

27 September 2021



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](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 AND ANNUAL MEETING**

Please find **attached** the following documents relating to SkyCity Entertainment Group Limited's upcoming 2021 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 2021 Annual Meeting will be held virtually via an online platform on Friday 29 October 2021 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 and the accompanying 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)



# 2021

**Notice of  
Annual Meeting**

**Dear Shareholder and/or Bondholder**

The SkyCity Board invites you to attend the 2021 Annual Meeting of SkyCity Entertainment Group Limited.

Given the ongoing impacts of the COVID-19 pandemic, this year's Annual Meeting will be held virtually via an online platform on **Friday 29 October 2021 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 accompanying Virtual Meeting Guide.

The SkyCity Board and management look forward to welcoming you to the 2021 Annual Meeting.

On behalf of the SkyCity Board



Jo Wong  
**Company Secretary**

27 September 2021



## Explanatory Notes

### 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, Edge or Firefox.

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 accompanying Virtual Meeting Guide.

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.

### Annual Meeting of Shareholders

Friday 29 October 2021 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 Silvana Schenone

Silvana Schenone retires from office at the Annual Meeting and, being eligible, offers herself for election

##### 2. To elect Julian Cook

Julian Cook retires from office at the Annual Meeting and, being eligible, offers himself for election

##### 3. To elect Chad Barton

Chad Barton retires from office at the Annual Meeting and, being eligible, offers himself for election

##### 4. 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 Annual Meeting.

### 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 22 October 2021 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 27 October 2021.

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 4, 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

#### Election of Silvana Schenone

Silvana Schenone was appointed to the Board by directors in June 2021. She retires at the Annual Meeting and offers herself for election in accordance with NZX Listing Rule 2.7.1.



Silvana is a member of each of the People and Culture Committee, Sustainability Committee and Governance and Nominations Committee.

Silvana is a corporate partner at MinterEllisonRuddWatts in Auckland where she leads the firm's Corporate division. She has extensive expertise in mergers and acquisitions, private equity investments, takeovers, scheme of arrangements, capital raisings and corporate governance matters. Silvana is recognised internationally for her commercial acumen and negotiation skills, and is a thought leader on corporate governance issues.

Committed to championing greater diversity, Silvana is a founding member of OnBeingBold. She is also a Board member of the New Zealand Takeovers Panel and holds a Master of Laws from Harvard University. Prior to joining MinterEllisonRuddWatts in 2007, Silvana was a corporate lawyer at Sullivan & Cromwell LLP in New York and prior to that at Cariola Diez Perez-Cotapos in Chile.

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

### RESOLUTION 2

#### Election of Julian Cook

Julian Cook was appointed to the Board by directors in June 2021. He retires at the Annual Meeting and offers himself for election in accordance with NZX Listing Rule 2.7.1.



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

Julian is the former Chief Executive Officer of Summerset Group Holdings Limited. Prior to becoming Chief Executive Officer in 2014, he was Summerset's Chief Financial Officer where he oversaw the company's transition to become a publicly listed company on the NZX and ASX. Prior to joining Summerset in 2010, Julian was an Associate Director at Macquarie Group where he gained significant experience in the energy, industrial services, tourism and aged care sectors over a 12-year career.

Julian is currently a director of WEL Networks Limited and holds a Master of Finance from Victoria University and a Master of Science from the University of Waikato.

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

### RESOLUTION 3 Election of Chad Barton

Chad Barton was appointed to the Board by directors in June 2021. He retires at the Annual Meeting and offers himself for election in accordance with NZX Listing Rule 2.7.1.



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

Chad has extensive experience across finance, capital markets, mergers, acquisitions and property development. He is currently the Interim Chief Financial Officer of Nuix Limited, an ASX-listed global software company, and was the Chief Financial Officer of ASX-listed companies The Star Entertainment Group Limited from 2014 to 2019 and Salmat Limited from 2009 to 2014. Prior to this, he was Chief Financial Officer of the Australia and New Zealand business of Electronic Data Systems from 2006 to 2009.

Chad, as founding Chairperson, established Women in Gaming & Hospitality Australasia to achieve gender equity and support the development and success of women in the gaming industry. He is currently a director of NeuRA (Neuroscience Research Australia) Foundation and a member of the Australian Institute of Company Directors and Chartered Accountants ANZ and holds a Bachelor of Business from the University of Technology in Sydney.

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

### RESOLUTION 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. 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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[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 2021 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 27 October 2021.**

**VIRTUAL MEETING**

Given the ongoing impacts of the COVID-19 pandemic, the 2021 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](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 27 October 2021.

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 1-4, 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 29 October 2021 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 Silvana Schenone as a director**

**Item 2 To elect Julian Cook as a director**

**Item 3 To elect Chad Barton as a director**

**Item 4 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"/>

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).**

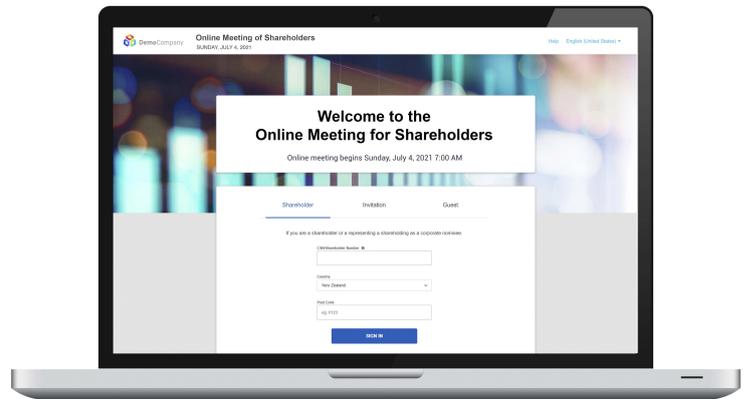
# HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

## Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

**You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.**



Visit <https://meetnow.global/nz>



### Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

#### If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

#### If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

#### If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



### Contact

If you have any issues accessing the website please call +64 9 488 8700.



### Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



### Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



### Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.