

# NOTICE OF ANNUAL MEETING 2016



AUCKLAND

HAMILTON

DARWIN

ADELAIDE

QUEENSTOWN

# Notice of annual meeting

**The 2016 Annual Meeting of shareholders will be held on Friday 21 October 2016 commencing at 10.00am (New Zealand time) in the SKYCITY Theatre, Level 3, SKYCITY Auckland, Corner of Wellesley and Hobson Streets, Auckland.**

## AGENDA

Shareholders will be asked to consider and, if thought appropriate, pass the following ordinary resolutions:

1. **TO RE-ELECT CHRIS MOLLER**  
Chris Moller retires from office at the Annual Meeting and, being eligible, offers himself for re-election.
2. **TO RE-ELECT BRUCE CARTER**  
Bruce Carter retires from office at the Annual Meeting and, being eligible, offers himself for re-election.
3. **TO AUTHORISE THE DIRECTORS TO FIX THE FEES AND EXPENSES OF THE AUDITOR OF THE COMPANY**

All items of business are ordinary resolutions and required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

## EXPLANATORY NOTES

Explanatory Notes on the directors offering themselves for re-election and the fixing of the auditor's fees and expenses are attached to and form part of this Notice of Annual Meeting.

## ATTENDANCE

All shareholders are entitled to attend and vote at the Annual Meeting or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. The appointment of a proxy or representative does not preclude a shareholder from attending and voting at the Annual Meeting in place of the proxy or representative.

Bondholders who are not also shareholders are invited to attend the Annual Meeting, but are not entitled to vote on the resolutions.

## PROXIES

A proxy need not be a shareholder and may be appointed online or by completing the form accompanying this Notice of Annual Meeting. The appointment must be lodged online at [www.investorvote.co.nz](http://www.investorvote.co.nz) or, if you complete the accompanying form, received by Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Private Bag 92119, Auckland 1142 by no later than 10.00am (New Zealand time) on Wednesday 19 October 2016.

You may appoint the Chairman of the Annual Meeting as your proxy. If you appoint the Chairman as proxy and have marked the 'proxy discretion' box in relation to resolution 2 or 3, the Chairman will vote for that resolution. However, the Chairman will abstain from voting where he has been given discretion for resolution 1.

Please note that your proxy will not be able to vote at the Annual Meeting unless you have provided a voting direction or discretion.

Yours faithfully

A handwritten signature in black ink, appearing to read "Jo Wong".

**JO WONG**

COMPANY SECRETARY  
Auckland, New Zealand  
23 September 2016

# Letter from the chairman

## DEAR SHAREHOLDER AND/OR BONDHOLDER

I am pleased to invite you to the 2016 Annual Meeting of SKYCITY Entertainment Group Limited.

Shareholders and bondholders attending the Annual Meeting may park free of charge in the SKYCITY Auckland Main Car Park. Please take a ticket on entry into our car park and we will replace your ticket with a prepaid one at the Annual Meeting.

SKYCITY'S Interim Chief Executive Officer, John Mortensen, and I will summarise SKYCITY's performance during the financial year ended 30 June 2016 and provide an update on current trading. Shareholders and bondholders will then be invited to ask questions relating to the operations and management of the business before we move to the resolutions as set out in the agenda.

Agenda items for the Annual Meeting relate to the re-election of directors and authorisation for directors to fix the fees and expenses of the external auditor. Bruce Carter and I are standing for re-election as directors at the Annual Meeting. The board has determined that both Bruce and I are independent and eligible for election and unanimously endorses our re-election. Brief biographical notes for Bruce and I are included in the accompanying Explanatory Notes. The board recommends shareholders vote in favour of all resolutions.

Shareholders and bondholders are invited to submit questions prior to the Annual Meeting by post (PO Box 6443, Wellesley Street, Auckland) or by email ([sceginfo@skycity.co.nz](mailto:sceginfo@skycity.co.nz)). We will aggregate the main themes of the questions received by 5.00pm (New Zealand time) on Friday 14 October 2016 and respond to them at the Annual Meeting. This means that not every question will be answered individually and some questions may be covered in the Interim Chief Executive Officer's address or my address.

Voting at the Annual Meeting will be, as has been the practice in the past, by way of poll.

For those shareholders attending the Annual Meeting, please bring the combined attendance card, proxy form and voting paper with you to assist with your registration and for voting purposes. Bondholders who are not also shareholders have not been sent this document as only shareholders (or the proxies or corporative representatives of shareholders) are entitled to vote on the resolutions which are included on the agenda for the Annual Meeting, but are nonetheless invited to attend the Annual Meeting.

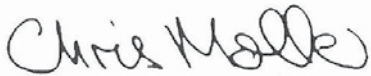
Shareholders who wish to vote by appointing a proxy to vote on their behalf may direct their proxy to vote for or against a resolution, to abstain from voting or to exercise their discretion as to how to vote.

Shareholders not intending to attend the Annual Meeting are requested to appoint their proxy online or complete and lodge the form accompanying this Notice of Meeting (stating their voting instructions) and return it so that it is received by Computershare Investor Services Limited by no later than 10.00am (New Zealand time) on Wednesday 19 October 2016, being 48 hours prior to the Annual Meeting.

Copies of the presentations made at the Annual Meeting and the results of voting will be posted on the company's website following the conclusion of the Annual Meeting and finalisation of the voting results.

I look forward to seeing you at the Annual Meeting.

Yours faithfully



**CHRIS MOLLER**  
CHAIRMAN

# Explanatory notes

## AGENDA ITEM 1 RE-ELECTION OF CHRIS MOLLER

Chris Moller retires by rotation at the Annual Meeting and offers himself for re-election in accordance with NZX Main Board Listing Rule 3.3.11.

Mr Moller is Chairman of the board, Chairman of the Governance and Nominations Committee and a member of each of the Audit and Financial Risk Committee, Remuneration and Human Resources Committee and Corporate Social Responsibility Committee. He was first appointed a director of SKYCITY on 18 December 2008.

Mr Moller is currently Chairman of Meridian Energy Limited and the New Zealand Transport Agency and a director of Westpac New Zealand Limited. In his previous role as CEO of the New Zealand Rugby Union, Chris jointly led New Zealand's successful bid to host the 2011 Rugby World Cup. Chris' career has included senior posts with the New Zealand Dairy Board, including global Chief Financial Officer and Managing Director of NZMP, the international ingredients business of the New Zealand Dairy Board and subsequently Fonterra, where he also held the position of Deputy Chief Executive of Fonterra. His early career was in the finance and banking sectors. He is a Fellow of the Institute of Chartered Accountants and was appointed as a Companion of the New Zealand Order of Merit in January 2015 for services to business and sport.

The board considers Mr Moller to be an independent director and unanimously recommends that shareholders vote in favour of his re-election.

## AGENDA ITEM 2 RE-ELECTION OF BRUCE CARTER

Bruce Carter retires by rotation at the Annual Meeting and offers himself for re-election in accordance with NZX Main Board Listing Rule 3.3.11.

Mr Carter is Chairman of the Audit and Financial Risk Committee and a member of the Governance and Nominations Committee. He was first appointed a director of SKYCITY on 12 October 2010.

Based in Adelaide, Australia, Mr Carter is a Consultant to Ferrier Hodgson in Adelaide and was one of the founding partners of the Adelaide practice in 1992. He was formerly a partner at Ernst & Young and has more than 30 years' experience in corporate restructuring and insolvency. He is currently Chairman of ASC Pty Ltd (Australian Submarine Corporation) and Aventus Capital Limited and a director of Bank of Queensland Limited as well as a number of private companies and government bodies. He is a Fellow of the Institute of Chartered Accountants.

The board considers Mr Carter to be an independent director and unanimously recommends that shareholders vote in favour of his re-election.



### **AGENDA ITEM 3 REMUNERATION OF AUDITOR**

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically re-appointed at an annual meeting of shareholders of the company unless there is a resolution or other reason for the auditor not to be re-appointed. The company wishes PricewaterhouseCoopers (PWC) to continue as the company's auditor and PWC has indicated its willingness to do so.

Section 207S of the Companies Act 1993 provides that the fees and expenses of PWC as auditor are to be fixed in such a manner as the company determines at the annual meeting. The board proposes that, consistent with commercial practice, the auditor's fees should be fixed by the directors. Authority for the directors to fix the fees and expenses of the auditor is a resolution at each annual meeting of shareholders of the company.

