

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS



OF SKY NETWORK TELEVISION LIMITED

Notice is hereby given that the 2014 Annual Meeting of Shareholders of SKY Network Television Limited (the "Company") will be held at the Langham Hotel, 83 Symonds Street, Auckland, New Zealand on Friday 24 October 2014, commencing at 2pm.

AGENDA

ORDINARY BUSINESS

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

APPOINTMENT OF AUDITORS

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

ELECTION OF DIRECTORS

2. To re-elect Peter Macourt as a director.

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

3. To re-elect John Waller as a director.

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

DIRECTOR RETIREMENT

Mr Hart retires by rotation and does not offer himself for re-election.

By order of the board



Jason Hollingworth
Company Secretary

EXPLANATORY NOTES

AGENDA ITEM 2 AND 3

Election and Rotation of Directors

The NZX Listing Rules and ASX Listing Rules require any director appointed by the board during the year to retire at the next annual meeting on the basis that they may seek re-election if they wish. In addition, the NZX Listing Rules require that one-third of the remaining directors retire by rotation at each annual meeting (also on the basis that they may seek re-election if they wish).

Peter Macourt

Mr Macourt retires by rotation and offers himself for re-election.

Mr Macourt was appointed as chairman of the board of SKY in August 2002. He is a former director and chief operating officer of News Limited based in Sydney, Australia. Previously Mr Macourt has served as a director of Premier Media, Foxtel, Independent Newspapers Limited and a number of subsidiaries and associated companies of the News Corporation Limited. He holds a degree in commerce from the University of New South Wales, is a member of the Australian Institute of Chartered Accountants and the Australian Institute of Company Directors.

The board considers Mr Macourt to be an independent director and unanimously supports his re-election.

John Waller

Mr Waller retires by rotation and offers himself for re-election.

Mr Waller was appointed as a director of SKY in April 2009. He was a partner at PricewaterhouseCoopers for over 20 years, was a member of their board and led their Advisory practice. He is the chairman of BNZ and Eden Park Trust Board and a director of Fonterra Co-operative Group Limited, National Australia Bank Limited, Alliance Group Limited, Donaghys Limited, Property for Industry Limited and various other companies.

The board considers Mr Waller to be an independent director and unanimously supports his re-election.