www.web.lumiagm.com), on Tuesday 13 October 2020, commencing at 10:30 a.m. (NZ time).

### 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 Keith Smith as a Director

That Keith Smith, who was appointed by the Board on 21 April 2020 and retires at the Annual Meeting, 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.

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

#### **Sophie Moloney**

Chief Commercial Officer and Company Secretary  
14 September 2020



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## Procedural Notes

### Ordinary Resolutions

Each of resolutions 1-3 set out above is to 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.

### Attendance

Shareholders will be able to participate online via Lumi at [www.web.lumiagm.com](http://www.web.lumiagm.com) and view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them as they otherwise would, by following the instructions on the proxy form and this Notice of Meeting.

Details of how to participate "virtually" are provided in the accompanying Virtual Meeting Guide, including instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide and download the App prior to the meeting. Shareholders should also note they will require the meeting ID (which is 337-991-328) as well as their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.

### Voting and Proxies

You can exercise your right to vote at the meeting in two ways. Namely, by participating online or by appointing a proxy to attend online 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 permitted under the Company's constitution).

If you wish to vote by proxy you must complete the voting/proxy form and ensure it is received by the Company by no later than 10:30 a.m. on Sunday 11 October 2020 (NZ time). You can also lodge your proxy online, see the voting/proxy form for more details.

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 on the voting/proxy form. If you do not mark any appropriate box 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.

### Webcast

A live recording of the Annual Meeting will be broadcast at [www.web.lumiagm.com](http://www.web.lumiagm.com).

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## 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 2021.

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

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 past the next annual general meeting of the entity.

### Keith Smith

Mr 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 has determined that Mr Smith is an independent director. The Board unanimously supports Mr Smith's election.

Mr Smith was appointed by the Board on 21 April 2020.

An experienced company director, Mr Smith is Chairperson of listed company Goodman (NZ) Limited (the Manager of Goodman Property Trust), Deputy Chair of The Warehouse Group Limited, and is a director of Mercury NZ Limited and several other private companies. Mr Smith has a long-standing record of leadership as a director and advisor to companies in a diverse range of industries, including the energy sector, retail, rural services, printing, media and exporting. He is a past President of the Chartered Accountants Australia and New Zealand.

### Mike Darcey

Mr 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 Mr Darcey is an independent director and unanimously supports his election.

Mr Darcey was first appointed on 19 September 2017 by the Board, followed by re-election by shareholders on 19 October 2017.

Mr Darcey is an experienced executive with an extensive track record of strategy and delivery across television, publishing, telecoms and retail. Mr Darcey spent 15 years at Sky UK, initially as Director of Strategy, then six years as Chief Operating Officer. From 2013 to 2015 Mr Darcey was CEO of News UK, publishers of the Times, Sunday Times and Sun newspapers and offers strategic advisory services to global media companies through Tide End Consulting.

Mr Darcey is the Chairman of M247 (a global connectivity and cloud services provider), Chairman of British Gymnastics, and director of Arqiva (the UK's main independent provider of television broadcast and mobile infrastructure).

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