

23 September 2022



Client Market Services  
NZX Limited  
Level 1, NZX Centre  
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**WELLINGTON**

**SkyCity Entertainment Group Limited**  
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New Zealand

PO Box 6443, Auckland 1141  
New Zealand

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**w** [www.skycityentertainmentgroup.co.nz](http://www.skycityentertainmentgroup.co.nz)

Copy to:

ASX Market Announcements  
Australian Stock Exchange  
Exchange Centre  
Level 6, 20 Bridge Street  
Sydney NSW 2000  
**AUSTRALIA**

**RE: SKYCITY ENTERTAINMENT GROUP LIMITED (SKC)  
NOTICE OF ANNUAL MEETING**

Please find **attached** the following documents relating to SkyCity Entertainment Group Limited's upcoming 2022 Annual Meeting of shareholders, which will be sent to securityholders today:

1. Notice of Annual Meeting; and
2. Proxy/Voting Form.

The 2022 Annual Meeting will be held virtually via an online platform on Friday 28 October 2022 commencing at 1.00pm (New Zealand time).

All shareholders and bondholders will have the opportunity to attend the Annual Meeting online through the Computershare Meeting Platform using a computer, laptop, tablet or smartphone. Instructions and further details on how to participate in the Annual Meeting are set out in the Explanatory Notes in the Notice of Annual Meeting, including a link to a Virtual Meeting Guide.

Authorised by:

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

Jo Wong  
Company Secretary  
Phone: +64 9 363 6143  
Email: [jo.wong@skycity.co.nz](mailto:jo.wong@skycity.co.nz)



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2022 Notice of  
Annual Meeting

**Dear Shareholder and/or Bondholder**

The SkyCity Board invites you to participate in the 2022 Annual Meeting of SkyCity Entertainment Group Limited.

This year's Annual Meeting will be held virtually via an online platform on **Friday 28 October 2022 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 Annual Meeting and the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz).

The SkyCity Board and management look forward to welcoming you to the 2022 Annual Meeting.

On behalf of the SkyCity Board



Jo Wong  
**Company Secretary**

23 September 2022

## Explanatory Notes

### Annual Meeting of Shareholders

Friday 28 October 2022 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/Bondholder 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 elect Kate Hughes

Kate Hughes retires from office at the Annual Meeting and, being eligible, offers herself for election

###### 2. To elect Glenn Davis

Glenn Davis retires from office at the Annual Meeting and, being eligible, offers himself for election

###### 3. 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.

### Virtual Meeting

All shareholders and bondholders will have the opportunity to attend the Annual Meeting online through the Computershare Meeting Platform using a computer, laptop, tablet or smartphone – simply visit <https://meetnow.global/nz> and follow the prompts under the 'SkyCity Entertainment Group Limited Annual Meeting' icon. Your browser will need to be compatible with the latest version of Chrome, Safari or Edge.

If you are a shareholder, you will also need your CSN/Securityholder Number, which can be found on your proxy form or email invitation (where applicable).

Shareholders and bondholders will be able to view the presentations 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 Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz).

Shareholders will be able to vote on the resolutions to be put to shareholders and will have the ability to ask questions on their selected devices. Bondholders who are not also shareholders are invited to attend the Annual Meeting as a guest but are not entitled to vote on the resolutions or ask questions on their selected devices.

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/Bondholder Questions

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).

SkyCity will aggregate the main themes of the questions received by 5.00pm (New Zealand time) on Friday 21 October 2022 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. A proxy 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 26 October 2022.

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 3, the Chair 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 Election of Kate Hughes

Kate Hughes was appointed to the Board by directors in September 2022. She retires at the Annual Meeting and offers herself for election in accordance with NZX Listing Rule 2.7.1.



Kate is the Chair of the Risk and Compliance Committee and a member of the Governance and Nominations Committee.

Kate is an experienced non-executive director, holding board and committee roles across a diverse portfolio, including the Victorian Department of Health, SuniTAFE and Lower Murray Water. She also holds committee roles with two Commonwealth regulators, Comcare Authority and the Australian Prudential Regulation Authority.

Prior to embarking on a governance career, Kate held executive roles in risk management, governance and compliance across various sectors, including financial services, agribusiness, fast moving consumer goods, telecommunications, and tertiary education. Her private sector experience is complemented by regulatory experience at the Australian Securities and Investments Commission and NSW Treasury.

Kate holds tertiary qualifications in commerce, applied finance, and occupational health and safety and is a graduate of the Australian Institute of Company Directors.

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

### RESOLUTION 2 Election of Glenn Davis

Glenn Davis was appointed to the Board by directors in September 2022. He retires at the Annual Meeting and offers himself for election in accordance with NZX Listing Rule 2.7.1.



Glenn is a member of the Governance and Nominations Committee and a non-executive director and Chair of SkyCity's Australian subsidiary, SkyCity Adelaide Pty Limited.

Glenn has practised as a solicitor in corporate and risk throughout Australia for over 35 years with expertise and experience in the execution of large transactions, risk management and in corporate activity regulated by the Australian Corporations Act and the ASX.

Glenn has extensive board experience across the public, private, family and government sectors. He is currently the Chair of ASX-listed companies Beach Energy Limited and iTech Minerals Limited. He is also chair of a number of large private companies with broad board experience over many years in the manufacturing, resources, retail, property, seafood and primary production industries.

Glenn holds tertiary qualifications in law and economics and is a fellow of the Australian Institute of Company Directors.

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

**RESOLUTION 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. 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 the company's auditor are to be fixed in such a manner as the company determines at each 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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[skycityentertainmentgroup.com](http://skycityentertainmentgroup.com)





## LODGE YOUR PROXY

 **Online**  
[www.investorvote.co.nz](http://www.investorvote.co.nz)

 **By Mail**  
**Computershare Investor Services Limited**  
Private Bag 92119  
Auckland 1142  
New Zealand

 **By Fax**  
**+64 9 488 8787**

## FOR ALL ENQUIRIES CONTACT

 **+64 9 488 8777**

 **corporateactions@computershare.co.nz**

## PROXY/VOTING FORM FOR THE 2022 ANNUAL MEETING



**[www.investorvote.co.nz](http://www.investorvote.co.nz)**

Lodge your proxy online – 24 hours a day, 7 days a week

**Smartphone**  
Scan the QR code

### YOUR SECURE ACCESS INFORMATION

**Control Number:**

**CSN/Securityholder Number:**

**Please note:** You will need your CSN/Securityholder Number and postcode (or country of residence if you reside outside of New Zealand) to securely access InvestorVote and appoint your proxy online.



**For your proxy appointment to be effective, it must be received by 1.00pm (New Zealand time) on Wednesday 26 October 2022.**

## VIRTUAL MEETING

The 2022 Annual Meeting of SkyCity Entertainment Group Limited will be held virtually via an online platform. All shareholders will have the opportunity to attend and participate in the meeting online via an internet connection using a computer, laptop, tablet or smartphone.

Please refer to the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz).

### Appointment of Proxy

If you do not plan to attend the meeting, you can appoint a proxy to attend the meeting and vote on your behalf. A proxy need not be a SkyCity shareholder. You can appoint a proxy online at [www.investorvote.co.nz](http://www.investorvote.co.nz) or complete the form overleaf and forward it to Computershare Investor Services Limited at the contact details above. If, in appointing your proxy, you do not name a person to be your proxy (either online or on this form), or your named proxy does not attend the meeting, the Chairperson of the meeting will be your proxy and may only vote in accordance with your express direction.

If returning your form by post, it must be received by Computershare Investor Services Limited no later than 1.00pm (New Zealand time) on Wednesday 26 October 2022.

The Chairperson of the meeting is willing to act as proxy for any securityholder who wishes to appoint him/her for that purpose – simply insert 'the Chairperson' in 'Step 1' of this form overleaf.

Direct your proxy how to vote by marking the 'for', 'against' or 'abstain' box beside each resolution OR marking the 'proxy discretion' box. You can direct your proxy in respect of one or more resolutions and give your proxy discretion in respect of other resolutions. Note that:

- if your proxy is excluded from voting on a resolution for any reason and you mark the 'proxy discretion' box, they will not be able to vote on that resolution on your behalf, however they may vote if you give them a voting direction;
- if you do not mark any box for a resolution, then the direction to your proxy is to abstain from voting on that resolution; and
- if you mark more than one box for a resolution, your vote will be invalid on that resolution.

If you appoint the Chairperson as proxy and have marked the 'proxy discretion' box in relation to any of resolutions 1-3, the Chairperson will vote for that resolution.

### Signing Instructions if you are Completing this Form

#### INDIVIDUAL

Where the shareholding is in one name, the securityholder must sign where provided overleaf.

#### JOINT HOLDING

Where the shareholding is in more than one name, all of the securityholders should sign where provided overleaf.

#### POWER OF ATTORNEY

If this form is being signed under a power of attorney, a copy of the power of attorney (unless already provided to SkyCity) and a signed certificate of non-revocation of the power of attorney must accompany this form.

#### COMPANIES

A duly authorised officer or attorney of the company must sign this form. Persons who sign on behalf of a company must be acting with that company's express or implied authority.

### Comments & Questions

If you have any comments or questions for SkyCity, please write them on a separate sheet of paper and return it with this form.

**GO ONLINE TO APPOINT A PROXY OR TURN OVER TO COMPLETE THIS FORM**

**PROXY/CORPORATE REPRESENTATIVE FORM**

CSN/Securityholder Number:  
Number of Shares:

**STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF**

The Chairperson of the meeting is willing to act as proxy for any securityholder who wishes to appoint him/her for that purpose. If you wish, you can appoint the Chairperson as your proxy by inserting 'the Chairperson' below.

I/We, being a shareholder/s of SkyCity Entertainment Group Limited,

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us on my/our behalf in accordance with the following directions at the Annual Meeting of SkyCity Entertainment Group Limited to be held as a virtual meeting on Friday 28 October 2022 commencing at 1.00pm (New Zealand time) and at any adjournment of that meeting.

If your proxy is not the Chairperson of the meeting or another director of SkyCity Entertainment Group Limited, 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): \_\_\_\_\_

**STEP 2 ITEMS OF BUSINESS - VOTING INSTRUCTIONS/BALLOT PAPER**

Please note: If you mark the 'abstain' box for any resolution, you are directing your proxy NOT to vote on your behalf on that resolution and your vote will not be counted when calculating the required majority for that resolution.

This form is to be used to vote as follows on the following:

**Ordinary Business**

Item 1 To elect Kate Hughes

Item 2 To elect Glenn Davis

Item 3 To authorise the directors to fix the auditor's remuneration

|        | For                      | Against                  | Proxy Discretion         | Abstain                  |
|--------|--------------------------|--------------------------|--------------------------|--------------------------|
| Item 1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 2 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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). Unless otherwise instructed as above, the proxy may vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

**SIGN SIGNATURE OF SECURITYHOLDER(S) This section must be completed.**

Securityholder 1

Securityholder 2

Securityholder 3

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_



Please note: 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).