

1. INTRODUCTION

This Charter sets out the governance requirements for the Sky Network Television Limited's (**Sky**) People and Performance Committee (**PPC** or **Committee**) including the roles, responsibilities, procedures and members' authorities.

2. PURPOSE

The board of directors of Sky (**Board**) has established the Committee to assist the Board to discharge its responsibilities and oversight, diligence and due care relative to Sky's people and performance strategy and related activities, ensuring strong employer brand along with compliance with legislative and listing requirements. However, 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 (**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 and thought and views, substantial experience within the Committee and continuity of membership. The Chair of the Committee will be an independent director.

A meeting requires two directors to be present for a quorum. In the absence of the 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, at least two times per year, with an agenda circulated in advance of each meeting.

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. 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 on request.

5. RESPONSIBILITIES

The Committee will guide and review Sky's people and performance strategy and policies, providing assurance to the Board that the strategy and policies are designed and implemented effectively, with full compliance with all legislative and listing responsibilities. The PPC monitors the overall culture and wellbeing of the people in the organisation, and overseas people policies including remuneration frameworks.

To do this the following activities have been defined by the Board and constitute the terms of reference of the Committee being the powers delegated to the Committee by the Board.

SENIOR EXECUTIVE APPOINTMENT, REMUNERATION, EVALUATION AND SUCCESSION

The Committee will review and make recommendations to the Board in relation to:

- (a) changes relating to remuneration of senior executives, taking into consideration the principles contained in Sky's executive remuneration policy;
- (b) the appointment, conditions and terms of employment of the Chief Executive and the Chief Executive's direct reports;
- (c) the setting of performance goals for the Chief Executive, performance of the Chief Executive and the Chief Executive's direct reports against key short-term and long-term performance objectives; and
- (d) management's recommendations on succession plans for the Chief Executive and direct reports including associated training.

PEOPLE AND PERFORMANCE STRATEGY AND KEY POLICIES

The Committee will ensure that an appropriate people and performance strategy is in place, which includes appropriate organisational design, compliance, policy and diversity practices. The Committee will:

- (a) make recommendations (including amendments) to the Board with respect to any material changes to the remuneration framework including components of remuneration, the rules and principles of executive short-term and long-term incentive and share plans, other employee benefits and incentive schemes, performance review and annual remuneration review principles;
- (b) conduct an annual review to ensure remuneration practices are consistent with Board policy;
- (c) make recommendations to the Board in relation to remuneration guidelines and annual budgets for Sky;
- (d) make recommendations to the Board in relation to remuneration packages to be awarded to senior executives and other employees;
- (e) make recommendations to the Board in relation to whether there is any gender or other inappropriate bias in remuneration for senior executives or other employees;
- (f) consider and recommend to the Board, the Chief Executive's proposals regarding the people and performance strategy including organisational design, compliance and policy including Sky's Diversity Policy and employee support; and
- (g) consider all other matters relating to people and performance and remuneration as may be referred to the Committee by the Board.

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 (subject to the approval of the Chair of the Board);
- (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 PPC Charter and any amendments to it. This PPC Charter was last reviewed on 13 April 2022.