

# Other information

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# Corporate Governance

Sky's Board is committed to fulfilling its corporate governance obligations and maintaining high ethical standards. The Board regularly reviews Sky's corporate governance framework to ensure it is consistent with best practice.

This section of our annual report includes key information about Sky's corporate governance policies and practices. You will find a more detailed corporate governance statement online at <https://www.sky.co.nz/investor-centre/corporate-governance> which provides further information covering all of the required disclosures under the ASX Corporate Governance Principles and Recommendations (4th edition) (ASX Recommendations) and the NZX Corporate Governance Code (NZX Code). The corporate governance statement has been approved by the Board.

## Board Of Directors

### Committees

The Board operates two permanent board committees, namely the Audit and Risk Committee and the People and Performance Committee. The members of the Audit and Risk Committee are Keith Smith (Chair, Board Deputy Chair), Philip Bowman (Board Chair) and Joan Withers. The members of the People and Performance Committee are Geraldine McBride (Chair), Joan Withers and Michael Darcey.

## Independent and Executive Directors

At 30 June 2022 all of the directors of Sky were considered to be independent directors. Each of the directors is considered independent because they are not an "Employee" of Sky and do not have any "Disqualifying Relationship" (as defined by the NZX Listing Rules), and the factors contained in NZX Recommendation 2.4 and ASX Recommendation 2.3 have been considered by the Board in determining the independence of each director.

In considering the factors in NZX Recommendation 2.4 and ASX Recommendation 2.3, the Board has continued to have careful regard to whether Geraldine McBride's status as an independent Director has changed by virtue of her interests and position in MyWave Limited (MyWave), which supplies services to Sky in support of Sky's fan experience platform (noting this interest first arose in the year ending 30 June 2021 and was noted in both Sky's Annual Report for the period ending 30 June 2021 and Interim Report for the period ending 31 December 2021).

In particular, Geraldine McBride is the CEO and Director of MyWave (and its holding company, MyWave Holdings Limited), and currently holds shares in MyWave Holdings Limited. Under ASX Recommendation 2.3, the relationship between Sky and MyWave is likely to be considered a 'material business relationship' and, given that Geraldine McBride is an officer of MyWave (as a CEO and Director of MyWave), Geraldine McBride's interest and position in MyWave notionally falls within one of the examples set out in Box 2.3 of the ASX Recommendations.

The Board has considered this relationship and concluded that, notwithstanding this, it is not sufficiently material so as to interfere with Geraldine McBride's capacity to bring an independent judgement to bear on issues before the Board (which will exclude matters related to MyWave) and to act in the best interest of Sky and to represent the interests of its shareholders generally rather than the interests of an individual securityholder or other party. The Board came to this view having regard to a number of matters, including that:

- the supplier relationship with MyWave is not material to Sky in the context of Sky's consolidated gross revenue and market capitalisation;
- the services being provided by MyWave relate to discrete matters only, do not relate to the Group as a whole and do not relate to Sky's core business;
- Geraldine McBride has not been part of the team from MyWave providing the services to Sky; and
- none of the other examples in Box 2.3 of the ASX Recommendations apply to Geraldine McBride.

The Board also noted that the level of Sky's committed expenditure with MyWave has not changed from the commitment disclosed in Sky's Annual Report for the period ending 30 June 2021.

For completeness, the Board notes that consistent with Geraldine McBride's interests disclosures recorded in Sky's interests register, Geraldine McBride is to be regarded as interested in Sky transactions involving MyWave and as such has not voted (and will not vote) on any Board resolutions in relation to such transactions (or be counted towards any Board quorum for any Board discussion on such transactions). In December 2021 Geraldine McBride took the additional measure of recusing herself from the Board's discussions in relation to such transactions.

## Diversity

Sky recognises diversity and inclusion as a strategic asset for the company's current and future success. Sky values diversity of gender, age, ethnic and cultural background, sexuality, experience and beliefs. Sky's Board and management believe that an organisation that reflects the diversity of its current and future customers will be able to deliver more personalised customer experience, and customer value, to continue to grow successfully, and to attract and retain the best talent.

Sky's Diversity Policy reflects the company's continuing commitment to diversity and inclusion. This policy requires the commitment of the Board to set measurable objectives for achieving diversity in areas requiring improvement and to assess annually both the objectives and Sky's progress in achieving them. Sky proactively considers diversity in all recruitment activities, with a particular focus on leadership roles with a review of the Policy in 2022 reflecting this commitment. Sky is also committed to growing the capability of all Sky staff to leverage diversity to deliver a better employee experience, a better customer experience and improved business performance.

The Board acknowledges the importance of diversity both on boards and within companies, and as noted in Sky's Board Charter, this is one of the characteristics that is considered when evaluating new director candidates. As at 30 June 2022, Sky's Board had two female directors and four male directors (compared to two female directors and three male directors as at 30 June 2021).

Sky's officers (being a person who is concerned or takes part in the management of Sky and reports to the Board, or to a person who reports to the Board) includes two female officers and five male officers<sup>1</sup>.

Sky takes a holistic approach to diversity. Sky's measurable objectives for achieving diversity are that:

- during the year ending 30 June 2022, Sky measured and reported on employee feedback regarding diversity and belonging, and delivered organisational development actions in response to this feedback in each quarter. This will continue on a biannual basis from the year commencing 1 July 2022;
- each year, the Board actively considers the composition of the Board and any opportunities for new directors to join the Board with diversity (including gender diversity) being one of the key criteria when considering new appointments;
- each year the Board compares the number of female and male employees at Sky to the previous financial year's figures to ensure that Sky is maintaining a strong level of female participation at all levels of the organisation;
- each year the Board considers the extent of age diversification at Sky by comparing the number of employees aged over and under 45 years to the previous financial year's figures, in order to ensure Sky is benefiting from a mix of experience and new ways of thinking.

For the year ended 30 June 2022, the Board is satisfied that Sky achieved its diversity objectives as follows:

- Sky maintained consistent levels of gender and age diversification amongst employees across the organisation (increasing female representation from 44% to 47%);
- with respect to diversity and inclusion measures, Sky's performance remained relatively high in comparison to the general New Zealand market, however also in line with general market trends the results were down slightly year on year, reflecting COVID-19 related challenges to employee engagement:
  - the number of staff who favourably rated "I feel I belong at Sky" moved from 68% to 63%; and
  - the number of staff who favourably rated "Sky values diversity" moved from 77% to 71%.

(1) The "Officers" include the CEO and the members of Sky's executive leadership team who report directly to the CEO.

The table below provides a breakdown of the gender and age diversification of Sky's workforce at 30 June 2022:

Board Level	Officers <sup>1</sup>	All Staff
No of Women: 2	No of Women: 2	No of Women: 423
Total number: 6	Total Number: 7 <sup>2</sup>	Total Number: 898
2021	2021	2021
No of Women: 2	No of Women: 1	No of Women: 399
Total number: 5	Total Number: 4 <sup>2</sup>	Total Number: 900
Over 45 – 100%	Over 45 – 86%	Over 45 – 35%
(2021 – 100%)	(2021 – 75%)	(2021 – 33%)

(1) For the purpose of Recommendation 1.5(c)(3) of the ASX Corporate Governance Principles and Recommendations (4th Edition), "Senior Executives" has the same meaning as the officers referenced in the chart above as defined under the NZX Listing Rules.

(2) A restructure of the executive team in November 2021 saw the total number of executive officers change from 5 to 7. At the end of FY21, one of the of the executive officer positions was vacant and one under recruitment with a seconded partner from Deloitte filling that position.

## Diversity (Continued)

The table below provides a detailed breakdown of the age diversification of Sky's workforce at 30 June 2022:

Age	2022	2021
<30	20%	18%
30 - 40	32%	32%
40 - 50	28%	29%
50 - 60	15%	16%
60 - 70	4%	4%
>70	1%	1%

In accordance with Sky's Diversity Policy, Sky has also committed to setting non-numerical objectives in respect of diversity and inclusion through recruitment and selection practices at all levels, a detailed training program to enhance the skills and knowledge of employees and enhanced flexible work practices.

## Risk Management

Sky's risk management framework is overseen and monitored by both the Board and the Audit and Risk Committee. The Audit and Risk Committee, in conjunction with management, regularly report to the Board on the effectiveness of the management of Sky's risks and whether the risk management framework and systems of internal compliance and control are operating efficiently and effectively in all material respects.

Sky has a Controlling and Managing Risk Policy which provides an overview of Sky's risk management process. The Policy outlines Sky's risk management objectives and guidelines and provides a framework to identify, manage and report on risks, both financial and non-financial. The Audit and Risk Committee reviews Sky's risk management framework with management at least annually to satisfy itself that it continues to be sound and to ensure that Sky is operating with due regard to the risk appetite set by the Board. The Audit and Risk Committee reviewed Sky's risk management framework during the reporting period to 30 June 2022.

Sky recognises that having a robust and well-documented enterprise-wide risk management framework is critical to support the management of risks across Sky. In keeping with its focus on managing both near and long-term risk in the 2023 financial year, the Audit and Risk Committee is overseeing an extensive management review of Sky's risk management framework across the business to identify and implement improvements to best support Sky's current and future business and operating environment.

Sky's internal audit function is outsourced to EY. An annual internal audit plan is presented and approved by the Audit and Risk Committee and the Audit and Risk Committee receives internal audit reports during the year and monitors completion of action items that arise. Sky's internal audit function assists it to better accomplish its objectives by bringing a systemic, disciplined approach to evaluating and continually improving the effectiveness of Sky's risk management and internal control processes.

## Material exposure to economic, environmental and social sustainability risks

Sky identifies and assesses material exposure to economic, environmental and social sustainability risks on an annual basis as part of the overall framework of assessing risk. The key economic, environmental and social sustainability risks it faces, and how Sky intends to manage those risks is included in the Controlling and Managing Risk Policy on Sky's website at <https://www.sky.co.nz/investor-centre/corporate-governance>.

Sky intends to specifically review and report on exposure to climate related risk, and potential opportunities, in line with legislative requirements currently under development and likely to reflect the Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD) requirements. While Sky's emissions profile is not considered to be material, the company has measurement systems in place that will be further refined and audited in the 2023 financial year with a view to initiating reporting. In this regard, Sky has engaged Taitū to assist and will be participating under Taitū's Carbon Reduce programme.

Principal risks that could affect results and performance include:

- regulatory environment;
- competition;
- programming rights;
- content protection;
- business disruption;
- investment strategy – adoption of new technology;
- financial risks;
- reputational risks and brand perception;
- ability to attract and retain key talent;
- business transformation; and
- customer value proposition.

# Interests Register

## Disclosures of Interest – General Notices

Directors have given general notices disclosing interests in various entities pursuant to section 140(2) of the Companies Act 1993. Those notices which remain current as at 30 June 2022 are as follows:

Director	Entity	Relationship
Philip Bowman	Better Capital PCC Limited	Director
	KMD Brands Limited (listed)	Director
	Tegel Group Holdings Limited	Chair
	Ferrovial SA (listed)	Director
	Majid al Futtaim Holding LLC	Director
	Majid al Futtaim Properties LLC	Chair
	Majid al Futtaim Capital LLC	Director
	Atropos SCI <sup>2</sup>	Président Directeur Générale
	Tom Tom Holdings, Inc.	Director
	Vinula Pty. Limited	Director
	Vinula Super Fund Pty. Limited	Director
Michael Darcey	Arqiva Group Limited	Director
	British Gymnastics	Chair
	Premier League Basketball UK	Shareholder
Geraldine McBride	My Wave Holdings Limited	Director, CEO
	My Wave Limited	Director
	Fisher & Paykel Healthcare Corporation Limited	Director
Keith Smith	Anderson & O'Leary Limited and associated companies	Chair
	Enterprise Group Holdings Limited and associated companies	Chair
	Goodman (NZ) Limited and associated companies	Chair
	H J Asmuss & Co Limited and associated companies	Chair
	Healthcare Holdings Limited and associated companies	Chair
	Mercury NZ Limited <sup>2</sup>	Director
	Mobile Surgical Services Limited	Chair
	Tax Traders Limited <sup>1</sup>	Member of Advisory Board
	Tree Scape Limited <sup>2</sup>	Director
Gwendoline Holdings Limited (non-trading)	Director	
Joan Withers	The Warehouse Group Limited and associated companies	Chair
	ANZ Bank New Zealand Limited	Director
	Louise Perkins Foundation	Trustee
	On Being Bold Limited <sup>1</sup>	Director
	Origin Energy Limited	Director
Mark Buckman	OzTAM Pty. Limited <sup>1</sup>	Chair
	Barangaroo Advisory Pty. Limited <sup>1</sup>	Director and Shareholder
	Honed Real Estate Pty. Limited <sup>1</sup>	Shareholder and advisor
	MSVN Technologies, LLC <sup>1</sup>	Shareholder and advisor

(1) Entries added during the period from 1 July 2021 to 30 June 2022.

(2) Entries removed by notices given by the directors during the period from 1 July 2021 to 30 June 2022.

## Disclosures of Interest

### – Particular Transactions/Use of Company Information

During the year to 30 June 2022, in relation to Sky:

- no specific disclosures were made in the Interests Register under section 140(1) of the Companies Act 1993; and
- no entries were made in the Interests Register as to the use of company information under section 145(3) of the Companies Act 1993.

### Disclosures of Relevant Interests in Securities

During the year to 30 June 2022, the following disclosures were made in the Interests Register in relation to Sky's directors and senior managers acquiring a relevant interest in Sky's shares under section 148 of the Companies Act 1993 and under the Financial Markets Conduct Act 2013:

- Philip Bowman (Director and Chair) made one disclosure on 7 September 2021 regarding the acquisition of 250,000 ordinary shares in Sky (which consolidated into 25,000 ordinary shares as a result of the Sky share consolidation completed on 17 September 2021).
- Sophie Moloney (CEO) made one disclosure on 31 August 2021 regarding the acquisition of 830,000 ordinary shares in Sky (which consolidated into 83,000 ordinary shares as a result of the Sky share consolidation completed on 17 September 2021).
- Andrew Hirst (Interim CFO) made one disclosure on 9 September 2021 regarding a beneficial interest in the acquisition of 117,280 ordinary shares in Sky as trustee of the Trinity Trust (which consolidated into 11,728 ordinary shares as a result of the Sky share consolidation completed on 17 September 2021).

## Insurance and Indemnities

Sky has in place directors' and officers' liability insurance to cover risks normally covered by such policies arising out of acts or omissions of Sky directors or employees in that capacity.

In addition, Sky has in place additional insurance in respect of directors' liability that may arise as a result of the capital raise which was announced to the market on 21 May 2020.

Sky has entered into a deed of indemnity pursuant to which it has agreed to indemnify directors, senior management and officers of Sky against liability incurred from acts or omissions of such directors, senior management or officers, subject to certain exceptions which are normal in such indemnities.

## Sky Subsidiaries' Interests Registers

The directors of Sky's subsidiaries have given notices disclosing interests in various entities pursuant to section 140 of the Companies Act 1993. Those notices included in the interests register during the financial year ended 30 June 2022 are set out below:

- Sky DMX Music Limited: Jonathon Errington and Sophie Moloney each gave a general disclosure notice disclosing interests arising from being an employee of Sky and, in Sophie Moloney's case, a shareholder of Sky.
- Believe It Or Not Limited: Jonathon Errington and Christopher Shaw each gave a notice disclosing interests arising from being an employee of Sky. Brendan Lohead gave a general notice disclosing his interest arising from being a Director and shareholder of Mad If You Don't Limited. Annabelle Lohead gave a general notice disclosing her interest arising from being a Director and shareholder of Mad If You Don't Limited.

# Company Information

## Directors Holding and Commencing Office during the year

- Philip Bowman (Chair)
- Keith Smith (Deputy Chair)
- Michael Darcey
- Geraldine McBride
- Joan Withers
- Mark Buckman (appointed 21 March 2022)

## Statement of Directors' Interests

For the purposes of NZX Listing Rule 3.7.1(d), the following table sets out the quoted financial products in which each director had a relevant interest as at 30 June 2022:

Relevant interests	Shares
Philip Bowman	125,000
Michael Darcey	150,000
Geraldine McBride	8,815
Keith Smith <sup>(1)</sup>	25,512
Joan Withers	Nil
Mark Buckman	Nil

(1) 7,507 shares jointly held by Keith Smith and his brother Robert Smith as trustees of the Gwendoline Trust (in which Keith Smith has no beneficial interest); 8,005 shares held by Gwendoline Holdings Limited (Keith Smith is a discretionary beneficiary of a trust which owns Gwendoline Holdings Limited); and 10,000 shares held by Keith Smith's partner Lily Wong.

## Subsidiaries

At 30 June 2022, Sky had the following subsidiary companies:

Subsidiary	Director(s)	Business during FY22
Believe It Or Not Limited	Anabelle Lohead Brendan Lohead Christopher Shaw Jonathon Errington	Quizzes for the hotel entertainment industry.
Lightbox New Zealand Limited	Sophie Moloney	Streaming services within New Zealand.
Media Finance Limited	Sophie Moloney	Did not trade.
Non-Trading PS Limited	Sophie Moloney	Did not trade.
Screen Enterprises Limited	Sophie Moloney	Did not trade.
Sky DMX Music Limited	Steven Hughes Sophie Moloney Malcolm McRoberts Jonathon Errington	Operated the Sky DMX music business.
Sky Investment Holdings Limited	Sophie Moloney	Investment in the form of acquisition of RugbyPass Limited (Ireland) and RugbyPass Asia Pte Limited (Singapore).
Sky Network Services Limited	Sophie Moloney	Sky Broadband business.
Sky Ventures Limited	Sophie Moloney	Did not trade.
RugbyPass Limited (Incorporated in Ireland)	Neil Martin Sophie Moloney Hazel Dodd	Content generation, subscription and marketing.
RugbyPass UK Limited (incorporated in the United Kingdom)	Neil Martin Sophie Moloney Hazel Dodd	Management Services.
Sports Analytics Pty Ltd (incorporated in South Africa)	Neil Martin Kevin Bouwer	Sports data collection and analysis.

At the request of the Group, RugbyPass Asia Pte Limited (incorporated in Singapore) was struck off the Register of Companies on 10 January 2022.

The remuneration of Sky's employees acting as directors of subsidiary companies is disclosed in the relevant banding for employee remuneration. In the case of Martin Stewart prior to his retirement, and Sophie Moloney following her appointment, their remuneration is disclosed under the heading of "Chief Executive Remuneration".

No director of any subsidiary company received directors' fees or extra benefits by virtue of the fact that they are acting as directors of subsidiary companies.



## Remuneration of Directors

The total remuneration and value of other benefits received by directors of Sky during the year 1 July 2021 to 30 June 2022 was as follows:

Name	Board Fees	Audit and Risk Committee	People and Performance Committee	Total Remuneration
Philip Bowman (Chair)	200,000	-	-	200,000
Keith Smith (Deputy Chair)	122,500	20,000	-	142,500
Geraldine McBride	100,000	-	20,000	120,000
Michael Darcey	100,000	-	6,000	106,000
Joan Withers	100,000	12,000	7,275	119,275
Mark Buckman <sup>1</sup>	27,671	-	-	27,671
<b>Totals</b>	<b>650,171</b>	<b>32,000</b>	<b>33,275</b>	<b>715,446</b>

(1) Mark Buckman joined the board during the financial year on 21 March 2022.

The directors' fee pool has been set at a maximum amount of \$950,000 per annum since October 2015. The current fees paid to Sky directors are set out in the table above. Directors do not receive any performance or equity-based remuneration or superannuation or retirement benefits (for their role as directors). This reflects the role of the directors which is to provide oversight and guide strategy, whereas the role of management is to operate the business and execute Sky's strategy.

## Chief Executive Remuneration

The CEO's remuneration for the years ending 30 June 2021 and 30 June 2022, for both Sophie Moloney and Martin Stewart, is illustrated in the two separate tables below:

### Sophie Moloney from 1 December 2020 to 30 June 2022:

	2022	2021
Base salary <sup>1</sup>	932,500	544,000
STI	330,568	236,000
<b>Total remuneration</b>	<b>1,263,068</b>	<b>780,000</b>

(1) Sophie Moloney's base salary is \$932,500 per annum.

The CEO is entitled to participate in an STI scheme based on 35% of the CEO's base salary (in FY22). The CEO's STI scheme includes a participation gateway regarding Health & Safety performance, with assessment criteria including financial performance, employee engagement and customer satisfaction. The STI framework and specific metrics are considered by the People and Performance Committee and recommended to the Board for approval on an annual basis. The Board is extremely cognisant of the requirement to ensure that any STI is aligned to shareholder interests.

### Martin Stewart from 1 July 2020 to 1 December 2020:

	2022	2021
Base salary	-	625,000
Termination benefits	-	1,453,000
STI	-	340,000
Ordinary Shares	-	1,158,000
<b>Total remuneration</b>	<b>-</b>	<b>3,576,000</b>

During the year ending 30 June 2021 termination benefits associated with the former CEO of \$1,453,000 were paid.

On 21 February 2020, 200,000 ordinary shares vested to the former CEO as part of a contractual entitlement to receive a total of 800,000 ordinary shares in instalments of 200,000 on each of the first four anniversaries of commencement of employment. As a result of the CEO's decision to leave by mutual agreement the 600,000 ordinary shares were vested in March 2021 and were recognised at 30 June 2021. This equity-settled share scheme is accounted for and measured based on the fair value at grant date (1 February 2019) of \$1.93 per share (\$1,158,000). Note share numbers are reported prior to consolidation on 17 September 2021.

## Shareholders

### Substantial Product Holders

According to notices given to Sky under the Financial Markets Conduct Act 2013 and the ASX Listing Rules the following persons were substantial product holders in Sky as at 30 June 2022:

Substantial Product Holder Name	Date of Substantial Product Holder Notice	Number of Shares in Substantial Product Holding at 30 June 2022 and at 15 July 2022 <sup>1</sup>	% held at 30 June 2022 and at 15 July 2022 <sup>1</sup>
Jupiter Asset Management Limited and its related bodies corporate <sup>2</sup>	15 September 2020	15,802,241	9.04
Accident Compensation Corporation	2 March 2022	14,584,144	8.349
Osmium Partners, LLC	27 June 2022	10,144,702	5.807

(1) Based on disclosures to the company

(2) The number of shares has been adjusted based on the 1 for 10 share consolidation which was completed on 17 September 2021

At Sky's 30 June 2022 year end and at 15 July 2022 the total number of ordinary shares on issue was 174,688,323.

### Twenty Largest Shareholders as at 15 July 2022

Name	Number of Shares	% of Issued Capital
Accident Compensation Corporation	15,926,277	9.12
HSBC Nominees (New Zealand) Limited	15,769,830	9.03
Citibank Nominees (New Zealand) Limited	15,567,590	8.91
HSBC Nominees (New Zealand) Limited A/C State Street	11,334,333	6.49
BNP Paribas Nominees (NZ) Limited	8,264,253	4.73
BNP Paribas Nominees (NZ) Limited	6,706,718	3.84
JP Morgan Nominees Australia Limited	6,131,136	3.51
New Zealand Depository Nominee Limited <A/C 1 Cash Account>	5,875,236	3.36
BNP Paribas Nominees (NZ) Limited	4,856,388	2.78
HSBC Nominees A/C NZ Superannuation Fund Nominees Limited	4,486,896	2.57
National Nominees Limited	4,434,807	2.54
Hobson Wealth Custodian Limited	4,287,216	2.45
JPMorgan Chase Bank NA NZ Branch-Segregated Clients Acct	3,818,555	2.19
National Nominees Limited	3,532,315	2.02
BNP Paribas Nominees (NZ) Limited	2,943,545	1.69
New Zealand Rugby Union Incorporated	2,180,133	1.25
TEA Custodians Limited Client Property Trust Account	2,131,907	1.22
Custodial Services Limited	2,070,287	1.19
BNP Paribas Nominees Pty Limited	1,912,038	1.09
Citicorp Nominees Pty Limited	1,865,237	1.07
	<b>124,094,697</b>	<b>71.04</b>

## Distribution of Ordinary Shares and Shareholdings as at 15 July 2022

Range	No. of Shareholders	Number of Shares held	% of Issued Capital
1 - 1,000	5,333	1,659,803	0.95
1,001 - 5,000	1,962	5,045,421	2.89
5,001 - 10,000	600	4,635,650	2.65
10,001 - 100,000	674	18,325,178	10.49
100,001 and over	95	145,022,271	83.02
<b>Total</b>	<b>8,664</b>	<b>174,688,323</b>	<b>100.0</b>

## Non-Marketable Parcels of Shares

As at 15 July 2022, 3,982 shareholders in Sky had non-marketable parcels of shares for the purposes of ASX Listing Rule 4.10.8.

## Other Information

For the purposes of ASX Listing Rule 4.10.14, as at 15 July 2022 there were no restricted securities or securities subject to voluntary escrow on issue.

For the purposes of ASX Listing Rule 4.10.18, as at 15 July 2022 there was no on-market buy back.

## Number of Holders of Equity Securities

The only class of equity securities on issue in Sky is ordinary shares. As at 15 July 2022 there were 8,663 holders of a total of 174,668,323 ordinary shares in Sky.

## Voting Rights Attached to Shares

The only class of equity securities on issue in Sky which carries voting rights is fully paid ordinary shares. On a poll, each ordinary share entitles the holder to one vote.

## Unquoted Equity Securities

As at 15 July 2022, Sky did not have any unquoted equity securities on issue.

## Employee Remuneration

The number of employees or former employees of Sky and its subsidiaries whose remuneration and benefits was within specified bands for the year to 30 June 2022 is as follows:

These figures include severance payments made during the financial year.

Remuneration \$	No. of employees
100,000 - 110,000	60
110,001 - 120,000	38
120,001 - 130,000	35
130,001 - 140,000	26
140,001 - 150,000	29
150,001 - 160,000	9
160,001 - 170,000	10
170,001 - 180,000	8
180,001 - 190,000	10
190,001 - 200,000	7
200,001 - 210,000	3
210,001 - 220,000	4
220,001 - 230,000	8
230,001 - 240,000	2
240,001 - 250,000	2
250,001 - 260,000	1
260,001 - 270,000	1
270,001 - 280,000	1
280,001 - 290,000	1
350,001 - 360,000	1
370,001 - 380,000	1
390,001 - 400,000	1
420,001 - 430,000	1
460,001 - 470,000	1
930,001 - 940,000	1

## Donations

During the financial year ending 30 June 2022, Sky made cash donations totalling \$84,000. No donations were made to political parties. Sky's subsidiaries did not make any donations.

## Auditors

The auditors of Sky and its subsidiaries were PricewaterhouseCoopers. The amount paid to PricewaterhouseCoopers by Sky in the year to 30 June 2022 for statutory audit services and for other assurance services was:

	<b>Statutory audit services (\$000)</b>	<b>Other assurance and non-assurance services (\$000)</b>
Sky	661	18

Sky's subsidiaries did not pay PricewaterhouseCoopers any fees.

# Waivers and Information

## Current and Ongoing Waivers

The following is a summary of all waivers which were relied upon by Sky in the year to 30 June 2022. These were:

1. A waiver from ASX Listing Rule 6.10.3 to the extent necessary to permit Sky to set the "specified time" to determine whether a security holder is entitled to vote at a shareholders' meeting in accordance with the requirements of relevant New Zealand legislation.
2. A waiver from ASX Listing Rule 15.7 to permit Sky to provide announcements simultaneously to both ASX and NZX.
3. A waiver from ASX Listing Rule 14.3 to the extent necessary to allow Sky to receive director nominations between the date three months and the date two months before the annual meeting.

## Admission to the official list of the Australian Securities Exchange

In connection with Sky's admission to the official list of the ASX, the following information is provided:

1. Sky is incorporated in New Zealand.
2. Sky is not subject to Chapters 6, 6A, 6B and 6C of the Australian Corporations Act 2001 dealing with the acquisition of shares (such as substantial holdings and takeovers).
3. Limitations on the acquisition of the securities imposed by New Zealand law are as follows:
  - (a) In general, Sky securities are freely transferable and the only significant restrictions or limitations in relation to the acquisition of securities are those imposed by New Zealand laws relating to takeovers, overseas investment and competition.
  - (b) The New Zealand Takeovers Code creates a general rule under which the acquisition of more than 20% of the voting rights in Sky or the increase of an existing holding of 20% or more of the voting rights in Sky can only occur in certain permitted ways. These include a full takeover offer in accordance with the Takeovers Code, a partial takeover offer in accordance with the Takeovers Code, an acquisition approved by an ordinary resolution, an allotment approved by an ordinary resolution, a creeping acquisition (in certain circumstances) or compulsory acquisition if a shareholder holds 90% or more of Sky shares.
  - (c) The New Zealand Overseas Investment Act 2005 (and associated regulations) regulates certain investments in New Zealand by overseas persons. In general terms, consent is likely to be required where an 'overseas person' acquires shares or an interest in shares in Sky that amount to more than 25% of the shares issued by Sky or, if the overseas person already holds more than 25%, the acquisition increases that holding.
  - (d) The New Zealand Commerce Act 1986 is likely to prevent a person from acquiring Sky shares if the acquisition would have, or would be likely to have, the effect of substantially lessening competition in a market.

# Share Market and Other Information

## Share Market Listing Details

### New Zealand

Sky's ordinary shares are quoted on the NZX Main Board and trade under the code SKT. Sky's International Security Identification Number issued for the Company by the NZX is NZSKTE0001S6.

#### NZX Limited

Level 1, NZX Centre  
11 Cable Street  
Wellington 6011, New Zealand

#### Mailing address:

PO Box 2959  
Wellington 6140, New Zealand  
Tel: +64 4 472 7599  
Website: [nzx.com](http://nzx.com)

### Australia

Sky's ordinary shares are also quoted on the ASX and trade under the code SKT.

#### ASX Limited

Exchange Centre  
20 Bridge Street, Sydney  
NSW 2000, Australia

#### Mailing address

PO Box H224  
Australia Square, Sydney  
NSW 1215, Australia  
Tel: +61 2 9338 0000

## Registry Details

Shareholders should direct questions relating to share certificates, notify changes of shareholder details or address any administrative questions to Sky's share registrar.

Shareholders are able to independently manage a range of queries regarding their holdings by using Computershare's secure website: [www.investorcentre.com/nz](http://www.investorcentre.com/nz). This website enables holders to view balances, view and change address, payment and tax information, and update payment instructions and communication options.

Direct payment to a bank account is the only means available for shareholders to receive dividend payments. Shareholders are strongly encouraged to provide bank account details to ensure they are able to receive any future dividend payments.

Sky continually strives to improve the efficiency of its communications with investors and stakeholders and encourages all shareholders to elect to receive communications from Sky electronically. This minimizes costs, ensures prompt delivery and importantly, supports Sky's efforts to reduce its environmental impact.

### New Zealand

#### Computershare Investor Services Limited

Level 2, 159 Hurstmere Road,  
Takapuna, Auckland  
Private Bag 92119  
Auckland 1142

Freephone within New Zealand: 0800 222 065  
Telephone New Zealand: +64 9 488 8777

### Australia

#### Computershare Investor Services Pty Limited

Yarra Falls, 452 Johnston Street  
Abbotsford VIC 3067  
GPO Box 2975  
Melbourne Vic 3000

Freephone within Australia: 1800 501 366  
Telephone Australia: +61 3 9415 4083

Email: [enquiry@computershare.co.nz](mailto:enquiry@computershare.co.nz)  
Website: [www.computershare.com/nz](http://www.computershare.com/nz)

# Directory

## Directors

Philip Bowman (Chair)  
Keith Smith (Deputy Chair)  
Geraldine McBride  
Joan Withers  
Michael Darcey  
Mark Buckman

## Officers

Sophie Moloney	Chief Executive
Tom Gordon	Chief Financial Officer
Jonny Errington	Chief Content and Commercial Officer
Daniel Kelly	Chief Customer Officer
Chris Major	Chief Corporate Affairs Officer
Antony Weldon	Chief Operations and People Officer
Jason Foden	Acting Chief Digital and Innovation Officer
James Bishop	Company Secretary

## New Zealand Registered Office

10 Panorama Road, Mt Wellington,  
Auckland 1060, New Zealand  
Tel: +64 9 579 9999 Fax: +64 9 579 8324  
Website: [sky.co.nz](http://sky.co.nz)

## Australian Registered Office

c/- Allens Operations Pty Limited  
Level 4, Deutsche Bank Place,  
126 Philip Street,  
Sydney, NSW 2000, Australia  
Tel: +61 2 9230 4000 Fax: +61 2 9230 5333

## Auditors to Sky

**PricewaterhouseCoopers**  
Level 27, PwC Tower  
15 Customs Street West  
Auckland 1010  
Tel: +64 9 355 8000 Fax: +64 9 355 8001

## Solicitors to Sky

**Buddle Findlay**  
L18 HSBC Tower  
188 Quay Street  
Auckland 1010, New Zealand  
Tel: +64 9 358 2555 Fax: +64 9 358 2055

## Chapman Tripp

Level 34, PwC Tower  
15 Customs Street West, Auckland 1010  
Tel: +64 9 357 9000 Fax: +64 9 357 9099

## Baker McKenzie

Tower One - International Towers Sydney  
Level 46, 100 Barangaroo Avenue,  
Sydney NSW 2000, Australia  
Tel: +61 2 9225 0200 Fax +61 2 9225 1595

## Annual Meeting

The next Annual Shareholders' Meeting of Sky Network Television Limited will be held on 2 November 2022, commencing at 10.00am (NZDT). Sky will provide further details in due course through its Notice of Annual Meeting of Shareholders.