

1. INTRODUCTION

This Charter sets out the governance requirements for Sky Network Television Limited's (**Sky**) Content Rights Committee (**Committee**) including the Committee's roles, responsibilities, procedures and authorities.

2. PURPOSE

The board of directors of Sky (**Board**) has established the Committee to assist the Board to discharge its responsibilities and oversight in relation to Sky securing and managing content rights arrangements with third parties, including:

- (a) providing guidance, challenge, strategic input and counsel to Sky's management in relation to content rights arrangements;
- (b) approving Sky's pursuit and negotiation of content rights arrangements; and
- (c) where applicable authority has been delegated to the Committee by the Board, approving Sky's entry into and modification of content rights arrangements in accordance with such delegated authority.

The Board retains ultimate responsibility for these matters.

3. COMPOSITION

The Committee will comprise of a minimum of three directors, a majority of whom must be independent directors.

The members, including the chair of the Committee (**Committee Chair**), are appointed by the Board by resolution. Composition of the Committee will be reviewed by the Board from time to time balancing diversity of skill, thought and views, substantial experience within the Committee and continuity of membership. The Committee Chair will be an independent director.

A meeting requires two directors to be present for a quorum. In the absence of the Committee Chair, the members present at the meeting will elect an acting chair.

The Chief Executive Officer and other members of management may attend on invitation from the Committee, including an employee of Sky appointed as secretary to the meeting (nominated by the Committee).

4. PROCEDURE

The Committee will meet as required, with an agenda circulated in advance of each meeting whenever practicable.

The Committee will maintain minutes of all its meetings.

The Committee Chair will verbally report to the Board on the matters discussed at Committee meetings, together with any recommendations to the Board or decision made by the Committee. Committee meeting minutes will be provided to the Board in a timely manner (in draft, as confirmed by the Committee Chair, for expediency). All Committee papers and minutes will be made available to the Board.

5. RESPONSIBILITIES

The Committee makes decisions, on behalf of, or recommendations to, the Board on the matters set out in this Charter or which the Committee otherwise considers fall within the scope of the Committee's mandate. The Committee does not take actions or make decisions on behalf of the Board or Sky unless specifically mandated to do so.

6. AUTHORITY

In carrying out its responsibilities, the Committee has full authority to investigate all matters that fall within the terms of reference set out herein.

The Committee may:

- (a) obtain independent professional advice in the satisfaction of its duties at the cost of Sky;
- (b) secure the attendance at meetings of outsiders with relevant experience; and
- (c) have direct access to management, employees and the resources and information of Sky as it may reasonably require.

7. ACCOUNTABILITY AND REVIEW

The Committee will assess its effectiveness annually. The Board is responsible for reviewing this Charter and any amendments to it. This Charter was last reviewed on 31 May 2023.