



**2020  
Notice of  
Annual Meeting**



**Dear Shareholder**

The SkyCity Board invites you to participate in the 2020 Annual Meeting of SkyCity Entertainment Group Limited.

Given the ongoing impacts of the COVID-19 pandemic, particularly in relation to domestic and international travel, and the possibility of social distancing requirements and restrictions on mass gatherings being maintained or reintroduced in the event of a resurgence of COVID-19 infections in New Zealand, **this year's Annual Meeting will be held virtually via an online platform on Friday 16 October 2020 commencing at 1.00pm (New Zealand time).**

Instructions and further details on how to participate in the virtual Annual Meeting are set out in the Explanatory Notes in this Notice of Meeting and the accompanying Virtual Meeting Guide.

The SkyCity Board and management look forward to welcoming you to the 2020 Annual Meeting.

On behalf of the SkyCity Board



Jo Wong  
**Company Secretary**

15 September 2020

**Annual Meeting of Shareholders**

Friday 16 October 2020 commencing at 1.00pm (New Zealand time)

**Business and Agenda of the Meeting**

- A. Chair's Address**
- B. Chief Executive Officer's Address**
- C. General Business and Shareholder Questions**  
Response to questions submitted prior to the Annual Meeting (to the extent the questions have not already been addressed in the above addresses) and questions raised at the Annual Meeting
- D. Resolutions**  
Shareholders will be asked to consider and, if thought appropriate, pass the following ordinary resolutions:
  - 1. To re-elect Rob Campbell**  
Rob Campbell retires from office at the Annual Meeting and, being eligible, offers himself for re-election
  - 2. To re-elect Sue Suckling**  
Sue Suckling retires from office at the Annual Meeting and, being eligible, offers herself for re-election
  - 3. To re-elect Jennifer Owen**  
Jennifer Owen retires from office at the Annual Meeting and, being eligible, offers herself for re-election
  - 4. To re-elect Murray Jordan**  
Murray Jordan retires from office at the Annual Meeting and, being eligible, offers himself for re-election
  - 5. To authorise the directors to fix the fees and expenses of the auditor of the company**

Pursuant to section 105(2) of the Companies Act 1993, an ordinary resolution means a resolution passed by a simple majority of votes of those shareholders entitled to vote and voting.

Further information relating to the resolutions is set out in the Explanatory Notes accompanying this Notice of Meeting.

## Explanatory Notes

### Virtual Meeting

All shareholders will have the opportunity to attend and participate in the Annual Meeting online via an internet connection using a computer, laptop, tablet or smartphone.

In order to attend and participate, you will need:

- (a) to either:
- **visit [web.lumiagm.com](http://web.lumiagm.com)** (your browser will need to be compatible with the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox); or
  - **download 'Lumi AGM' from the App Store or Google Play Store** for free (search for Lumi AGM);

(b) the meeting ID, which is **345-894-708**; and

(c) your CSN/Securityholder Number, which can be found on your proxy form.

Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions on their selected devices. Audio will stream through your selected device, so please ensure that the volume control on your headphones or device is turned up. Instructions on how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide.

Shareholders are encouraged to review the Virtual Meeting Guide, and visit [web.lumiagm.com](http://web.lumiagm.com) or (if you intend using a mobile device) download the 'Lumi AGM' app, prior to the Annual Meeting.

Shareholders will still be able to appoint a proxy to vote for them, as they otherwise would, by following the instructions on the proxy form and in this Notice of Annual Meeting.

If you have any questions on, or need assistance with, the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm (New Zealand time) Monday to Friday.

### Shareholder Questions

Shareholders 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)).

SkyCity will aggregate the main themes of the questions received by 5.00pm (New Zealand time) on Friday 9 October 2020 and respond to them at the Annual Meeting. This means that not every question submitted will be answered individually and some questions may be covered in the Chair's Address or Chief Executive Officer's address.

### Voting

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

Results of voting will be posted on the company's website ([www.skycityentertainmentgroup.com](http://www.skycityentertainmentgroup.com)) and the NZX and ASX following the conclusion of the Annual Meeting and finalisation of the voting results.

### Proxies

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. Shareholders can still attend the meeting, even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).

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

A proxy need not be a shareholder and may be appointed online or by completing the proxy form accompanying this Notice of Annual Meeting.

The appointment must be made 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 1.00pm (New Zealand time) on Wednesday 14 October 2020.

If, in appointing your proxy, you do not name a person to be your proxy (either online or on the accompanying form), or your named proxy does not attend the Annual Meeting, the Chair of the Annual Meeting will be your proxy and may only vote in accordance with your express direction.

You may appoint the Chair of the Annual Meeting as your proxy. If you appoint the Chair as proxy and have marked the 'proxy discretion' box in relation to any of resolutions 1 to 5, the Chairman will vote for that resolution.

### Recording

A recording of the Annual Meeting will be available on the company's website ([www.skycityentertainmentgroup.com](http://www.skycityentertainmentgroup.com)) following the Annual Meeting.

## Resolutions

### RESOLUTION 1

#### Re-election of Rob Campbell

Rob Campbell was appointed to the Board in June 2017 and as Chair of the Board in January 2018. He retires by rotation at the Annual Meeting and offers himself for re-election in accordance with NZX Listing Rule 2.7.1.



In addition to being Chair of the Board, Rob is Chair of the SkyCity Governance and Nominations Committee and a member of each of the Audit and Risk Committee, People and Culture Committee and Sustainability Committee.

Rob is currently the Chair of Summerset Group Holdings Limited, Tourism Holdings Limited, Ultrafast Fibre Limited, New Zealand Rural Land Company Limited, Ara Ake Limited and WEL Networks Limited and a director of Precinct Properties New Zealand Limited. Rob has over 30 years' experience in capital markets and is a director of, or advisor to, a range of investment fund and private equity groups in New Zealand, Australia, Hong Kong and the United States of America.

Rob holds a Bachelor of Arts with First Class Honours in Economic History and Political Science and a Masters of Philosophy in Economics.

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

**RESOLUTION 2****Re-election of Sue Suckling**

Sue Suckling was appointed to the Board in May 2011. She retires by rotation at the Annual Meeting and offers herself for re-election in accordance with NZX Listing Rule 2.7.1.



Sue is Chair of the SkyCity Sustainability Committee and is a member of the Governance and Nominations Committee.

Sue is an independent director and consultant with over 25 years in commercial corporate governance. She is recognised for her leadership in the technology innovation space and her deep governance experience.

Sue is currently the Chair of the Insurance & Financial Services Ombudsman Scheme Commission, Jacobsen Holdings Limited, Brannigans Consulting Limited, Rubix Limited, Soltians Limited, Jade Software Corporation Limited and Zag Limited. Previous governance roles include chairing NIWA, the New Zealand Qualifications Authority and AgriQuality Limited, and as a director of Restaurant Brands Limited, Westpac Investments Limited and the New Zealand Dairy Board. She was awarded an OBE for her contribution to New Zealand business.

Sue is a Chartered Fellow of the New Zealand Institute of Directors and a Companion of the Royal Society of New Zealand.

The Board considers Sue to be an independent director and unanimously recommends that shareholders vote in favour of her re-election.

**RESOLUTION 3****Re-election of Jennifer Owen**

Jennifer Owen was appointed to the Board in December 2016. She retires by rotation at the Annual Meeting and offers herself for re-election in accordance with NZX Listing Rule 2.7.1.



Jennifer is a member of each of the SkyCity Audit and Risk Committee, People and Culture Committee and Governance and Nominations Committee.

Jennifer has more than 30 years' experience in the areas of accountancy, audit, finance, treasury and equities research. She has specific specialist knowledge of the New Zealand and Australian gaming and entertainment sectors through her previous roles as Director of Equities Research at Citigroup Global Markets, with a specialist focus on the Australasian gaming sector, and as Equities Research Analyst at Macquarie Group focusing on the tourism/leisure sector, and has a wide network within the gaming industry and a strong understanding of industry and investor issues.

Jennifer is currently a Principal of Owen Gaming Research, an independent research firm specialising in the gaming and wagering markets, and a director of Aspire Child Care (Mascot) Pty Limited.

Jennifer holds a Bachelor of Business from the Queensland Institute of Technology and a Masters in Business Administration from the University of Queensland, is a graduate of the Australian Institute of Company Directors' Diploma course and is a member of Chartered Accountants Australia and New Zealand.

The Board considers Jennifer to be an independent director and unanimously recommends that shareholders vote in favour of her re-election.

**RESOLUTION 4****Re-election of Murray Jordan**

Murray Jordan was appointed to the Board in December 2016. He retires by rotation at the Annual Meeting and offers himself for re-election in accordance with NZX Listing Rule 2.7.1.



Murray is Chair of the SkyCity People and Culture Committee and a member of the Governance and Nominations Committee.

Murray is currently a director of Chorus Limited, Metcash Limited, Stevenson Group Limited, Southern Cross Benefits Limited, Southern Cross Hospitals Limited and the Southern Cross Medical Care Society. He is also a trustee of Southern Cross Health Trust, Starship Foundation, Foodstuffs' Members Protection Trust and The Foodstuffs Co-operative Perpetuation Trust.

Prior to embarking on a governance career in 2015, he held various senior management roles at Foodstuffs Limited from 2004 to 2015, including Managing Director of Foodstuffs North Island and Managing Director and General Manager Retail, Sales and Performance of Foodstuffs Auckland Limited. In 2013, he led the merger of the Auckland and Wellington businesses of Foodstuffs to create what is now known as Foodstuffs North Island and established and oversaw the integration programme.

His early career was in the property sector, including as General Manager of Telecom NZ's property business and General Manager of AMP Capital Investors NZ Limited's property portfolio. Murray has a Masters degree in Property Administration from the University of Auckland.

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

**RESOLUTION 5****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. PricewaterhouseCoopers will automatically be re-appointed as the auditor of the company at the Annual Meeting.

Section 207S of the Companies Act 1993 provides that the fees and expenses of PricewaterhouseCoopers 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.

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