

Notice of Annual Meeting 2026

For Shareholders of
Sky Network Television Ltd

Commencing at:
11:00am (NZDT) Friday, 20 November 2026

sky

Notice of Meeting

Notice is hereby given that the 2026 Annual Meeting of Shareholders of Sky Network Television Limited (**Sky**, or the **Company**) is to be held at **The Maritime Room, Princes Wharf, Auckland** and online via the Computershare meeting platform at **https://meetnow.global/nz** on Friday, 20 November 2026, commencing at 11:00am (NZDT).

Agenda

Ordinary Business

Item 1: Chair's Address

Item 2: Chief Executive's Address

Item 3: Ordinary Resolutions
To consider and, if thought fit, to pass the following Ordinary Resolutions:

1. Auditor's Remuneration

That the Board be authorised to fix the auditor's remuneration for the ensuing year.

2. To re-elect Keith Smith as a Director

That Keith Smith, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a Director of the Company.

3. To re-elect Mike Darcey as a Director

That Mike Darcey, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a Director of the Company.

4. To re-elect Belinda Rowe as a Director

That Belinda Rowe, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a Director of the Company.

Special Business

Item 4: Special Resolution
To consider and, if thought fit, to pass the following Special Resolution:

5. NRL Rights Transaction

That the NRL Rights Transaction described in the explanatory notes to this Notice of Annual Meeting is approved for all purposes, including under and for the purposes of NZX Listing Rule 5.1.1(b) and section 129 of the Companies Act 1993.

The Board unanimously supports resolutions 1-5 and recommends that Shareholders vote in favour of them at the Annual Meeting.

Item 5: Shareholder Questions
To consider any other business, including shareholder questions that may properly be brought before the Annual Meeting.

By order of the Board
Kirstin Jones
Company Secretary
21 October 2026

Explanatory Notes

Resolution 1: Auditor's Remuneration

Ordinary Resolution

PricewaterhouseCoopers (**PwC**) is the Company's auditor and is automatically reappointed under section 207T of the Companies Act 1993 (the **Companies Act**). Under section 207S of the Companies Act, auditors' fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is therefore sought under this Resolution for the Board to fix the audit fees and expenses of PwC for the financial year ending 30 June 2027 (**FY27**).

Resolutions 2, 3 & 4: Re-election of Directors

Ordinary Resolutions

NZX Listing Rule 2.7.1 and clause 9.4 of Sky's constitution provide that a Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or three years, whichever is longer.



Keith Smith

Independent Director

Keith Smith retires in accordance with NZX Listing Rule 2.7.1 and clause 9.4 of Sky's constitution and, being eligible, offers himself for re-election.

The Board considers Keith Smith to be an Independent Director, as none of the factors set out in Table 2.4 of the NZX Corporate Governance Code apply to him and the Board is not aware of any other relationship or circumstance that would constitute a Disqualifying Relationship. The Board unanimously supports his re-election.

Keith was appointed to the Board in April 2020. He serves as Deputy Chair, Chair of the Audit and Risk Committee and a member of the Content Rights Committee and the Disclosure Committee. He has a long-standing record of governance and leadership as a director and advisor to companies in a diverse range of industries, including the energy sector, retail, rural services, printing, media and exporting.

Keith is a director of several private companies and is a past director and Chair of Goodman Property Services (NZ) Limited. He is also a past President of the Chartered Accountants Australia and New Zealand.



Mike Darcey
Independent Director

Mike Darcey retires in accordance with NZX Listing Rule 2.7.1 and clause 9.4 of Sky's constitution and, being eligible, offers himself for re-election.

The Board considers Mike Darcey to be an Independent Director, as none of the factors set out in Table 2.4 of the NZX Corporate Governance Code apply to him and the Board is not aware of any other relationship or circumstance that would constitute a Disqualifying Relationship. The Board unanimously supports his re-election.

With an extensive track record of strategy and delivery across television, publishing and technology, Mike was appointed to the Board in September 2017. He serves as a member of the Content Rights Committee.

A New Zealander, he has lived and worked in the UK since 1989. Fifteen of those years were spent at Sky UK, initially as the Director of Strategy, then six years as Chief Operating Officer. He played a prominent role in most of Sky UK's major strategic decisions and its major commercial and regulatory dealings during this period.

From 2013 to 2015, Mike was CEO of News UK. Since 2015, Mike has had a series of governance roles and these currently include Chair of British Gymnastics. He is an internationally recognised authority on media matters through his Tellynomics blog, and active as a strategy advisor to a series of major players in the media sector.



Belinda Rowe
Independent Director

Belinda Rowe retires in accordance with NZX Listing Rule 2.7.1 and clause 9.4 of Sky's constitution and, being eligible, offers herself for re-election.

The Board considers Belinda Rowe to be an Independent Director, as none of the factors set out in Table 2.4 of the NZX Corporate Governance Code apply to her and the Board is not aware of any other relationship or circumstance that would constitute a Disqualifying Relationship. The Board unanimously supports her re-election.

Belinda was appointed to the Board in March 2023. She serves as a member of the People and Remuneration Committee. Belinda has extensive experience in C Level roles across digital, marketing communications and the media sector in Global, UK and Australian companies. She brings a strong commercial focus on customer-centric growth, digital innovation and expertise in strategy, leadership and business transformation.

Belinda also successfully led the creation of a content marketing and sport evaluation and activation practice across 32 markets.

Belinda's governance experience includes current Non-Executive Director roles at ASX-listed Australian media company ARN Media Ltd and Temple & Webster Group. She is also on the board of AFL club, Sydney Swans, and is an active member of Chief Executive Women, Minerva Network, AICD, Marketing Group Great Britain and WACL UK.

Resolution 5: Approval of the NRL Rights Transaction

Special Resolution

The following explanatory notes are provided for the purpose of assisting Shareholders to understand the effect of the proposed Special Resolution to approve the NRL Rights Transaction (the **Special Resolution**) and therefore to decide how to exercise their voting rights. Certain information in relation to the NRL Rights Transaction is confidential to the parties or is commercially sensitive to Sky and therefore will not be disclosed. Sky considers that these explanatory notes provide sufficient information to enable Shareholders to determine whether or not to vote in favour of the NRL Rights Transaction.

Capitalised terms used in these explanatory notes have the meaning given in the Definitions on page 9 of these explanatory notes, or as otherwise defined within these explanatory notes.

Directors' recommendation to approve the Special Resolution

The Board fully supports the Special Resolution and unanimously recommends that Shareholders vote in favour of the Special Resolution. Directors have indicated they will vote all Sky shares they hold (or in respect of which they hold discretionary proxies) in favour of the Special Resolution.

Overview of the NRL Rights Transaction

Sky and the Australian Rugby League Commission (**ARLC**) have reached agreement on the terms of a seven-year broadcast partnership, commencing 1 January 2028 following expiry of the Current NRL Rights, and this agreement is conditional on Sky Shareholder approval. Accordingly, Shareholders are now being asked to approve the proposed acquisition by Sky of the New Zealand media rights for certain rugby league matches and competitions played in the period from 1 January 2028 up to 31 December 2034 (referred to as the **NRL Rights Period**) that are controlled by ARLC, which will include rights for the Matches described below (which is collectively referred to as the **NRL Rights Transaction**).

The Matches are expected to include:

- All national men's premiership rugby league competition (**NRL**) and national women's premiership rugby league competition (**NRLW**) matches (including all regular season and finals series matches, including the Grand Final).
- All State of Origin series matches (including Men's, Women's and underage matches).
- Pre-Season Challenge (official pre-season matches between NRL clubs).
- World Club Challenge matches involving NRL clubs, to the extent the ARLC holds such rights in New Zealand.
- Men's and Women's Indigenous All Stars fixtures (if played).
- All Men's and Women's Pacific Championships matches (including the Pacific Bowl and Pacific Championships).
- Australia vs New Zealand Men's bilateral Test Matches (excluding matches organised by the International Rugby League, New Zealand Rugby League (**NZRL**), or any third party, or matches played as part of a multi-nation tournament).
- Australia v New Zealand Women's bilateral Test Matches.
- All Men's and Women's U20's Australia vs New Zealand Test Matches.
- Other Men's and Women's Australian bilateral Test Matches, not involving New Zealand and not part of a multi-nation tournament.

Key Terms of NRL Rights Transaction

The consideration payable for the NRL Rights is confidential between the parties and is commercially sensitive information for Sky and it would not be in the best interests of Shareholders to disclose that information. However, Sky provides the following context for Shareholders as to the value of the NRL Rights which will be paid by Sky under the NRL Rights Transaction:

- Shareholder approval of Sky's entry into the NRL Rights Transaction is required under section 129 of the Companies Act because the value of the assets to be acquired by Sky (being the NRL Rights) is more than half the value of Sky's assets before the acquisition and because Sky will incur obligations or liabilities (being principally

the obligation to pay for the NRL Rights and related production obligations) in excess of half the value of Sky's assets before the NRL Rights Transaction. As at 30 June 2026, Sky's total assets in its Consolidated Balance Sheet was $738,852,000.

- Shareholder approval to Sky's entry into the NRL Rights Transaction is also required under NZX Listing Rule 5.1.1 because the "**Gross Value**" of the assets to be acquired by Sky (being the NRL Rights) exceeds 50% of Sky's **"Average Market Capitalisation"** (as those terms are defined in the NZX Listing Rules).
  As at 7 July 2026, Sky's Average Market Capitalisation was $443,795,395.
- Sky has maintained a focus on optimising programming costs as a percentage of revenue, and achieved its FY26 target for programming costs of between 47% – 49% of revenue. Sky expects Group programming costs to remain at or below these levels in FY28, following the commencement of the new NRL rights agreement. Sky's EBITDA guidance for FY27 of between $155 to $165 million does not include the costs associated with the NRL Rights Transaction, which commences in January 2028. The consideration payable under the NRL Rights Transaction will be made in monthly instalments spread over the term of the contract (84 months), and will be budgeted for and paid from working capital.

As the holder of the NRL Rights, Sky will have the responsibility for producing coverage of certain matches played in New Zealand, including all NRL and NRLW Premiership (including Finals Series), State of Origin, Pacific Championships, Indigenous v Māori All-Stars and New Zealand Warriors pre-season fixtures that are played in New Zealand.

Sky will be able to distribute and exploit audio-visual and/or audio only coverage of the Matches in New Zealand via any and all media and on a live and/or delayed basis and including via clips and highlights.

While the NRL Rights will be granted on an exclusive basis, there will be limited use rights granted in favour of ARLC, NRL clubs and other licensees of ARLC.

The NRL Rights Transaction will also give Sky access to, and the right to distribute and exhibit within New Zealand, audio-visual coverage of Archive Matches on a non-exclusive basis.

Business As Usual

The NRL Rights Transaction represents an activity undertaken by Sky in the ordinary course of business and, importantly, is not the result of any change or shift in Sky's strategy or rights acquisition activities. Sky has a longstanding commercial relationship with the ARLC and has held the NRL rights for more than 30 years.

The NRL Rights Transaction is consistent with Sky's business strategy of acquiring and distributing content rights and is within the core expertise, responsibility and accountability of Sky's executive management team and Board. Content acquisition is a fundamental and essential aspect of Sky's business, of which Sky has 36 years' experience.

Other considerations include:

- The NRL Rights Transaction does not involve the immediate expenditure of large amounts of Company funds given that payments will be spread over the term of the contract starting from 1 January 2028.
- Sky's total programming costs are disclosed in the annual and half year reports and are carefully budgeted and managed by Sky's executive management team and the Board. If shareholder approval is obtained and the NRL Rights Transaction proceeds, the NRL Rights Transaction will be included in the total programming costs in SKT's next applicable financial statements.
- The Directors have duties to act in the best interest of Sky and have approved entry into the NRL Rights Transaction on terms that they believe are commercially sensible for Sky and in its best interests.

Requirements for Shareholder approval

Under section 129 of the Companies Act, a company must not enter into a major transaction unless the transaction is approved, or is conditional on approval, by a Special Resolution of the company's Shareholders. A major transaction includes the acquisition of, or an agreement to acquire, assets the value of which is more than half the value of the company's assets before the acquisition. A major transaction also includes a transaction that has, or is likely to have, the effect of the company incurring obligations or liabilities the value of which is more than half the value of the company's assets before the transaction.

As noted above, the value of the NRL Rights and the obligations or liabilities Sky will incur is in excess of half the value of Sky's total assets as at 30 June 2026. Accordingly, approval of Sky's entry into the NRL Rights Transaction is required under section 129 of the Companies Act by Special Resolution of Shareholders.

Under NZX Listing Rule 5.1.1(b), a listed issuer must obtain Shareholder approval by way of an Ordinary Resolution of Shareholders for an acquisition of assets in respect of which the Gross Value exceeds 50% of the issuer's Average Market Capitalisation. Where approval is also required by Special Resolution under section 129 of the Companies Act for that acquisition (as is the case for the NRL Rights Transaction), the approval threshold under NZX Listing Rule 5.1.1 is also a Special Resolution of Shareholders. As noted above, the Gross Value of the NRL Rights exceeds 50% of Sky's Average Market Capitalisation. Accordingly, approval of Sky's entry into the NRL Rights Transaction is also required under NZX Listing Rule 5.1.1 by Special Resolution of Shareholders.

Consequences if the Special Resolution is passed

The NRL Rights Transaction agreements have been entered into by Sky on a legally binding basis but are conditional on Sky obtaining Shareholder approval of the transactions described in those agreements by or on the date of Sky's 2026 Annual Meeting (referred to as the *Condition Precedent*). If Shareholders approve the Special Resolution by the requisite majority, the Condition Precedent will be fulfilled.

If the Special Resolution is passed, any Shareholder who votes all of their shares against the Special Resolution will be able to require Sky to purchase their shares (or arrange for their purchase) as further detailed under the Minority Buy-out Rights section below.

Consequences if the Special Resolution is not passed

If Shareholder approval of the NRL Rights Transaction is not obtained, the Condition Precedent will not be satisfied and the NRL Rights Transaction agreements will automatically terminate. In this scenario, the Board will continue to have discretion to acquire the NRL Rights but only for a total consideration which does not trigger the requirement to obtain Shareholder approval under the Companies Act or the NZX Listing Rules. In this case, it becomes more unlikely that Sky will be able to acquire the NRL Rights. This is because Sky anticipates the market value of the NRL Rights and their purchase price could be higher than the relevant thresholds and details of what Sky can bid will become transparent, allowing competitors to anticipate and outbid Sky.

To date, the NRL Rights cannot be replicated from other sources and have always been granted on an exclusive basis in New Zealand, reflecting the value and commercial opportunity that exclusivity provides. This maximises the value of the NRL Rights, as it creates certainty for the rights holder, and it is likely that this will continue (other than with the specific carve-outs mentioned above). As a result, if the Special Resolution is not approved and Sky does not become the holder of the NRL Rights, Sky expects there would be no alternative means of acquiring the NRL Rights as they are likely to be sold to another party on an exclusive basis and/or exploited direct to consumer by ARLC. This is expected to have an adverse impact on Sky and Shareholders.

Minority Buy-out Rights

Section 110 of the Companies Act may confer minority buy-out rights on Shareholders who vote against the Special Resolution.

For a Shareholder to exercise those minority buy-out rights, the Shareholder must cast all the votes attached to shares registered in the Shareholder's name and having the same beneficial owner against the Special Resolution. If the Special Resolution is nevertheless passed, a Shareholder who wishes to exercise minority buy-out rights must, within 10 working days of the passing of the Special Resolution, give written notice to Sky that the Shareholder requires Sky to purchase the Shareholder's shares.

Within 20 working days of receipt of the notice, the Board of Sky must:

a. Agree to the purchase of the relevant shares by Sky; or

b. Arrange for some other person to agree to purchase the relevant shares; or

c. Apply to the court for an order exempting Sky from the obligation to purchase the relevant shares on the grounds that the purchase would be disproportionately damaging to Sky or that Sky cannot reasonably be required to finance the purchase or it would not be just and equitable to require Sky to purchase the relevant shares or on the grounds that the Board has resolved that the purchase of the relevant shares by Sky would result in it failing to satisfy the solvency test and Sky has, having made reasonable efforts to do so, been unable to arrange for the relevant shares to be purchased by another person; or

d. Arrange for the Special Resolution to be rescinded by Special Resolution of Shareholders, or decide in the appropriate manner not to take the action concerned, as the case may be; and

e. Give written notice to the Shareholder of the Board's decision as to which of the above actions it will take.

Where the Board agrees to the purchase of the relevant shares by Sky, it must give notice to the relevant Shareholder within five working days after the written notice of the Board's decision referred to in the preceding paragraph, setting out the price the Board offers to pay for those shares and certain information relating to how that price was calculated. That price must be a fair and reasonable price (as at the close of business on the day before the Special Resolution was passed) for the relevant shares held by the Shareholder, calculated (subject to the following two sentences) using a default methodology described in the Companies Act designed to allocate to the relevant shares held by the Shareholder a pro rata portion of the fair and reasonable value of all shares in Sky adjusted to exclude any fluctuation in the value of all shares that occurred and that was due to, or in expectation of, the NRL Rights Transaction.

The Board may use a different methodology to calculate the fair and reasonable price if using the default methodology would be clearly unfair to the Shareholder or Sky (and in that case the Board must also state in the notice that a different methodology has been used and why calculating the price under the default methodology would be clearly unfair).

A Shareholder may object to the price offered by the Board by giving written notice to Sky no later than 10 working days after the date the Board gave written notice to the Shareholder of the price offered by the Board. If, within that 10-working day period, no objection to the price offered by the Board has been received by Sky, it must purchase the relevant Shareholder's shares at the nominated price. If, within that 10-working day period, an objection to the price has been received by Sky, the fair and reasonable price offered by the Board must be submitted to arbitration. Sky must within five working days of receiving the objection pay to the Shareholder on a provisional basis the price offered by the Board.

The arbitration is to be conducted in accordance with the Arbitration Act 1996. If the price determined by the arbitrator:

a. Exceeds the provisional price paid by Sky, then the arbitrator must order Sky to pay the balance owing to the Shareholder; or

b. Is less than the provisional price paid by Sky, then the arbitrator must order the Shareholder to pay the excess to Sky.

Except in exceptional circumstances, the arbitrator must award interest on any balance payable or excess to be repaid.

If a balance is owing to the Shareholder, the arbitrator may award to the Shareholder, in addition to or instead of interest, damages for loss attributable to the shortfall in the initial payment.

Where the Board agrees to the purchase of the relevant shares by Sky, on the day on which the Board gives written notice of the Board's decision to the purchase of the relevant shares by Sky, the legal title to those shares passes to Sky and the rights of the relevant Shareholder in relation to those shares end.

If the Board arranges for some other person to agree to purchase the shares, the process and terms set out in the paragraphs above apply (with such modifications as may be necessary) to the purchase of shares by such person. In addition, Sky must indemnify the Shareholder in respect of any losses suffered by the Shareholder by reason of the failure by the person to purchase the shares at the price nominated or fixed by arbitration, as the case may be.

Definitions

Archive Matches	Matches played prior to the then-current season.
Current NRL Rights	The rights secured from ARLC for the 5-year period from 1 January 2023 to 31 December 2027.
Matches	The rugby league matches to be played during the NRL Rights Period that are covered by the NRL Rights Transaction, as summarised in the Overview above.
NRL Rights	The rights secured from ARLC under the NRL Rights Transaction.
NRL Rights Period	The period from 1 January 2028 up to 31 December 2034.
NRL Rights Transaction	The acquisition of the NRL Rights (and/or any subset of those rights) for the NRL Rights Period, and Sky's entry into any agreements or arrangements to enable or support that acquisition (including any production and distribution arrangements).

Procedural Notes

Attendance at Sky's Annual Meeting

The Annual Meeting will be held as a hybrid meeting whereby Shareholders will be able to attend the meeting in person at The Maritime Room, Princes Wharf, Auckland.

Shareholders will also be able to participate online via the Computershare meeting platform at https://meetnow.global/nz. To access the Annual Meeting, click 'Go' under the Sky meeting and then click 'JOIN MEETING NOW'.

The online platform enables Shareholders to view the Annual Meeting and presentations as well as providing the opportunity to vote and ask questions. Instructions on how to participate are available in the Virtual Meeting Guide accompanying this notice and available on Sky's website at www.sky.co.nz/investor-centre/investor-information. We recommend that you read the Virtual Meeting Guide, and log in 15 minutes in advance of the Annual Meeting to ensure you are familiar with it and ready to start at 11:00am (NZDT).

Shareholder Questions & Comments

As well as being able to ask questions through the online platform, Shareholders can submit questions or comments by emailing them to investorrelations@sky.co.nz in advance of the Annual Meeting.

Webcast

A recording of the Annual Meeting will be made available on Sky's website as soon as practicable following the Annual Meeting at www.sky.co.nz/investor-centre/investor-information.

Eligibility to Vote

If you are a Shareholder whose name is recorded in the Sky share register at the close of trading on Wednesday, 18 November 2026, you are entitled to attend the Annual Meeting and vote either yourself or via a proxy (subject to the time limits for returning proxy/voting forms). No voting restrictions apply to the resolutions.

Resolution

Resolutions 1 to 4 will each be considered as separate Ordinary Resolutions, requiring approval by a simple majority of the votes of Shareholders entitled to vote and voting on each resolution.

Resolution 5 is a Special Resolution, requiring approval by a majority of 75% or more of the votes cast by Shareholders entitled to vote and voting on the resolution.

Voting and Proxies

How to vote

There are three methods by which you can exercise your right to vote. Namely, by attending the Annual Meeting in person, appointing a proxy and voting in advance of the Annual Meeting or via the Computershare online platform and voting during the Annual Meeting.

All voting at the Annual Meeting will be by poll, as required under the NZX Listing Rules.

Voting at the in-person Annual Meeting

You can exercise your right to vote at the physical Annual Meeting in two ways. Namely, by being present and voting in person or by appointing a proxy or representative (in the case of a corporate Shareholder) to attend and vote in your place. A proxy/voting form is enclosed with this notice and contains additional details around voting and appointing a proxy or representative.

If you are entitled to vote and wish to do so in person at the Annual Meeting, please bring your proxy/voting form with you, as the barcode will assist with your registration.

Appointing a Proxy or Representative and Voting online prior to the Annual Meeting

If you are unable to attend the Annual Meeting in person or online, you may wish to appoint a proxy or representative (in the case of a corporate Shareholder) to attend and vote on your behalf.

You can choose to exercise your vote online at www.investorvote.co.nz. You will need to provide your CSN/Securityholder Number, which can be found on the proxy/voting form. Follow the prompts to appoint a proxy or representative online. Online voting prior to the Annual Meeting is available until 11:00am on Wednesday, 18 November 2026 (NZDT).

The Chair of the Annual Meeting and the Directors will vote all discretionary proxies, for which they have authority to vote, in favour of the resolutions.

Alternatively, you may complete the proxy/voting form that is included with this Notice of Annual Meeting. To be valid, a completed proxy/voting form (and any power of attorney under which it is signed) must be received by Computershare no later than 11:00am on Wednesday, 18 November 2026 (NZDT). While the completed proxy form can be sent to Computershare via mail, fax or as an email attachment, we recommend lodging your proxy online at www.investorvote.co.nz.

If you wish to appoint a proxy:

- The proxy does not need to be a Shareholder.
- You may direct your proxy how to vote or give your proxy discretion to vote as they see fit. If you wish to give your proxy that discretion, you should mark the appropriate box online or on the proxy voting form. If you do not mark any appropriate box online or on the proxy voting form, then your proxy may vote or abstain from voting as they see fit.
- The Chair of the Annual Meeting, or any other Director, is willing to act as proxy. If you appoint the Chair of the Annual Meeting or any other Director as proxy but do not direct your proxy how to vote on the resolution, then the Chair of the Annual Meeting or other Director will vote your shares in favour of the resolutions.
- If you have not named a proxy, or your named proxy does not attend the Annual Meeting, and you have directed how you wish to vote, the Chair will be your proxy.

NZ RegCo Non-objection

NZX Regulation Limited (**NZ RegCo**) has provided written confirmation that it does not object to this Notice of Annual Meeting pursuant to NZX Listing Rule 7.1.1. However, NZ RegCo accepts no responsibility for any statement in this Notice of Annual Meeting.



Sky Network Television Limited

Lodge your proxy

Online
www.investorvote.co.nz

By Email
corporateactions@computershare.co.nz please use "SKT Proxy" in the subject line

By Mail
Computershare Investor Services Limited
Private Bag 92119, Victoria Street West,
Auckland, New Zealand 1142.

For all enquiries contact

+64 9 488 8777

corporateactions@computershare.co.nz

Annual Meeting Admission and Proxy/Voting Form

www.investorvote.co.nz
Lodge your vote or proxy online, 24 hours a day, 7 days a week:

Smartphone?
Scan the QR code to vote now.

Your secure access information

Control Number: **CSN/Shareholder Number:**

PLEASE NOTE: You will need your CSN//Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to lodge your vote or appoint your proxy online.

For your proxy or vote to be effective it must be received by 11.00 am (NZ time) on Wednesday, 18 November 2026.

The Annual Meeting of Sky Network Television Limited will be held at The Maritime Room, Princes Wharf, Auckland and via the Computershare online web platform at https://meetnow.global/nz on Friday, 20 November 2026, commencing at 11.00 am (NZDT time).

How to Vote on Items of Business

All your shares in Sky Network Television Limited (the Company) will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. A proxy need not be a shareholder of the Company. The Chair of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint them for that purpose. To do this, enter 'the Chair' or the name of your proxy in the space allocated in 'Step 1' of this form.

If you do not name a person as your proxy, but otherwise complete the Proxy/Voting Form in full, or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction (subject to any voting prohibitions).

Please note that you may still attend the meeting virtually should you appoint a proxy noting that you will not be able to vote if a proxy has been appointed.

Voting of your holding
Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain from voting as they choose to the extent permitted by law and the relevant listing rules. If you mark more than one box on an item your vote will be invalid on that item.

Voting Restrictions
No voting restrictions apply to the resolutions.

Attending the Meeting and voting in person
If you propose to attend the Annual Meeting in person, please bring this Proxy/Voting Form to the meeting and hand this form to Computershare at the entrance to the meeting. If a representative of a corporate security holder or proxy is to attend the meeting, they may need to provide evidence of your authorisation to act prior to admission.

Participating in the Annual Meeting online
All shareholders will have the option to attend, vote and participate in the Annual Meeting online via an internet connection using a laptop, tablet or smartphone. For further details see the Virtual Meeting Guide that accompanies this form.

Signing Instructions for Proxy/Voting Forms

Individual
Where the holding is in one name, the shareholder must sign.

Joint Holding
In the case of joint shareholders, only one shareholder is required to sign this form, providing all joint shareholders have authorised the signatory to do so.

Power of Attorney
If this form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with Computershare) and a signed certificate of non–revocation of the power of attorney must be produced to Computershare with this form.

Companies
This form should be signed by a director. Please sign in the appropriate place and indicate the office held.

Use this form to assist with your online registration. Any corporation that is a shareholder of the Company may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

Comments & Questions
If you have any comments or questions for the Company that you wish to be addressed at the meeting, please email them to investorrelations@sky.co.nz.

Turn over to complete the form to vote

Proxy/Voting Form

@ Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address _____

(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Sky Network Television Limited

hereby appoint _____ **of** _____

or failing him/her _____ **of** _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions and to vote on any resolutions to amend any of the resolutions, on any resolution so amended and on any other resolution proposed at the meeting (or any adjournment thereof) at the **Annual Meeting of the shareholders of the Company to be held at The Maritime Room, Princes Wharf, Auckland and via the Computershare online web platform at https://meetnow.global/nz on Friday, 20 November 2026, commencing at 11.00 am (NZDT time)**.

STEP 2 Items of Business – Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted. If you mark the Proxy Discretion box, your proxy may vote or abstain from voting as they see fit (to the extent permitted by law and the relevant listing rules). For resolution 1, Directors intend to vote all discretionary proxies in favour of the resolution.

Ordinary Resolutions To consider and, if thought fit, to pass the following ordinary resolutions:	For	Against	Abstain	Proxy Discretion
1. Auditor's remuneration That the Board be authorised to fix the auditor's remuneration for the ensuing year.	☐	☐	☐	☐
2. To re-elect Keith Smith as a Director That Keith Smith, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a Director of the Company.	☐	☐	☐	☐
3. To re-elect Mike Darcey as a Director That Mike Darcey, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a Director of the Company.	☐	☐	☐	☐
4. To re-elect Belinda Rowe as a Director That Belinda Rowe, who retires at the Annual Meeting and is eligible for re-election, be re-elected as a Director of the Company.	☐	☐	☐	☐

Special Resolution To consider and, if thought fit, to pass the following special resolution:	For	Against	Abstain	Proxy Discretion
5. NRL Rights Transaction That the NRL Rights Transaction described in the explanatory notes to this Notice of Annual Meeting is approved for all purposes, including under and for the purposes of NZX Listing Rule 5.1.1(b) and section 129 of the Companies Act 1993.	☐	☐	☐	☐

The Board unanimously supports resolutions 1–5 and recommends that Shareholders vote in favor of them at the Annual Meeting.

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ **and (Email):** _____

SIGN Signature of Shareholder(s) This section must be completed.

Shareholder 1

Shareholder 2

Shareholder 3

or Sole Director/Director

Contact Name _____ **Contact Daytime Telephone** _____ **Date** _____

ATTENDANCE SLIP

Annual Meeting of the shareholders of the Company to be held at The Maritime Room, Princes Wharf, Auckland and via the Computershare online web platform at https://meetnow.global/nz on Friday, 20 November 2026, commencing at 11.00 am (NZDT time).

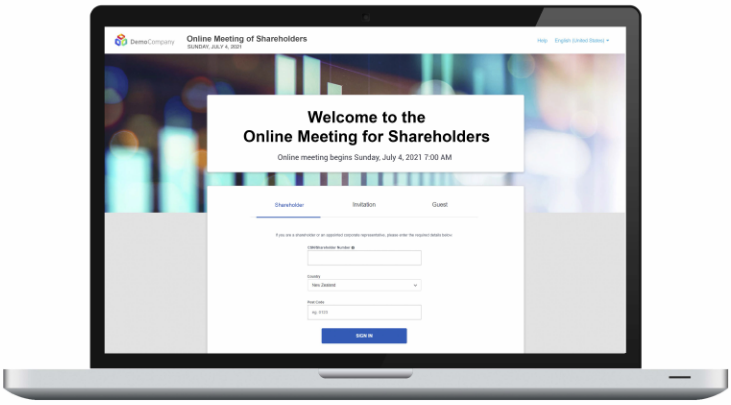
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.



Visit https://meetnow.global/nz

Access

Access the online meeting at https://meetnow.global/nz, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:
Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:
Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:
You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.

Contact

If you have any issues accessing the website please call +64 9 488 8700.

Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.

Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.

Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.