

15 September 2020

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

SkyCity Entertainment Group Limited
99 Albert Street, Auckland 1010
New Zealand

PO Box 6443, Auckland 1141
New Zealand

p +64 9 363 6000

w 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 AND ANNUAL MEETING**

Please find **attached** the following documents relating to SkyCity Entertainment Group Limited's upcoming 2020 Annual Meeting of shareholders, which will be sent to securityholders today:

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

Given the ongoing impacts of the COVID-19 pandemic, the 2020 Annual Meeting will be held virtually via an online platform on Friday 16 October 2020 commencing at 1.00pm (New Zealand time). 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. 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 and the accompanying Virtual Meeting Guide.

Authorised by:



Jo Wong
Company Secretary
Phone: +64 9 363 6143
Email: jo.wong@skycity.co.nz



**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** (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 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).

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) 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 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) 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**

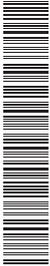
Section 207T of the Companies Act 1993 provides that a company's auditor is automatically re-appointed at an annual meeting of shareholders of the company unless there is a resolution or other reason for the auditor not to be re-appointed. PricewaterhouseCoopers will automatically be re-appointed as 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.

sky CITY

skycityentertainmentgroup.com



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 2020 ANNUAL MEETING



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 14 October 2020.

VIRTUAL MEETING

Given the ongoing impacts of the COVID-19 pandemic, the 2020 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 that accompanies this Proxy/Voting Form.

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 1.00pm (New Zealand time) on Wednesday 14 October 2020.

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 1-5, 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 16 October 2020 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 re-elect Rob Campbell as a director

Item 2 To re-elect Sue Suckling as a director

Item 3 To re-elect Jennifer Owen as a director

Item 4 To re-elect Murray Jordan as a director

Item 5 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"/>
Item 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	<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).



VIRTUAL MEETING GUIDE

Remote entry to the Annual Meeting will open at 12.30PM NZT on Friday 16 October 2020, with the meeting commencing at 1.00PM NZT

Virtual meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to either:

- > Visit web.lumiagm.com on your desktop or mobile device. Ensure that your browser is compatible – Lumi AGM supports the latest versions of Chrome, Safari, Internet Explorer, Edge and Firefox; or
- > Download Lumi AGM from the App Store or Google Play Store for free – search for **Lumi AGM**.

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

Shareholders are encouraged to download the app prior to the Annual Meeting if using a mobile device.

VOTING AT A GLANCE

STEP 1

Open Lumi AGM and enter the Meeting ID shown in top right corner

STEP 2

Enter your username and password (**CSN/Holder Number and postcode**)

STEP 3

When the poll is opened, click  and select your desired voting direction

LOGGING IN

To log in, you must have the following information (which can be found on your Shareholder's Proxy/Voting Form) or you can log in as a guest if you are not a shareholder in SkyCity Entertainment Group Limited. Please note, if you have logged in as a guest you will not be able to ask any questions or vote.

NEW ZEALAND RESIDENTS

Username (CSN or Holder Number) and password (postcode).

OVERSEAS RESIDENTS

Username (CSN or Holder Number) and password (three-character ISO3 country code – e.g. AUS is the ISO3 code for Australia).

You can find a full list at www.computershare.com/iso3.

APPOINTED PROXIES

A username and password will be provided prior to the meeting.

If you have not received your username and password, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday (New Zealand time).

USING LUMI AGM

ACCESSING THE VIRTUAL MEETING

Once you have downloaded Lumi AGM or entered web.lumiagm.com into your internet browser, you'll be prompted to enter the Meeting ID and accept the terms and conditions.

You will then be required to enter your:

- > username (CSN or Holder Number);
- > password (postcode or country code).



NAVIGATING LUMI AGM - APP

When successfully authenticated, the info screen will display. **i**

You can view meeting information, ask questions and watch the webcast.

If you would like to watch the webcast, press the broadcast icon  at the bottom of the screen.



NAVIGATING LUMI AGM - DESKTOP

When successfully authenticated, the info screen will display. **i**

You can view meeting information, ask questions and watch the webcast.

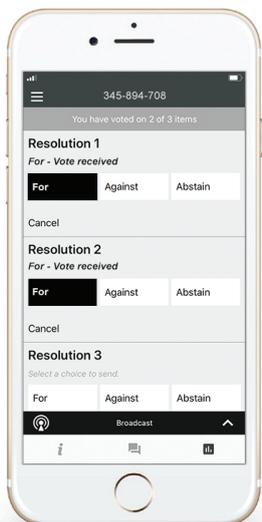
If you would like to watch the webcast, press the **▶** button at the bottom of the screen.



VOTING IN LUMI AGM

Once the poll has been opened,  will appear on the navigation bar at the bottom of the screen – from here, the resolution and voting choices will be displayed.

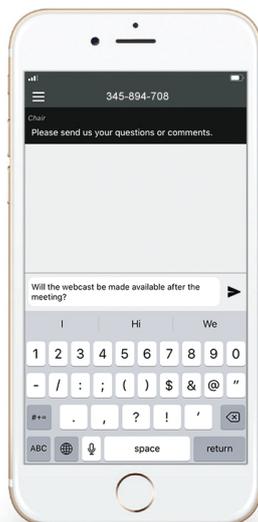
To vote, simply select your voting direction from the options shown on screen. To change your vote, simply select another direction – you can cancel your vote by clicking 'Cancel'.



ASKING QUESTIONS

Any shareholder or appointed proxy/representative attending the meeting is eligible to ask questions. If you would like to ask a question, select  then type and submit your question.

Please note that not all questions may be able to be answered during the meeting.



WATCHING THE WEBCAST

To watch the webcast, click the black broadcast bar on screen and push the **▶** button to start the webcast.

The video and/or slides will appear shortly after (dependent on the speed of your internet connection).

