

15 December 2023

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)  
CAPITAL CHANGE NOTICE AND DISCLOSURE OF RELEVANT INTERESTS**

Please find **attached**:

- a) a Capital Change Notice for the purposes of NZX Listing Rule 3.13.1 relating to the issue of Restricted Share Rights in SkyCity Entertainment Group Limited to certain participating senior executives; and
- b) Disclosure of Senior Managers' Relevant Interests Notices for relevant senior executives.

Authorised by:



Jo Wong  
Company Secretary

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

**15 December 2023**

## Issue of Restricted Share Rights

This notice is given under NZX Listing Rule 3.13.1 and relates to the issue of restricted share rights (“**RSRs**”) in SkyCity Entertainment Group Limited (the “**company**”) to certain senior executives.

Each RSR granted confers a right to receive one ordinary share in the company, which will only vest if the relevant employee remains continuously employed by the company (or a company within the SkyCity Group) from the date of issue until the relevant vesting date, as further described below, and where applicable, provided that certain performance measures are met. If those vesting conditions are not met, the RSRs will lapse and no shares will be awarded to the participating executives. No dividends will be paid on the RSRs.

Section 1: Issuer Information	
Name of issuer	SkyCity Entertainment Group Limited
NZX ticker code	SKC
Class of financial product	Restricted share rights
ISIN	Not quoted
Section 2: Capital Change Details	
Number issued	713,717 restricted share rights, comprising: <ul style="list-style-type: none"> <li>LTI (FY24) RSRs: 385,849</li> <li>Retention RSRs: 327,868</li> </ul>
Issue price per security	Nil
Percentage of total class of financial products issued	100%
Conversion price	<ul style="list-style-type: none"> <li>LTI (FY24) RSRs: Nil</li> <li>Retention RSRs: Nil</li> </ul>
Conversion dates and terms	<ul style="list-style-type: none"> <li>LTI (FY24) RSRs: 6 September 2026, conditional on the holder remaining an employee up to the relevant conversion date and meeting the prescribed performance hurdles</li> <li>Retention RSRs: 31 December 2024, conditional on the holder remaining an employee up to the conversion date</li> </ul>
Reason for issue and specific authority for issue	Pursuant to various long term incentivisation and retention arrangements, as approved by resolution of the SkyCity Entertainment Group Limited board
Total number of financial products of the class after the issue (excluding treasury stock) and total number of financial products of the class held as treasury stock after the issue	<ul style="list-style-type: none"> <li>LTI (FY24) RSRs: 385,849</li> <li>Retention RSRs: 327,868</li> </ul> <p>None held as treasury stock</p>

Specific authority for the issue, including reference to the rule pursuant to which the issue is made	Pursuant to NZX Listing Rule 4.6.1
Terms or details of the issue	<p>The LTI (FY24) RSRs are subject to the rules of the SkyCity Restricted Share Rights Long Term Incentive Plan (FY24).</p> <p>The LTI (FY24) RSRs have the following performance hurdles:</p> <ul style="list-style-type: none"> <li>the company's total shareholder return exceeds nil;</li> <li>in respect of 50% of the RSRs, a comparison of SkyCity's total shareholder return (<b>TSR</b>) over the restrictive period against the cost of equity for the SkyCity Group over the restrictive period as determined by the Board;</li> <li>for 25% of the RSRs, a comparison of SkyCity's TSR over the restrictive period against the TSR of each of the constituent entities of the NZX 50 index (as at the grant date, other than SkyCity) over the same period; and</li> <li>for 25% of the RSRs, a comparison of SkyCity's TSR over the restrictive period against the TSR of each of the constituent entities of the ASX200 index (as at the grant date, other than SkyCity) over the same period.</li> </ul> <p>The LTI (FY24) RSRs are also subject to "malus" and "clawback" provisions, as well as a general condition whereby the Board may exercise a discretion to adjust the number of LTI (FY24) RSRs which vest, including to reflect the company's performance or non-performance in meeting its regulatory, risk and compliance obligations.</p> <p>The Retention RSRs will only vest if the holder remains an employee up to their conversion date. There are no performance hurdles associated with vesting of the Retention RSRs.</p>
Date of issue	15 December 2023
<b>Section 3: Authority for this Announcement and Contact Person</b>	
Name of person authorised to make this announcement	Jo Wong General Counsel & Company Secretary
Contact person for this announcement	Jo Wong
Contact phone number	(09) 363 6143
Contact email address	jo.wong@skycity.co.nz
Date of release through MAP	15 December 2023



**Ongoing Disclosure Notice**  
**Disclosure of Directors and Senior Managers Relevant Interests**  
*Sections 297(2) and 298(2), Financial Markets Conduct Act 2013*

To NZX Limited; and
Name of listed issuer:
Date this disclosure made:
Date of last disclosure:

SkyCity Entertainment Group Limited
15/12/2023
27/09/2023

**Director or senior manager giving disclosure**

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

Michael Daniel Ahearne
SkyCity Entertainment Group Limited
N/A
Chief Executive Officer

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

Class of affected quoted financial products:
Nature of the affected relevant interest(s):
<b>For that relevant interest-</b>
Number held in class before acquisition or disposal:
Number held in class after acquisition or disposal:
Current registered holder(s):
Registered holder(s) once transfers are registered:

Ordinary Shares acquired pursuant to Long Term Incentive Plan (2020)
Directly Owned Ordinary Shares
Nil
11,619
Michael Daniel Ahearne
Michael Daniel Ahearne

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

Type of affected derivative:
Class of underlying financial products:
<b>Details of affected derivative-</b>
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative(if any):
The price specified in the terms of the derivative (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
<i>For that derivative,-</i>
Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:


**Details of transactions giving rise to acquisition or disposal**

Total number of transactions to which notice relates:
---

1
---

**Details of transactions requiring disclosure-**

Date of transaction:
Nature of transaction:
Name of any other party or parties to the transaction (if known):
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:


08/12/2023
Acquisition of Ordinary Shares following satisfaction of terms of Long Term Incentive Plan (2020)
SkyCity Entertainment Group Limited
Nil in accordance with the terms of the SkyCity Long Term Incentive Plan (2020)

Number of financial products to which the transaction related:	11,619
<i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i>	
Whether relevant interests were acquired or disposed of during a closed period:	Yes
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:	N/A
Date of the prior written clearance (if any):	N/A

**Summary of other relevant interests after acquisition or disposal:**

Class of quoted financial products:	(1) Ordinary Shares (2) CEO RSR Grant RSRs convertible to Ordinary Shares
Nature of relevant interest:	(1) Directly owned (2) Directly owned
<i>For that relevant interest,-</i>	
Number held in class:	(1) 440,851 (2) 3,947,368
Current registered holder(s):	(1) Michael Daniel Ahearne (2) Michael Daniel Ahearne
<i>For a derivative relevant interest,-</i>	
Type of derivative:	
<b>Details of derivative,-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative (if any):	
The price's specified terms (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
<i>For that derivative relevant interest,-</i>	
Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.	
Signature of director or officer:	
Date of signature:	
or	
Signature of person authorised to sign on behalf of director or officer:	
Date of signature:	15/12/2023
Name and title of authorised person:	Jo Wong, General Counsel and Company Secretary

**Notes**

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—  
(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or  
(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.



**Ongoing Disclosure Notice**  
**Disclosure of Directors and Senior Managers Relevant Interests**  
*Sections 297(2) and 298(2), Financial Markets Conduct Act 2013*

To NZX Limited; and
Name of listed issuer:
Date this disclosure made:
Date of last disclosure:

SkyCity Entertainment Group Limited
15/12/2023
27/09/2023

**Director or senior manager giving disclosure**

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

Joanna Lee Wong
SkyCity Entertainment Group Limited
N/A
General Counsel and Company Secretary

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

Class of affected quoted financial products:
Nature of the affected relevant interest(s):
<b>For that relevant interest-</b>
Number held in class before acquisition or disposal:
Number held in class after acquisition or disposal:
Current registered holder(s):
Registered holder(s) once transfers are registered:

(1) Ordinary Shares acquired pursuant to Long Term Incentive Plan (2020)
(2) Restricted Share Rights convertible to Ordinary Shares pursuant to Long Term Incentive Plan (2023 Allocation for FY24) ("LTI RSRs FY24")
(1) Directly Owned Ordinary Shares
(2) Power to acquire Ordinary Shares in accordance with the terms of the LTI RSRs FY24
(1) Nil
(2) Nil
(1) 5,347
(2) 47,856
(1) Joanna Lee Wong
(2) Joanna Lee Wong
(1) Joanna Lee Wong
(2) Joanna Lee Wong

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

Type of affected derivative:
Class of underlying financial products:
<b>Details of affected derivative-</b>
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative (if any):
The price specified in the terms of the derivative (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
<b>For that derivative,-</b>
Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:


**Details of transactions giving rise to acquisition or disposal**

Total number of transactions to which notice relates:
---

2
---

**Details of transactions requiring disclosure-**

Date of transaction:
Nature of transaction:
Name of any other party or parties to the transaction (if known):
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:
Number of financial products to which the transaction related:

(1) 08/12/2023
(2) 15/12/2023
(1) Acquisition of Ordinary Shares following satisfaction of terms of Long Term Incentive Plan (2020)
(2) Issue of LTI RSRs FY24 to acquire Ordinary Shares upon satisfaction of terms of Long Term Incentive Plan (FY24)
SkyCity Entertainment Group Limited
(1) Nil in accordance with the terms of the SkyCity Long Term Incentive Plan (2020)
(2) Nil in accordance with the terms of the SkyCity Long Term Incentive Plan (2023 Allocation for FY24)
(1) 5,347 Ordinary Shares
(2) 47,856 LTI RSRs FY24

*If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—*

Whether relevant interests were acquired or disposed of during a closed period:

Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:

Date of the prior written clearance (if any):

Yes

N/A

N/A

**Summary of other relevant interests after acquisition or disposal:**

Class of quoted financial products:

(1) Ordinary Shares  
(2) Ordinary Shares pursuant to Long Term Incentive Plan grant (2021 Allocation for FY22)  
(3) Restricted Share Rights convertible to Ordinary Shares pursuant to Performance Incentive Plan grants (FY22)  
(4) Restricted Share Rights convertible to Ordinary Shares pursuant to Long Term Incentive Plan (2022 Allocation for FY23)  
(5) Restricted Share Rights convertible to Ordinary Shares pursuant to Performance Incentive Plan grants (FY23)

Nature of relevant interest:

*For that relevant interest,-*

(1) Directly owned  
(2) Indirectly owned  
(3) Directly Owned  
(4) Directly Owned  
(5) Directly Owned

Number held in class:

(1) 121,531  
(2) 29,140  
(3) 7,806  
(4) 34,340  
(5) 34,838

Current registered holder(s):

*For a derivative relevant interest,-*

(1) Joanna Lee Wong  
(2) Public Trust  
(3) Joanna Lee Wong  
(4) Joanna Lee Wong  
(5) Joanna Lee Wong

Type of derivative:

**Details of derivative,-**

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):

A statement as to whether the derivative is cash settled or physically settled:

Maturity date of the derivative (if any):

Expiry date of the derivative (if any):

The price's specified terms (if any):

Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:

*For that derivative relevant interest,-*

Parties to the derivative:

If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Signature of director or officer:

Date of signature:

or

Signature of person authorised to sign on behalf of director or officer:



Date of signature:

15/12/2023

Name and title of authorised person:

Jo Wong, General Counsel and Company Secretary

**Notes**

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.

**Ongoing Disclosure Notice****Disclosure of Directors and Senior Managers Relevant Interests**  
*Sections 297(2) and 298(2), Financial Markets Conduct Act 2013*

To NZX Limited; and
Name of listed issuer:
Date this disclosure made:
Date of last disclosure:

SkyCity Entertainment Group Limited
15/12/2023
27/09/2023

**Director or senior manager giving disclosure**

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

Julie Gail Amey
SkyCity Entertainment Group Limited
N/A
Chief Financial Officer

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

Class of affected quoted financial products:	(1) Restricted Share Rights convertible to Ordinary Shares pursuant to Long Term Incentive Plan (2023 Allocation for FY24) ("LTI RSRs FY24") (2) Restricted Share Rights pursuant to Retention Plan ("Retention RSRs")
Nature of the affected relevant interest(s):	(1) Power to acquire Ordinary Shares in accordance with the terms of the LTI RSRs FY24 (2) Power to acquire Ordinary Shares in accordance with the terms of the Retention Plan
<b>For that relevant interest-</b>	
Number held in class before acquisition or disposal:	(1) Nil (2) Nil
Number held in class after acquisition or disposal:	(1) 61,468 (2) 327,868
Current registered holder(s):	(1) Julie Gail Amey (2) Julie Gail Amey
Registered holder(s) once transfers are registered:	(1) Julie Gail Amey (2) Julie Gail Amey

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

Type of affected derivative:	
Class of underlying financial products:	
<b>Details of affected derivative-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative (if any):	
The price specified in the terms of the derivative (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
<i>For that derivative,-</i>	
Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

**Details of transactions giving rise to acquisition or disposal**

Total number of transactions to which notice relates:	2
<b>Details of transactions requiring disclosure-</b>	
Date of transaction:	(1) 15/12/2023 (2) 15/12/2023
Nature of transaction:	(1) Issue of LTI RSRs FY24 to acquire Ordinary Shares upon satisfaction of terms of Long Term Incentive Plan (FY24) (2) Issue of Retention RSRs to acquire Ordinary Shares upon satisfaction of terms of Retention Plan
Name of any other party or parties to the transaction (if known):	SkyCity Entertainment Group Limited
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily by converted into a cash value, describe the consideration:	(1) Nil in accordance with the terms of the SkyCity Performance Incentive Plan (FY24) (2) Nil in accordance with the terms of the Retention Plan
Number of financial products to which the transaction related:	(1) 61,468 LTI RSRs FY24 (2) 327,868 Retention RSRs



<i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i>
Whether relevant interests were acquired or disposed of during a closed period:
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:
Date of the prior written clearance (if any):

Yes
N/A
N/A

**Summary of other relevant interests after acquisition or disposal:**

Class of quoted financial products:
Nature of relevant interest:

(1) Ordinary Shares (2) Ordinary Shares pursuant to Long Term Incentive Plan grant (FY21) (3) Restricted Share Rights convertible to Ordinary Shares pursuant to Performance Incentive Plan grants (FY22) (4) Restricted Share Rights convertible to Ordinary Shares pursuant to Long Term Incentive Plan (FY22) (5) Restricted Share Rights convertible to Ordinary Shares pursuant to Performance Incentive Plan grant FY23
(1) Directly Owned (2) Indirectly Owned (3) Directly Owned (4) Directly Owned (5) Directly Owned

For that relevant interest,-

Number held in class:
Current registered holder(s):


(1) 12,266 (2) 37,072 (3) 13,925 (4) 44,108 (5) 68,078
(1) Julie Gail Amey (2) Public Trust (3) Julie Gail Amey (4) Julie Gail Amey (5) Julie Gail Amey

For a derivative relevant interest,-

Type of derivative:
<b>Details of derivative,-</b>
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative (if any):
The price's specified terms (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
For that derivative relevant interest,-
Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:


**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.
Signature of director or officer:
Date of signature:
or
Signature of person authorised to sign on behalf of director or officer:
Date of signature:
Name and title of authorised person:


15/12/2023
Jo Wong, General Counsel and Company Secretary

**Notes**

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.




**Director or senior manager giving disclosure**

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

### Details of transactions giving rise to acquisition or disposal

**Summary of other relevant interests after acquisition or disposal:**

Class of quoted financial products:	(1) Ordinary Shares (2) Ordinary Shares pursuant to Long Term Incentive Plan grant (FY21) (3) Restricted Share Rights convertible to Ordinary Shares pursuant to Performance Incentive Plan grants (FY22) (4) Restricted Share Rights convertible to Ordinary Shares under Long Term Retention Plan (5) Restricted Share Rights Convertible to Ordinary Shares pursuant to Performance Incentive Plan FY23
Nature of relevant interest:	(1) Directly owned (2) Indirectly Owned (3) Directly Owned (4) Directly Owned (5) Directly Owned
For that relevant interest, -	
Number held in class:	(1) 122,833 (2) 33,983 (3) 11,982 (4) 675,676 (5) 89,924
Current registered holder(s):	(1) Callum James Mallett (2) Public Trust (3) Callum James Mallett (4) Callum James Mallett (5) Callum James Mallett
For a derivative relevant interest, -	
Type of derivative:	
<b>Details of derivative,-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative (if any):	
The price's specified terms (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
For that derivative relevant interest, -	
Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	
<b>Certification</b>	
I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.	
Signature of director or officer:	
Date of signature:	
or	
Signature of person authorised to sign on behalf of director or officer:	
Date of signature:	15/12/2023
Name and title of authorised person:	Jo Wong, General Counsel and Company Secretary

#### Notes

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.

**Ongoing Disclosure Notice****Disclosure of Directors and Senior Managers Relevant Interests**

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and	
Name of listed issuer:	SkyCity Entertainment Group Limited
Date this disclosure made:	15/12/2023
Date of last disclosure:	27/09/2023

**Director or senior manager giving disclosure**

Full name(s):	Simon Peter Jamieson
Name of listed issuer:	SkyCity Entertainment Group Limited
Name of related body corporate (if applicable):	N/A
Position held in listed issuer:	Group General Manager - New Zealand International Convention Centre (NZICC), Development and Tourism

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

Class of affected quoted financial products:	(1) Ordinary Shares acquired pursuant to Long Term Incentive Plan (2020) (2) Restricted Share Rights convertible to Ordinary Shares pursuant to Long Term Incentive Plan (2023 Allocation for FY24) ("LTI RSRs FY24")
Nature of the affected relevant interest(s):	(1) Directly Owned Ordinary Shares (2) Power to acquire Ordinary Shares in accordance with the terms of the LTI RSRs FY24
<b>For that relevant interest-</b>	
Number held in class before acquisition or disposal:	(1) Nil (2) Nil
Number held in class after acquisition or disposal:	(1) 5,751 (2) 50,481
Current registered holder(s):	(1) Public Trust (2) Simon Peter Jamieson
Registered holder(s) once transfers are registered:	(1) Simon Peter Jamieson (2) Simon Peter Jamieson

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

Type of affected derivative:	
Class of underlying financial products:	
<b>Details of affected derivative-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative (if any):	
The price specified in the terms of the derivative (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
<i>For that derivative, -</i>	
Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

**Details of transactions giving rise to acquisition or disposal**


Total number of transactions to which notice relates:	2
<b>Details of transactions requiring disclosure-</b>	
Date of transaction:	(1) 08/12/2023 (2) 15/12/2023
Nature of transaction:	(1) Acquisition of Ordinary Shares following satisfaction of terms of Long Term Incentive Plan (2020) (2) Issue of LTI RSRs FY24 to acquire Ordinary Shares upon satisfaction of terms of Long Term Incentive Plan (FY24)
Name of any other party or parties to the transaction (if known):	SkyCity Entertainment Group Limited
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily by converted into a cash value, describe the consideration:	(1) Nil in accordance with the terms of the SkyCity Long Term Incentive Plan (2020) (2) Nil in accordance with the terms of the SkyCity Long Term Incentive Plan (2023 Allocation for FY24)
Number of financial products to which the transaction related:	(1) 5,751 Ordinary Shares (2) 50,481 LTI RSRs FY24

If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—	
Whether relevant interests were acquired or disposed of during a closed period:	Yes
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:	N/A
Date of the prior written clearance (if any):	N/A

<b>Summary of other relevant interests after acquisition or disposal:</b>	
Class of quoted financial products:	(1) Ordinary Shares (2) Ordinary Shares pursuant to Long Term Incentive Plan grant (2021 Allocation for FY22) (3) Restricted Share Rights convertible to Ordinary Shares pursuant to Performance Incentive Plan grants (FY22) (4) Restricted Share Rights convertible to Ordinary Shares pursuant to Long Term Incentive Plan (2022 Allocation for FY23) (5) Restricted Share Rights convertible to Ordinary Shares pursuant to Performance Incentive Plan grants (FY23)
Nature of relevant interest:	(1) Directly owned (2) Indirectly owned (3) Directly Owned (4) Directly Owned (5) Directly Owned
For that relevant interest, -	
Number held in class:	(1) 233,836 (2) 31,342 (3) 6,388 (4) 36,224 (5) 37,098
Current registered holder(s):	(1) Simon Peter Jamieson (2) Public Trust (3) Simon Peter Jamieson (4) Simon Peter Jamieson (5) Simon Peter Jamieson
For a derivative relevant interest, -	
Type of derivative:	
<b>Details of derivative, -</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative (if any):	
The price's specified terms (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
For that derivative relevant interest, -	
Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

<b>Certification</b>	
I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.	
Signature of director or officer:	
Date of signature:	
or	
Signature of person authorised to sign on behalf of director or officer:	
Date of signature:	15/12/2023
Name and title of authorised person:	Jo Wong, General Counsel and Company Secretary

#### Notes

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.



**Director or senior manager giving disclosure**

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

### Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates:	1
<b>Details of transactions requiring disclosure-</b>	
Date of transaction:	15/12/2023
Nature of transaction:	Issue of LTI RSRs FY24 to acquire Ordinary Shares upon satisfaction of terms of Long Term Incentive Plan (FY24)
Name of any other party or parties to the transaction (if known):	SkyCity Entertainment Group Limited
The consideration, expressed in New Zealand dollars, paid or recieved for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:	Nil in accordance with the terms of the SkyCity Long Term Incentive Plan (FY24)
Number of financial products to which the transaction related:	57.076 LTI RSRs FY24

*If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—*

Whether relevant interests were acquired or disposed of during a closed period:  
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:  
Date of the prior written clearance (if any):

Yes  
N/A  
N/A

#### Summary of other relevant interests after acquisition or disposal:

Class of quoted financial products:  
Nature of relevant interest:  
*For that relevant interest,-*  
Number held in class:  
Current registered holder(s):  
*For a derivative relevant interest,-*  
Type of derivative:

N/A  
N/A  
N/A  
N/A  
N/A

#### Details of derivative,-

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):  
A statement as to whether the derivative is cash settled or physically settled:  
Maturity date of the derivative (if any):  
Expiry date of the derivative (if any):  
The price's specified terms (if any):  
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:  
*For that derivative relevant interest,-*  
Parties to the derivative:  
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

#### Certification


I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.  
Signature of director or officer:  
Date of signature:

or

Signature of person authorised to sign on behalf of director or officer:

Date of signature:

Name and title of authorised person:

  
15/12/2023  
Jo Wong, General Counsel and Company Secretary

#### Notes

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.



**Ongoing Disclosure Notice**  
**Disclosure of Directors and Senior Managers Relevant Interests**  
*Sections 297(2) and 298(2), Financial Markets Conduct Act 2013*

To NZX Limited; and
Name of listed issuer:
Date this disclosure made:
Date of last disclosure:

SkyCity Entertainment Group Limited
15/12/2023
N/A

**Director or senior manager giving disclosure**

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:

Shaun Philp
SkyCity Entertainment Group Limited
N/A
Chief People & Culture Officer

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

Class of affected quoted financial products:
Nature of the affected relevant interest(s):
<b>For that relevant interest-</b>
Number held in class before acquisition or disposal:
Number held in class after acquisition or disposal:
Current registered holder(s):
Registered holder(s) once transfers are registered:

Restricted Share Rights convertible to Ordinary Shares pursuant to Long Term Incentive Plan (2023 Allocation for FY24)
Power to acquire Ordinary Shares in accordance with the terms of the LTI RSRs FY24
Nil
42,929
Shaun Philp
Shaun Philp

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

Type of affected derivative:
Class of underlying financial products:
<b>Details of affected derivative-</b>
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative (if any):
The price specified in the terms of the derivative (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
<i>For that derivative, -</i>
Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:


**Details of transactions giving rise to acquisition or disposal**

Total number of transactions to which notice relates:
<b>Details of transactions requiring disclosure-</b>
Date of transaction:
Nature of transaction:
Name of any other party or parties to the transaction (if known):
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:
Number of financial products to which the transaction related:

1
15/12/2023
Issue of LTI RSRs FY24 to acquire Ordinary Shares upon satisfaction of terms of Long Term Incentive Plan (FY24)
SkyCity Entertainment Group Limited
Nil in accordance with the terms of the SkyCity Long Term Incentive Plan (FY24)
42,929 LTI RSRs FY24



*If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—*

Whether relevant interests were acquired or disposed of during a closed period:  
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:  
Date of the prior written clearance (if any):

Yes

N/A

N/A

#### Summary of other relevant interests after acquisition or disposal:

Class of quoted financial products:  
Nature of relevant interest:

N/A

N/A

*For that relevant interest,-*

Number held in class:  
Current registered holder(s):

N/A

N/A

*For a derivative relevant interest,-*

Type of derivative:

#### Details of derivative,-

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):

A statement as to whether the derivative is cash settled or physically settled:

Maturity date of the derivative (if any):

Expiry date of the derivative (if any):

The price's specified terms (if any):

Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:

*For that derivative relevant interest,-*

Parties to the derivative:

If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

#### Certification

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Signature of director or officer:


Date of signature:

or

Signature of person authorised to sign on behalf of director or officer:

Date of signature:

Name and title of authorised person:



15/12/2023

Jo Wong, General Counsel and Company Secretary

#### Notes

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.



**Ongoing Disclosure Notice**  
**Disclosure of Directors and Senior Managers Relevant Interests**  
*Sections 297(2) and 298(2), Financial Markets Conduct Act 2013*

To NZX Limited; and	
Name of listed issuer:	SkyCity Entertainment Group Limited
Date this disclosure made:	15/12/2023
Date of last disclosure:	27/09/2023

**Director or senior manager giving disclosure**

Full name(s):	Nirupa George
Name of listed issuer:	SkyCity Entertainment Group Limited
Name of related body corporate (if applicable):	N/A
Position held in listed issuer:	Chief Corporate Affairs Officer

**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

Class of affected quoted financial products:	Restricted Share Rights convertible to Ordinary Shares pursuant to Long Term Incentive Plan (2023 Allocation for FY24) ("LTI RSRs FY24")
Nature of the affected relevant interest(s):	Power to acquire Ordinary Shares in accordance with the terms of the LTI RSRs FY24
<b>For that relevant interest-</b>	
Number held in class before acquisition or disposal:	Nil
Number held in class after acquisition or disposal:	30,851
Current registered holder(s):	Nirupa George
Registered holder(s) once transfers are registered:	Nirupa George

**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

Type of affected derivative:	
Class of underlying financial products:	
<b>Details of affected derivative-</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative(if any):	
The price specified in the terms of the derivative (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
<i>For that derivative,-</i>	
Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

**Details of transactions giving rise to acquisition or disposal**

Total number of transactions to which notice relates:	1
<b>Details of transactions requiring disclosure-</b>	
Date of transaction:	15/12/2023
Nature of transaction:	Issue of LTI RSRs FY24 to acquire Ordinary Shares upon satisfaction of terms of Long Term Incentive Plan (FY24)
Name of any other party or parties to the transaction (if known):	SkyCity Entertainment Group Limited
The consideration, expressed in New Zealand dollars, paid or recieved for the acquisition or disposal. If the consideration was not in cash and cannot be readily by converted into a cash value, describe the consideration:	Nil in accordance with the terms of the SkyCity Long Term Incentive Plan (FY24)
Number of financial products to which the transaction related:	30,851 LTI RSRs FY24

<i>If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—</i>
Whether relevant interests were acquired or disposed of during a closed period:
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:
Date of the prior written clearance (if any):

Yes
N/A
N/A

**Summary of other relevant interests after acquisition or disposal:**


	(1) Ordinary Shares (2) Ordinary Shares pursuant to Long Term Incentive Plan grant (FY21) (3) Restricted Share Rights convertible to Ordinary Shares pursuant to Performance Incentive Plan grant (FY22) (4) Restricted Share Rights convertible to Ordinary Shares pursuant to Long Term Incentive Plan (FY22) (5) Restricted Share Rights convertible to Ordinary Shares pursuant to Performance Incentive Plan grant (FY23)
Class of quoted financial products:	
	(1) Directly Owned (2) Indirectly Owned (3) Directly Owned (4) Directly Owned (5) Directly Owned
Nature of relevant interest:	
<i>For that relevant interest, -</i>	
	(1) 3,792 (2) 19,153 (3) 3,792 (4) 22,138 (5) 20,758
Number held in class:	
	(1) Nirupa George (2) Public Trust (3) Nirupa George (4) Nirupa George (5) Nirupa George
Current registered holder(s):	

*For a derivative relevant interest, -*

Type of derivative:	
<b>Details of derivative, -</b>	
The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative (if any):	
The price's specified terms (if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	
<i>For that derivative relevant interest, -</i>	
Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.
Signature of director or officer:
Date of signature:
or
Signature of person authorised to sign on behalf of director or officer:
Date of signature:
Name and title of authorised person:


15/12/2023
Jo Wong, General Counsel and Company Secretary

**Notes**

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.