

SKYCITY Entertainment Group Limited

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Auckland New Zealand

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www.skycitygroup.co.nz

18 September 2018

Client Market Services
NZX Limited
Level 1, NZX Centre
11 Cable Street
WELLINGTON

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 MEETING AND ANNUAL MEETING**

Attached are copies of the following documents relating to SKYCITY Entertainment Group Limited's upcoming 2018 Annual Meeting of shareholders, which will be sent to security holders today:

1. Notice of Meeting;
2. Attendance Card and Proxy/Voting Form;
3. Email to SKYCITY shareholders; and
4. Email to SKYCITY bondholders.

SKYCITY's 2018 Annual Meeting will be held on Friday 19 October 2018 commencing at 10.00am (New Zealand time) in the SKYCITY Theatre, Level 3, SKYCITY Auckland, corner of Wellesley and Hobson Streets, Auckland.

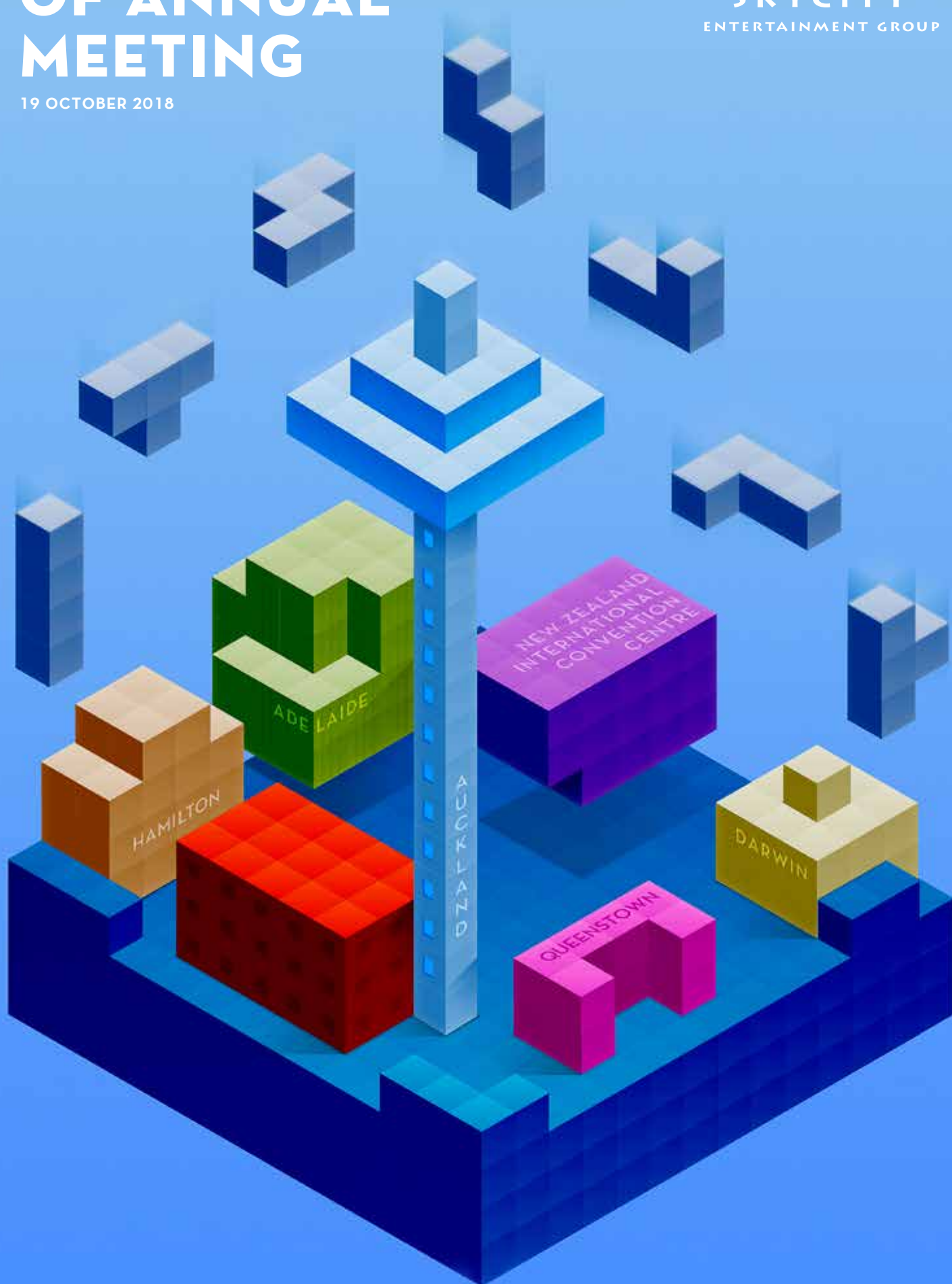
Yours faithfully



Jo Wong
Company Secretary

NOTICE OF ANNUAL MEETING

19 OCTOBER 2018



The 2018 Annual Meeting of shareholders will be held on Friday 19 October 2018 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 BRUCE CARTER

Bruce Carter retires from office at the Annual Meeting and, being eligible, offers himself for re-election.

2. TO RE-ELECT RICHARD DIDSBURY

Richard Didsbury retires from office at the Annual Meeting and, being eligible, offers himself for re-election.

3. TO AUTHORISE AN INCREASE IN THE TOTAL FEES FOR NON-EXECUTIVE DIRECTORS FROM \$1,365,000 (PLUS GST, IF ANY) TO \$1,440,000 (PLUS GST, IF ANY) FOR EACH FINANCIAL YEAR, BEING AN INCREASE OF \$75,000 (PLUS GST, IF ANY) OR APPROXIMATELY 5%, AND THAT SUCH INCREASE TAKE EFFECT FROM 1 JULY 2018

4. 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, the proposed increase in non-executive directors' fees 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 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 17 October 2018. 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 Chairman of the Annual Meeting will be your proxy and may only vote in accordance with your express direction.

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 1, 2 or 4, the Chairman will vote for that resolution. However, the Chairman will abstain from voting where he has been given such discretion for resolution 3 (and will only vote on that resolution in accordance with an express direction).

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

VOTING RESTRICTIONS

In accordance with the NZX Main Board Listing Rules, the company will disregard any votes cast on resolution 3 by any director of SKYCITY and any of their associated persons (as defined in the NZX Main Board Listing Rules), except where any such vote is cast by that director or one of their associated persons as proxy for a person who is entitled to vote and the director or that associated person votes in accordance with express instructions to vote for or against that resolution on the proxy form or online proxy instructions.

As noted above, where the Chairman is appointed as a proxy he will abstain from voting on resolution 3, except where he has been given express instructions to vote for or against that resolution.

GENERAL

Please note that all dollar amounts stated in this Notice of Annual Meeting are expressed in New Zealand dollars.

Yours faithfully



Jo Wong
COMPANY SECRETARY
18 SEPTEMBER 2018

Dear Shareholder and/or Bondholder

I am pleased to invite you to the 2018 Annual Meeting of SKYCITY Entertainment Group Limited.

As in previous years, 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 Chief Executive Officer, Graeme Stephens, and I will summarise SKYCITY's performance during the financial year ended 30 June 2018 and provide an update on current trading. The Chairs of the Board's Audit and Risk, Corporate Social Responsibility, and Remuneration and Human Resources Committees will then summarise the activities of the respective Committees. 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, a proposed increase in directors' fees and authorisation for directors to fix the fees and expenses of the external auditor.

Bruce Carter and Richard Didsbury are standing for re-election as directors at the Annual Meeting. The Board has determined that each of them is independent and eligible for re-election and unanimously endorses their re-election. Brief biographical notes for each of these directors are included in the accompanying Explanatory Notes.

It is proposed to increase the maximum pool of directors' fees that may be paid to non-executive directors in any financial year, with effect from 1 July 2018, from \$1,365,000 (plus GST, if any) to \$1,440,000 (plus GST, if any), being an increase of \$75,000 (plus GST, if any) or approximately 5%. This proposed increase takes account of the desire to continue to attract and retain qualified, highly capable directors from a pan-Australasian talent pool for the purposes of driving value and maintaining the highest standards of corporate governance on behalf of shareholders. None of the directors nor any of their associated persons is entitled to vote on the resolution relating to the increase in directors' fees.

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). We will aggregate the main themes of the questions received by 5.00pm (New Zealand time) on Friday 12 October 2018 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 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 17 October 2018, being 48 hours prior to the Annual Meeting.

A live recording of the Annual Meeting will be broadcast on the company's website (www.skycityentertainmentgroup.com) commencing at 10.00am (New Zealand time) on Friday 19 October 2018. A test page is currently available on our website so that you can visit prior to the Annual Meeting and ensure that you will be able to view and hear the broadcast. The recording will also be available on our website following the Annual Meeting. Results of voting will also be posted on the company's website following the conclusion of the Annual Meeting and finalisation of the voting results.

The SKYCITY Board and management look forward to seeing you at the 2018 Annual Meeting.

Yours faithfully



Rob Campbell
CHAIRMAN



AGENDA ITEM 1 **RE-ELECTION OF BRUCE CARTER**

Bruce Carter was appointed to the SKYCITY Board in October 2010. He retires by rotation at the Annual Meeting and offers himself for re-election in accordance with NZX Main Board Listing Rule 3.3.11.

Bruce is Deputy Chair of the SKYCITY Board, Chair of the SKYCITY Audit and Risk Committee and a member of the SKYCITY Governance and Nominations Committee.

Based in Adelaide, Australia, Bruce 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.

Bruce is currently Chairman of ASC Pty Ltd (Australian Submarine Corporation) and Aventus Capital Limited and a director of Bank of Queensland Limited and Genesee and Wyoming Inc (US) as well as a number of private companies and government bodies. He is a Fellow of Chartered Accountants Australia and New Zealand.

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



AGENDA ITEM 2 **RE-ELECTION OF RICHARD DIDSBURY**

Richard Didsbury was appointed to the SKYCITY Board in July 2012. He retires by rotation at the Annual Meeting and offers himself for re-election in accordance with NZX Main Board Listing Rule 3.3.11.

Richard is a member of the SKYCITY Corporate Social Responsibility Committee and a member of the SKYCITY Governance and Nominations Committee.

Richard graduated as an Engineer from Auckland University and has enjoyed a distinguished career in property investment and development.

Richard founded, and is currently a director of, Kiwi Property Group Limited, which is now the largest property vehicle listed on the NZX. He is Chairman of NX2 (the private sector consortium involved in the Puhoi to Warkworth motorway project, a Private Public Partnership). He is well known for his work as a past president of the Property Council of New Zealand and was previously Chairman of Committee for Auckland Limited. His previous governance roles include being a director of Infrastructure Auckland and Tourism Auckland.

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

AGENDA ITEM 3 INCREASE IN DIRECTORS' FEES

In previous years, the company has sought shareholder approval for increases to the non-executive director fee pool on an ad-hoc basis. However, going forward, the Board intends to seek shareholder approval for increases to the non-executive fee pool on an annual basis to more closely align non-executive director remuneration with market movements, with the intention of benchmarking SKYCITY's non-executive director remuneration against a comprehensive comparator group every three years to ensure market competitiveness to attract and retain qualified, highly capable directors.

Non-executive directors' fees were last increased by shareholders at the company's 2014 Annual Meeting. At that meeting, shareholders voted in favour of a total pool for payments to non-executive directors of \$1,365,000 for each financial year (plus GST, if any).

Agenda item 3 for this Annual Meeting proposes an increase in the total pool for non-executive director fee allocation from \$1,365,000 (plus GST, if any) to \$1,440,000 for each financial year (plus GST, if any), being an increase to the pool of \$75,000 (plus GST, if any) or approximately 5%, and that such increase takes effect from 1 July 2018. The proposed pool of \$1,440,000 (plus GST, if any) for each financial year also allows for another non-executive director to be appointed.

Current fees for SKYCITY non-executive directors, allocated from the approved annual pool of \$1,365,000 (plus GST, if any), are as follows:

	POSITION	FEE PER FINANCIAL YEAR (PLUS GST, IF ANY)
Board	Chairperson	\$275,000
	Deputy Chairperson	\$157,500
	Non-Executive Director	\$126,000
Audit and Risk Committee	Chairperson	\$35,000
	Member	\$15,000
Remuneration and Human Resources Committee	Chairperson	\$35,000
	Member	\$15,000
Corporate Social Responsibility Committee	Chairperson	\$25,000
	Member	\$15,000

The workload and responsibilities of New Zealand and Australian publicly-listed company directors continues to increase both in terms of complexity and time commitment. In particular, in the corporate social responsibility domain, issues to be dealt with and determined by the Corporate Social Responsibility Committee have become increasingly more complex and time consuming given the evolving landscape with regards to corporate sustainability matters.

In addition, the company wishes to continue to attract and retain qualified, highly capable directors from a pan-Australasian talent pool for the purposes of driving value and maintaining the highest standards of corporate governance on behalf of shareholders. Accordingly, moderate increases of fees are proposed to recognise this increased workload and be market-competitive to ensure the company can attract and retain the best available talent.

Shareholder approval for the proposed increase in the fee pool is required pursuant to NZX Main Board Listing Rule 3.5.1.

In seeking approval, the Board has considered a paper prepared by Ernst & Young for the Remuneration and Human Resources Committee – the purpose of which was to benchmark fees paid to SKYCITY non-executive directors against a relevant comparator group of Australian/New Zealand large listed companies.

If the proposed increase in the fee pool is approved by shareholders, the proposed annual fees for SKYCITY non-executive directors, allocated from the proposed annual pool of \$1,440,000 (plus GST, if any), are as follows:

	POSITION	PROPOSED FEE PER FINANCIAL YEAR (PLUS GST, IF ANY)	INCREASE \$ (%)
Board	Chairperson	\$280,000	\$5,000 (2%)
	Deputy Chairperson	\$160,000	\$2,500 (2%)
	Non-Executive Director	\$128,500	\$2,500 (2%)
Audit and Risk Committee	Chairperson	\$35,000	-
	Member	\$15,000	-
Remuneration and Human Resources Committee	Chairperson	\$35,000	-
	Member	\$15,000	-
Corporate Social Responsibility Committee	Chairperson	\$35,000	\$10,000 (40%)
	Member	\$15,000	-

As noted above, the proposed pool of \$1,440,000 (plus GST, if any) for each financial year also allows for another non-executive director to be appointed.

SKYCITY's policy on non-executive director remuneration is available in the Investor Centre section of the company's website at www.skycityentertainmentgroup.com.

In accordance with the NZX Main Board Listing Rules, the company will disregard any votes cast on resolution 3 by any director of SKYCITY and any of their associated persons (as defined in the NZX Main Board Listing Rules), except where any such vote is cast by that director or one of their associated persons as proxy for a person who is entitled to vote and that director or that associated person votes in accordance with express instructions to vote for or against that resolution on the proxy form or online proxy instructions.

AGENDA ITEM 4 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.

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.



LODGE YOUR PROXY



ONLINE
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 2018 ANNUAL MEETING

	www.investorvote.co.nz	Smartphone
	Lodge your proxy online - 24 hours a day, 7 days a week.	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 10.00am (New Zealand time) on Wednesday 17 October 2018.		

Attending the Meeting

If you wish to attend the meeting and vote in person, bring this form (which includes your attendance slip and ballot paper) with you to the meeting.

A corporation may appoint a person to attend the meeting as its representative in the same manner in which it can appoint a proxy.

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 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 10.00am (New Zealand time) on Wednesday 17 October 2018.

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 resolution 1, 2 or 4 the Chairperson will vote for that resolution. However, the Chairman will abstain from voting where he has been given such discretion for resolution 3.

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 must 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.

PROXY/CORPORATE REPRESENTATIVE FORMCSN/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 in the SKYCITY Theatre, Level 3, SKYCITY Auckland, corner of Wellesley and Hobson Streets, Auckland, on Friday 19 October 2018 at 10.00am (New Zealand time) and at any adjournment of that meeting.

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.

Ordinary Business

Item 1 To re-elect Bruce Carter as a director

Item 2 To re-elect Richard Didsbury as a director

Item 3 To approve an increase in non-executive directors' remuneration from \$1,365,000 (plus GST, if any) to \$1,440,000 (plus GST, if any)

Item 4 To authorise the directors to fix the auditor's remuneration

For	Against	Proxy Discretion	Abstain
☐	☐	☐	☐
☐	☐	☐	☐
☐	☐	☐	☐
☐	☐	☐	☐

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

Securityholder 1

Securityholder 2

Securityholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIPCSN/Securityholder Number:
Number of Shares:

Annual Meeting of SKYCITY Entertainment Group Limited to be held in the SKYCITY Theatre, Level 3, SKYCITY Auckland, corner of Wellesley and Hobson Streets, Auckland, on Friday 19 October 2018 at 10.00am (New Zealand time).

From: SKYCITY Entertainment Group Limited

Sent:

To:

Subject: SKYCITY Entertainment Group Limited - Annual Meeting 19 October 2018



Dear Shareholder

Annual Meeting

We are pleased to invite shareholders to attend the 2018 Annual Meeting of SKYCITY Entertainment Group Limited to be held on Friday 19 October 2018 commencing at 10.00am (New Zealand time) in the SKYCITY Theatre, Level 3, SKYCITY Auckland, Corner of Wellesley and Hobson Streets, Auckland, New Zealand.

Notice of Annual Meeting

The Notice of Annual Meeting can be viewed [here](#).

Attending the Annual Meeting

If you wish to attend the Annual Meeting and vote in person, please bring your CSN/Securityholder number with you to the Annual Meeting and visit the Registration Desk. You will be issued with a voting paper on registration.

Appointing a Proxy Online

If you do not plan to attend the Annual Meeting, you can appoint a proxy to attend the Annual Meeting and vote on your behalf by following the instructions below:

1. Visit InvestorVote by clicking [here](#).
Alternatively, copy and paste the following address into your web browser:
<https://www.investorvote.com.au/Login?cn=2035&p=XXXXXXXXXXXXXXXXXXXX®systemcode=RMNZ>
Note: The address will not work if you paste it into a search engine (such as Google).
2. Enter in your postcode (if in New Zealand) or Country of Residence (if outside New Zealand) and click the 'LOGIN' button.
3. Follow the prompts to lodge your proxy online.

For your proxy appointment to be effective, it must be received by 10.00am (New Zealand time) on Wednesday 17 October 2018.

If you have any queries regarding the information above, please contact Computershare Investor Services Limited

by phone on 09 488 8777 (Monday to Friday from 8.30am - 5.00pm) or [email](#).

SKYCITY Entertainment Group Limited

You are receiving this email because you have signed up for electronic securityholder communications. You can unsubscribe to email notifications at any time by logging into Investor Centre www.investorcentre.com/nz. Select 'My profile' and click on the 'update' button on the communication preferences tile.

From: SKYCITY Entertainment Group Limited

Sent:

To:

Subject: SKYCITY Entertainment Group Limited - Annual Meeting 19 October 2018



Dear Bondholder

Annual Meeting

We are pleased to invite bondholders to attend the 2018 Annual Meeting of SKYCITY Entertainment Group Limited to be held on Friday 19 October 2018 commencing at 10.00am (New Zealand time) in the SKYCITY Theatre, Level 3, SKYCITY Auckland, Corner of Wellesley and Hobson Streets, Auckland, New Zealand.

You are welcome to attend the Annual Meeting. However, please note that only shareholders (or the proxies or corporate representatives of shareholders) are entitled to vote on the resolutions at the Annual Meeting.

Notice of Annual Meeting

The Notice of Annual Meeting can be viewed [here](#).

If you have any queries regarding the information above, please contact Computershare Investor Services Limited by phone on 09 488 8777 (Monday to Friday from 8.30am - 5.00pm) or [email](#).

SKYCITY Entertainment Group Limited

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