

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS



OF SKY NETWORK TELEVISION LIMITED

Notice is hereby given that the 2016 Annual Meeting of Shareholders of SKY Network Television Limited (the "Company") will be held at the Pullman Hotel Auckland (Regatta Room D), corner Princes Street and Waterloo Quadrant, Auckland, on Thursday 20 October 2016, commencing at 2.00pm.

AGENDA

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions:

APPOINTMENT OF AUDITORS

1. To record the reappointment of PwC as auditors of the Company and to authorise the directors to fix the auditors' remuneration.

ELECTION OF DIRECTORS

2. To re-elect Geraldine McBride as a director.

Ms McBride retires by rotation and, being eligible, offers herself for re-election. See explanatory notes for biographical details.

3. To re-elect Derek Handley as a director.

Mr Handley retires by rotation and, being eligible, offers himself for re-election. See explanatory notes for biographical details.

By order of the board



Cherie Lawrence
Company Secretary

EXPLANATORY NOTES

AGENDA ITEM 2 AND 3

Election and Rotation of Directors

The NZX Listing Rules require that at least one-third of the directors retire by rotation at each annual meeting (on the basis that they may seek re-election if they wish). Those who retire by rotation must be those who have been longest in office. The ASX Listing Rules provide that a director must not hold office (without re-election) past the longer of three years or the third annual general meeting following the director's appointment.

Geraldine McBride

Ms McBride, who was appointed by the board in September 2013, retires in accordance with NZX Listing Rule 3.3.11 and ASX Listing Rule 14.4 and offers herself for re-election. The board considers that Ms McBride is an independent director and unanimously supports her re-election.

Ms McBride who has a BSc Zoology major from Victoria University, previously served as president of SAP North America, president of SAP Asia Pacific Japan and global vice president of Dell Services. Ms McBride is a director of Fisher and Paykel Healthcare Corporation Limited and National Australia Bank Limited and is the chief executive and founder of MyWave Holdings, a leading edge consumer experience and enterprise relationship technology company.

Derek Handley

Mr Handley, who was appointed by the board in September 2013, retires in accordance with NZX Listing Rule 3.3.11 and ASX Listing Rule 14.4 and offers himself for re-election. The board considers that Mr Handley is an independent director and unanimously supports his re-election.

Mr Handley is an entrepreneur who recently created the Aera Foundation, a venture studio advancing new models that fuse social and financial goals. Before that he spent two years helping Sir Richard Branson set up the B Team, a global non-profit leadership collective. In 2001 at the age of 23, he co-founded The Hyperfactory, one of the first agencies in the world to recognise the power of mobile devices for connecting consumers, brands and mass media (acquired by NYSE-listed Meredith Corporation). Mr Handley has attended Massey University, MIT Sloan School of Management, Singularity University and was named a Distinguished Alumni of Victoria University.