

## 1. PROTOCOL A – UNEXPECTED TAKEOVER NOTICE RECEIVED

The board of directors (**Board**) (and senior management) will apply this Protocol A on receipt of a takeover notice by the Company:

### 1.1 First steps, immediately:

- (a) disclose the takeover notice to the market;
- (b) request a trading halt if the takeover notice has been received during trading hours or if the takeover notice has been received within a short window before the market opens in the morning (to allow the Company to complete the steps below, and most importantly prepare the announcement described in step 1.2(d) below);
- (c) inform the chair of the Board (**Chair**) (or appointed delegate) if the Chair was not sent the takeover notice directly by the offeror.

### 1.2 Second steps, almost simultaneously with the first steps:

- (a) contact the Company's lawyers to seek advice on compliance with the Takeovers Code obligations and continuous disclosure obligations;
- (b) notify all Board members and relevant senior executives that a takeover notice has been received;
- (c) call an urgent Board meeting. Invite the Company's lawyers to this meeting to explain to the Board the necessary steps for the takeover process. In particular, the Board will:
  - (i) identify any conflicts of interest that any Board members may have;
  - (ii) establish a sub-committee of non-conflicted independent directors to oversee the takeover offer and to ensure compliance with all of the target company's obligations under the Takeovers Code and its continuous disclosure obligations;
  - (iii) consider whether it should appoint a financial adviser to advise it on the takeover offer;
  - (iv) consider who to appoint as independent adviser (to be approved by the Takeovers Panel) to prepare advice for the Company's shareholders on the merits of the takeover offer; and
  - (v) consider who will prepare and send the "class notice" relating to the Company's equity securities that the Company must provide to the offeror within two days of receipt of the takeover notice; and
- (d) prepare a market announcement based on the attached template (attachment one), for release at the end of the trading halt or otherwise before the market opens, with the approval of the Chair or, if the Chair is unavailable, the appointed alternate Chair, or if both are unavailable and the market announcement is not materially different to the attached template, with the approval of the Chief Executive Officer. The market announcement is to advise shareholders that:
  - (i) the Board has received and is considering the takeover notice;
  - (ii) the Board will be taking legal advice and (if applicable) financial advice, and will be seeking to appoint an independent adviser to report on the merits of the offer; and
  - (iii) before taking any action in response to the takeover notice, shareholders should wait to receive the target company statement which will include the directors' recommendation and the independent adviser's report. *This is important because the takeover notice contains the terms of the offer and also shareholders may receive the takeover offer up to two weeks before the target company statement and independent adviser's report are sent to them.*

- 1.3 Commence keeping a record of all costs incurred by the Company in response to the offer (which it can claim back from the offeror).

## 2. PROTOCOL B – CONFIDENTIAL POTENTIAL TAKEOVER APPROACHES / PROPOSALS

The Board (and senior management) will apply this Protocol B in a timely fashion, on receipt of an approach or correspondence regarding a potential takeover or merger, whether by way of a Takeover's Code takeover offer or a scheme of arrangement (other than a formal takeover notice, in respect of which Protocol A applies). This could be, for example, where a potential acquirer wishes to obtain an agreement to allow due diligence in advance of issuing a notice of intention to make a takeover offer, to gauge what the directors' response might be to a takeover or to propose a scheme of arrangement.

2.1 The Board will:

- (a) treat all discussions and correspondence confidentially;
- (b) contact the Company's lawyers to seek advice on confidentiality and continuous disclosure obligations regarding the incomplete proposal; and
- (c) call a Board meeting at which the Board will:
  - (i) consider any proposal;
  - (ii) consider the Company's continuous disclosure obligations in relation to the proposal, including determining whether the proposal is incomplete and confidential;
  - (iii) put in place confidentiality arrangements to ensure any ongoing consideration remains confidential (assuming confidentiality has been maintained to date and the Board wishes to consider the proposal further);
  - (iv) identify any conflicts of interest that any Board members may have;
  - (v) establish a sub-committee of non-conflicted independent directors to oversee the correspondence regarding the proposal to ensure compliance with all of a target company's obligations under law and the Listing Rules;
  - (vi) consider appointing a financial adviser to advise it on the proposal; and
  - (vii) consider who it might appoint as an independent adviser in the event that the appointment of such an adviser becomes necessary.

Protocols End

The template market announcement referred to in the above protocol A is attached as Attachment One. All announcements by the Company about the offer (including the market announcement attached as Attachment One) and all information provided by the Company to its shareholders about the offer, must in each case be sent to the Takeovers Panel as well as NZX and ASX.

The appointment of a sub-committee of independent directors will be considered at the time of offer based on any conflicts of interest. In the absence of any such conflicts it is expected that the sub-committee will include the Chair of the Board and the Chair of the Audit and Risk Committee.

The appointment of a financial adviser and independent adviser will also be considered at the time, taking into account the nature of the offer and any conflicts.

### 3. ATTACHMENT ONE: UNEXPECTED TAKEOVER OFFER MARKET ANNOUNCEMENT TEMPLATE

[date]

For immediate release

#### RECEIPT OF TAKEOVER NOTICE

Pursuant to Rule 42 of the Takeovers Code, Sky Network Television Limited (**SKY**) gives notice that it has [yesterday/today] received notice under Rule 41 of the Takeovers Code (**Takeover Notice**) from [*insert offeror name*] (**Offeror**) of the Offeror's intention to make a [full takeover offer to acquire all of the shares in SKY that the Offeror does not already own][partial takeover offer to acquire [a further] [*specify*]% of the shares in SKY. If successful, the offer would result in the Offeror holding or controlling no less than [*specify*]% of the voting rights in SKY.

A copy of the Takeover Notice together with the documents that accompanied it are attached.

The Board of SKY is not in a position to comment further at this stage. The Board will meet as soon as possible and will form an independent committee of directors to assess the Takeover Notice and draft offer in detail. The Board will also immediately proceed with the appointment of an independent adviser and fulfilment of its other obligations under the Takeovers Code.

The Takeover Notice is not a takeover offer. If the Offeror wishes to proceed to make a takeover offer, it must do so within the period beginning 10 working days, and ending 20 working days, after the Takeover Notice was sent to SKY. If it does not do so, the Takeover Notice will lapse.

The Board advises SKY shareholders as follows:

- the Board strongly recommends that SKY shareholders DO NOT TAKE ANY ACTION in respect of their SKY shares until they receive the [*independent committee's/Board's*] recommendation and the independent adviser's report;
- Shareholders who are considering selling their SKY shares before they receive the [*independent committee's/Board's*] recommendation and the independent adviser's report are recommended to seek their own professional advice.

For and on behalf of the Board

[Name]

[Chair]

### 4. REVIEW

The Board is responsible for reviewing these Takeover Protocols and any amendments to them. These Protocols were reviewed on 22 August 2023.