

1. INTRODUCTION AND PURPOSE

This policy applies to all directors (together, the **Board**), employees, contractors, and consultants of Sky Network Television Limited and its subsidiaries (**Sky**) who intend to deal in Sky's quoted securities (**Team Members**).

In this policy "trading" includes acquiring or disposing of, or agreeing to acquire or dispose of, Sky's quoted securities, whether as principal or agent, but does not include subscription for, or the issue of, new quoted securities.

This policy details Sky's policy on, and rules for dealing in, the following securities (**Restricted Securities**):

- Sky ordinary shares quoted on the NZX or ASX (listing code SKT); and
- any other quoted securities of Sky or its subsidiaries, and any options or derivatives (including futures contracts quoted on an authorised futures exchange) created over or in respect of any quoted securities of Sky or its subsidiaries, from time to time.

Sky's policy affirms the law relating to insider trading which is contained in the Financial Markets Conduct Act 2013 (the **FMCA**). The requirements under this policy are separate from, and in addition to, the legal prohibitions on insider trading in New Zealand and Australia and any other country where Sky's securities may be listed from time to time. This policy does not replace your legal obligations.

If you do not understand any part of this policy, or how it applies to you, you should raise the matter with Sky's Company Secretary before trading in any Restricted Securities.

2. COMPANY POLICY

Sky's policy is that Team Members who are Information Insiders (as defined below) must not:

- trade Restricted Securities;
- advise or encourage others to trade, or hold, any Restricted Securities; or
- pass on Material Information (as defined below) to others.

These prohibitions apply regardless of how Material Information was acquired, and regardless of the reasons for trading.

As a precaution, key management personnel are prohibited from trading during Prohibited Periods (with limited exceptions) whether or not they are Information Insiders during those periods (refer to part 7 for details).

3. WHO IS AN INFORMATION INSIDER?

An **Information Insider**, in relation to Sky, is a Team Member who:

- (a) has Material Information relating to Sky that is not generally available to the market;
- (b) knows or ought reasonably to know that the information is Material Information; and
- (c) knows or ought reasonably to know that the information is not generally available to the market.

Material Information is information that:

- (a) a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of quoted financial products; and
- (b) relates to particular financial products, a particular listed issuer, or particular listed issuers, rather than to financial products generally or public issuers generally.

This is an objective test. It does not matter whether the Information Insider believes the information will have an effect on the market price. The insider trading rules apply regardless of how a person learns of the information and regardless of why they are trading.

Information will be considered generally available to the market if it has been released as an NZX announcement, or if it is likely that investors that commonly invest in Sky's quoted financial products can readily obtain the information (whether by observation, use of expertise, purchase or other means).

Examples of Material Information (provided for illustrative purposes only) could include information concerning:

- (a) the financial performance of Sky, including significant changes in subscriber numbers and earnings forecasts;
- (b) a possible change in the strategic direction of Sky;
- (c) the introduction of an important new product or service;
- (d) a possible acquisition or sale of any assets by Sky;
- (e) entry into or the likely entry into or termination or likely termination of material contracts (including key content rights contracts) or other business arrangements which are not publicly known;
- (f) a possible change in Sky's capital structure or financing arrangements;
- (g) a change in dividend policy;
- (h) Board or senior management changes;
- (i) a material legal claim by or against Sky; or
- (j) any other unexpected liability,

which has not been released to the market.

The prohibition on insider trading under the FMCA (or under corresponding laws of any jurisdiction where securities may be dealt in) applies not only to information concerning Sky's quoted financial products. If a person has Material Information in relation to listed quoted financial products of another public issuer, that person must not trade in those financial products.

4. WHAT TRANSACTIONS ARE CAUGHT?

Where a Team Member who is an Information Insider in relation to Sky:

- trades Restricted Securities in Sky; or
- engages in Tipping,

that Team Member will be caught by the FMCA.

Tipping occurs when an Information Insider of Sky directly or indirectly discloses the inside information to another person (the **Tippee**) where the Information Insider knows or ought reasonably to know or believes that the Tippee will, or is likely to:

- trade Sky's quoted financial products; or
- advise or encourage a third party to trade or hold Sky's quoted financial products.

Tipping will also occur where an Information Insider advises or encourages the Tippee to:

- trade or hold Sky's quoted financial products; or
- advise or encourage a third party to trade or hold Sky's quoted financial products.

Similar restrictions and penalties (as outlined in section 5) apply in other jurisdictions where conduct may occur, or where securities may be dealt in (including under the *Corporations Act 2001* in Australia where Sky shares are traded on ASX).

Before making any trade, a Team Member should consider carefully whether they are in possession of any inside information that might preclude them from trading at that time and, if they have any doubt in this regard, they should not trade.

4.1 What other restrictions on trading apply?

Team Members are prohibited from:

- **short term trading:** other than when a Team Member exercises employee options or performance rights to acquire Sky shares at the specified exercise price, trading in Restricted Securities on a short-term trading basis. Short-term trading includes buying and selling Restricted Securities within a six-month period, and entering into other short-term dealings (e.g. forward contracts). However, the sale of shares that have been converted after exercising options or rights will not be regarded as short-term trading;
- **hedging unvested or Restricted Securities:** entering into transactions or arrangements, including by way of derivatives or similar financial products, which operate to limit the economic risk relating to Restricted Securities granted under an employee, executive or director incentive plan or as part of the Team Member's remuneration, which either have not vested or have vested but remain subject to a holding lock or other restriction on dealing under the terms of the plan;
- **short positions:** trading in Restricted Securities which enable a Team Member to profit from or limit the economic risk of a decrease in the market price of Sky shares; and
- **margin lending:** entering into margin lending or other secured financing arrangements in respect of Sky shares.

5. EXTENT OF LIABILITY

Under the FMCA it is a criminal offence to knowingly breach insider trading laws. If convicted, an individual is liable for a term of up to five years imprisonment or a fine of up to \$500,000, or both, while a body corporate is liable for a fine of up to \$2.5 million.

The FMCA also imposes a range of civil penalties for breach of the insider trading laws. The Financial Markets Authority can seek a range of penalties and compensation orders from the courts. The maximum civil penalty that can be imposed is the greater of:

- the consideration for the transaction;
- three times the profit made or loss avoided; or
- \$1 million in the case of an individual or \$5 million in any other case.

Breach of this policy will also be regarded by Sky as serious misconduct which may lead to disciplinary action, up to and including dismissal.

6. DISCLOSURE OF RELEVANT INTERESTS BY DIRECTORS AND SENIOR MANAGERS

The FMCA also requires directors and Senior Managers of Sky to disclose Relevant Interests and dealings in quoted financial products of Sky (including any acquisition or disposal) to Sky and NZX within five trading days of their appointment or the relevant transaction, or within 20 working days for certain transactions under section 297(2) of the FMCA (such as acquisitions under an employee share purchase scheme).

A director or Senior Manager who must make a disclosure must complete a disclosure notice in accordance with the Financial Markets Conduct Regulations 2014. Forms, once completed, should be provided to the Chief Financial Officer and Company Secretary for entry in Sky's interests register and be filed with the NZX and ASX (as applicable).

A **Senior Manager** is a person who is not a director but occupies a position that allows that person to exercise significant influence over the management or administration of Sky, or has authority and responsibility for planning, directing and controlling the activities of Sky (for example, the Chief Executive Officer or the Chief Financial Officer). Under Sky's current organisational structure, Sky considers that the Senior Managers for the purposes of this policy, the NZX Listing Rules and the FMCA are the Chief Executive and the Chief Financial Officer.

Relevant Interest is broadly defined. Apart from direct ownership of shares and other financial products, a person has a Relevant Interest where:

- (a) the person is a beneficial owner of a financial product; or
- (b) the person:
 - (i) has the power to exercise the vote attached to a financial product, or trade a financial product; or

- (ii) has the power to control the voting, or the purchase or sale by another person, of a financial product;
or
- (iii) due to an arrangement or understanding, may have such powers in the future;
- (c) another person or the board of a company which controls the voting, or the purchase or sale, of a financial product acts on the person's wishes; or
- (d) the person has or controls a shareholding of 20% or more in a company that holds a financial product.

Disclosure obligations apply for a period of six months after the date on which a person ceases to be a director or Senior Manager.

7. ADDITIONAL RESTRICTIONS FOR PROHIBITED PERSONS

In addition to the general prohibition on Information Insiders trading or Tipping, Prohibited Persons are subject to the additional restrictions in this section.

Prohibited Persons are key management personnel and any companies or trusts that they control or have a beneficial interest in.

Key management personnel includes:

- each director of Sky's Board of directors;
- Senior Managers; and
- anyone else who is notified by Sky's Chief Financial Officer that they are key management personnel for the purpose of this policy.

Key management personnel will be considered responsible for the actions of trusts and companies controlled by them. Control will be given a broad meaning, and a person will be considered to control an entity if that person can influence decisions made by that entity. **If you are in any doubt as to whether you have control over a company or trust please ask Sky's Company Secretary.**

7.1 Prohibited Periods:

Prohibited Persons are prohibited from trading in Restricted Securities during the following **Prohibited Periods**:

- 30 days prior to Sky's half year balance date, until the first trading day after the half year results are released to NZX;
- 30 days prior to Sky's year-end balance date, until the first trading day after the full year results are released to NZX; and
- 30 days prior to the release of a product disclosure statement or other disclosure document for a general public offer of Sky securities.

Furthermore, Prohibited Persons must not commence, amend or withdraw from a dividend reinvestment plan of Sky during a Prohibited Period, other than in exceptional circumstances.

Notwithstanding the time periods described above, Sky may declare a Prohibited Period (in addition to those periods set out above) at any time at its absolute discretion and without prior notice. For example, this could occur if directors believe that certain Prohibited Persons may hold inside information relating to Sky.

In **exceptional circumstances**, Prohibited Persons may be permitted to trade Restricted Securities during a Prohibited Period if they receive consent from Sky's Chief Financial Officer or, in the case of directors or the Chief Financial Officer, the Chair of the Board (or the Chair of the Audit and Risk Committee if the Chair of the Board is seeking to trade). Such exceptional circumstances may include:

- severe financial hardship;
- compulsion by court order; and
- other circumstances that are deemed to be exceptional.

The procedure for obtaining consent is set out in paragraph 7.3 below.

7.2 Trading outside Prohibited Periods

Before trading in Restricted Securities at any time outside of a Prohibited Period, Prohibited Persons must obtain consent to trade in writing.

Prohibited Persons may be permitted to trade Restricted Securities if they receive consent from Sky's Chief Financial Officer or, in the case of directors or the Chief Financial Officer, the Chair of the Board (or the Chair of the Audit and Risk Committee if the Chair of the Board is seeking to trade).

The procedure for obtaining consent is set out in paragraph 7.3 below.

7.3 Obtaining Consent to Trade

To seek consent to trade Restricted Securities, the Prohibited Person is to notify Sky's Chief Financial Officer, Chair of the Board or the Chair of the Audit and Risk Committee (as applicable) in writing (using the Request for Consent to Trade in Restricted Securities form attached to this policy):

- of their intention to trade, including (in respect of a trade during a Prohibited Period) the reasons for requesting an exemption from the policy;
- that they do not hold any Material Information; and
- that they know of no reason to prohibit the proposed trading.

Sky's Chief Financial Officer, the Chair of the Board or the Chair of the Audit and Risk Committee, as applicable, will promptly consider the request and determine whether consent will be given in his/her absolute discretion.

Sky's Chief Financial Officer, the Chair of the Board or the Chair of the Audit and Risk Committee, as applicable, may object to the proposed trade in their discretion, without giving any reasons, and the decision is final and binding on the relevant Prohibited Person, who must keep the decision confidential and not disclose it to anyone.

If consent is granted, the Prohibited Person will be notified in writing. A consent is only valid for a period of 5 trading days from the date on which it is granted. Any consent to trade will be deemed to be withdrawn if the relevant Prohibited Person becomes aware of Material Information prior to trading. Any consented trading must comply with the other sections of this policy (to the extent applicable).

Any consent to trade granted under this policy, or any failure to object to a pre-notified trade, is not an endorsement of the proposed trade. Prohibited Persons are individually responsible for their investment decisions and their compliance with insider trading laws.

A person who possesses inside information about an entity's securities is generally prohibited from trading in those securities under insider trading laws and this applies even where:

- the trade occurs outside of the Prohibited Periods specified in this policy;
- the trading falls within an exception in this policy; or
- the person has been given consent under this policy to trade.

7.4 Exceptions:

Prohibited Persons **are not prohibited** from the following transactions during Prohibited Periods and will not be required to obtain consent under paragraph 7.2:

1. participation in an employee, executive or director incentive plan operated by Sky;
2. acquisition of Restricted Securities through an issue of new Restricted Securities, including under:
 - (a) a dividend reinvestment plan, provided the election to participate in the dividend reinvestment plan was not made during a Prohibited Period or when the Prohibited Person was in possession of any inside information;
 - (b) a share purchase plan available to all retail shareholders; or
 - (c) a rights issue;

3. dealings that result in no effective change to the beneficial interest in the Restricted Securities (for example, a transfer of shares held by a Senior Manager into a superannuation fund or trust of which that Senior Manager is the beneficiary);
4. trading under a pre-approved non-discretionary trading plan where:
 - (a) the plan was not entered into or amended during a Prohibited Period,
 - (b) the plan does not permit the person to exercise any influence or discretion in relation to trading under the plan; and
 - (c) the plan is for a fixed period and cannot be cancelled before the expiry of that period, other than in exceptional circumstances; and
5. disposal of Restricted Securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back.

Any trading by an Information Insider at any time will be unlawful. Key management personnel trading in Sky securities must also comply with their disclosure obligations outlined in section 6.

8. REVIEW

The Board is responsible for approving this policy and any amendments to it. This policy was reviewed and approved by the Board on 22 August 2023.

Request for Consent to Trade in Restricted Securities

To: **[Chief Financial Officer, Chair of the Board or the Chair of the Audit and Risk Committee]**

Sky Network Television Limited (**Sky**)

In accordance with Sky's Securities Trading Policy (**Policy**) and Additional Restrictions for Prohibited Persons set out in the Policy, I request Sky's consent to the following proposed transaction to be undertaken either by me or persons associated with me. I acknowledge Sky is not advising or encouraging me to trade or hold securities and does not provide any securities recommendations.

Name:

Name of registered holder transacting
(if different):

Address:

Position:

Description and number of
Restricted Securities:

Type of proposed transaction: Purchase
/ Sale / Other (specify):

Reason for request for exemption
(if transaction is to occur during a
Prohibited Period):

I declare that I do not hold information which:

- is not generally available to the market; and
- a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of Restricted Securities.

I know of no reason to prohibit me from trading in Restricted Securities and certify that the details given above are complete, true and correct.

Signature

Date

Sky hereby consents to the proposed transaction described above. Any consent is conditional on the proposed transaction being completed within 5 trading days of the date on which consent is granted, and in compliance with the Policy. Such consent is deemed to be immediately revoked if any of the confirmations you have provided above ceases to be true.

Name: on behalf of Sky

Date