

**MARKET RELEASE****SkyCity Entertainment Group Limited**  
**(SKC.NZX/SKC.ASX)**

20 September 2024

**Notice of Annual Meeting – 2024 Annual Meeting**

Please find **attached** the following documents relating to SkyCity Entertainment Group Limited's (**SkyCity**) upcoming 2024 Annual Meeting, which will be sent to securityholders today:

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

SkyCity's 2024 Annual Meeting will be held at the SkyCity Theatre, Level 3, SkyCity Auckland, corner of Wellesley and Hobson Streets, Auckland, and online via Computershare's virtual meeting platform at <https://meetnow.global/nz>, on Thursday 31 October 2024 commencing at 11.00am (New Zealand time).

All SkyCity shareholders and bondholders are invited to attend the Annual Meeting. Instructions and further details on how to attend and participate in the Annual Meeting are set out in the Explanatory Notes in the Notice of Annual Meeting and the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz).

**Ends****For more information, please contact:**

| <b>Investors and Analysts</b>   | <b>Media</b>  |
|---|---|
| <b>Craig Brown</b><br>Head of Investor Relations & Corporate Development<br>Mobile: +64 27 470 6802<br>E-mail: <a href="mailto:craig.brown@skycity.co.nz">craig.brown@skycity.co.nz</a> | <b>Graeme Muir</b><br>GM Communications<br>Phone: +64 214 26 844<br>Email: <a href="mailto:graeme.muir@skycity.co.nz">graeme.muir@skycity.co.nz</a> |

This announcement has been authorised for release by:  
Jo Wong, General Counsel & Company Secretary

# 2024 Notice of Annual Meeting



ENTERTAINMENT GROUP



## Dear Shareholder and/or Bondholder

The 2024 Annual Meeting for SkyCity Entertainment Group Limited (**SkyCity**) will be a hybrid meeting. You can attend the Annual Meeting either:

- **in person** at the SkyCity Theatre, Level 3, SkyCity Auckland, corner of Wellesley and Hobson Streets, Auckland; or
- **online** via Computershare's virtual meeting platform using a computer, laptop, tablet or smartphone.

Instructions and further details on how to attend and participate in the Annual Meeting are set out in the Explanatory Notes in this Notice of Annual Meeting and the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz).

The SkyCity Board and management look forward to welcoming you to the 2024 Annual Meeting.

On behalf of the SkyCity Board

Jo Wong  
**Company Secretary**

20 September 2024

## Annual Meeting of Shareholders

**Date:** Thursday 31 October 2024

**Time:** 11.00am (New Zealand time)

**Venue:** SkyCity Theatre, Level 3, SkyCity Auckland, corner of Wellesley and Hobson Streets, Auckland  
Online at <https://meetnow.global/nz>

## Business and Agenda of the Meeting

- A. Address from the Chair of the SkyCity Board**
- B. Address from the Chief Executive Officer**
- C. Address from the Chair of the SkyCity Board Transformation Sub-Committee**
- D. Resolutions**

Shareholders will be asked to consider and, if thought appropriate, pass the following ordinary resolutions:

**1. To re-elect Julian Cook**

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

**2. To re-elect Chad Barton**

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

**3. To authorise the directors to fix the fees and expenses of the auditor of the company**

**E. General Business and Questions from Shareholders and Bondholders**

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

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 in this Notice of Meeting.



## Explanatory Notes

### Attending the Annual Meeting in Person

Shareholders and bondholders attending the Annual Meeting may park free of charge in the SkyCity Auckland Main Car Park.

Please take a ticket on entry into the car park and we will replace your ticket with a prepaid one at the Annual Meeting.

### Attending the Annual Meeting Virtually

Shareholders and bondholders who are unable to attend the Annual Meeting in person can attend and participate online via Computershare's virtual meeting platform using a computer, laptop, tablet or smartphone.

To attend virtually, go to <https://meetnow.global/nz> and follow the prompts under the 'SkyCity Entertainment Group Limited Annual Meeting' icon. Your browser will need to be compatible with the latest version of Chrome, Safari or Edge.

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

Shareholders and bondholders will be able to view the presentations on their selected devices. 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.

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



## 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 Thursday 24 October 2024 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 at [www.investorvote.co.nz](http://www.investorvote.co.nz) or (where applicable) by completing the proxy form accompanying this Notice of Annual Meeting.

A proxy appointment must be received by Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Private Bag 92119, Auckland 1142 by no later than 11.00am (New Zealand time) on Tuesday 29 October 2024.

If, in appointing your proxy, you do not name a person to be your proxy (either online or on the accompanying proxy 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, 2 or 3, the Chair will vote for that resolution.

## Recording

A recording of the Annual Meeting will be available on the company's website ([www.skycityentertainmentgroup.com](http://www.skycityentertainmentgroup.com)) following the Annual Meeting.



# Resolutions



## RESOLUTION 1

### Re-election of Julian Cook

Under NZX Listing Rule 2.7.1, a director must not hold office (without re-election) past the third annual meeting

following the director's appointment or three years, whichever is longer.

Julian Cook was appointed to the SkyCity Board in June 2021 and elected by shareholders in October 2021. Accordingly, he retires at the Annual Meeting and offers himself for re-election in accordance with NZX Listing Rule 2.7.1.

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

## SkyCity Board Committees

- Chair of the People and Culture Committee
- Chair of the Governance and Nominations Committee
- Member of the Audit Committee
- Member of the Risk and Compliance Committee
- Member of the Transformation Sub-Committee
- Non-executive director of the Board of SkyCity Adelaide Pty Limited

## Background

Julian was appointed to the SkyCity Board in June 2021 and as the Chair of the SkyCity Board in January 2022. He took on the role of Executive Chair between March and July 2024, with a core focus on debt refinancing, capital structure and resolving SkyCity's regulatory matters, pending the arrival of Jason Walbridge as Chief Executive Officer.

Julian was Chief Executive Officer of Summerset Group Holdings Limited from 2014 to March 2021 and, prior to becoming Chief Executive Officer, Summerset's Chief Financial Officer where he oversaw the company's transition to become a publicly listed company on the New Zealand and Australian stock exchanges. 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, Winton Land Limited and Deakin TopCo Pty Limited, and holds a Master of Finance from Victoria University and a Master of Science from the University of Waikato.





## RESOLUTION 2

### Re-election of Chad Barton

Chad Barton was appointed to the SkyCity Board in June 2021 and elected by shareholders in October 2021. Accordingly, he

retires at the Annual Meeting and offers himself for re-election in accordance with NZX Listing Rule 2.7.1.

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

### SkyCity Board Committees

- Chair of the Audit Committee
- Member of the People and Culture Committee
- Member of the Governance and Nominations Committee

### Background

Chad has over 25 years of senior executive experience with both global and local listed corporations. His extensive experience spans capital markets, finance, mergers, acquisitions, and property development across technology, entertainment, and services sectors.

In August 2024, Chad stepped down from his global role as Chief Operating Officer and Chief Financial Officer of Nuix Limited, following a highly successful transformation. Previously, Chad served as Chief Financial Officer at The Star Entertainment Group Limited, Salmat Limited and Electronic Data Systems (EDS) for Australia and New Zealand.

Chad founded and was the inaugural Chairperson of Women in Gaming & Hospitality Australasia, aiming to achieve gender equity and support the advancement of women in the gaming industry. He previously served on the Boards of NeuRA Foundation and Schizophrenia Research Institute.

Chad is a member of the Australian Institute of Company Directors and Chartered Accountants Australia and New Zealand, and holds a Bachelor of Business from the University of Technology, Sydney.

## RESOLUTION 3

### Remuneration of Auditor

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically re-appointed at an annual meeting of shareholders of the company unless there is a resolution or other reason for the auditor not to be re-appointed. The company wishes PricewaterhouseCoopers to continue as the company's auditor, and PricewaterhouseCoopers has indicated its willingness to do so. Accordingly, PricewaterhouseCoopers will automatically be re-appointed as the auditor of the company at the Annual Meeting.

Section 207S of the Companies Act 1993 provides that the fees and expenses of the company's auditor are to be fixed by the company at the annual meeting or in the manner that the company determines at the annual meeting. The SkyCity Board proposes that, consistent with commercial and past practice, the auditor's fees should be fixed by the directors.





[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

## FOR ALL ENQUIRIES



+64 9 488 8777



[corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

## PROXY/VOTING FORM FOR THE 2024 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: 104135

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 11.00am (New Zealand time) on Tuesday 29 October 2024.**

## HYBRID MEETING

The 2024 Annual Meeting of SkyCity Entertainment Group Limited will be a hybrid meeting, which means that you can attend either in person or via an online platform.

Instructions and further details on how to attend and participate in the Annual Meeting are set out in the Explanatory Notes in the 2024 Notice of Annual Meeting and the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz).

### Attending the Meeting In Person

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

### 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 11.00am (New Zealand time) on Tuesday 29 October 2024.

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, 2 or 3, the Chairperson will vote for that resolution.

### Signing Instructions if you are Completing this Form

#### INDIVIDUAL

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

#### JOINT HOLDING

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

#### POWER OF ATTORNEY

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

#### COMPANIES

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

### Comments & Questions

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

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

**PROXY/CORPORATE REPRESENTATIVE FORM**CSN/Securityholder Number:  
Number of Shares:**STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF**

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

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

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

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

as my/our proxy to attend and vote for me/us on my/our behalf in accordance with the following directions at the Annual Meeting of SkyCity Entertainment Group Limited to be held in the SkyCity Theatre, Level 3, SkyCity Auckland, corner of Wellesley and Hobson Streets, Auckland, and via an online platform on Thursday 31 October 2024 commencing at 11.00am (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 Julian Cook

Item 2 To re-elect Chad Barton

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

| For                      | Against                  | Proxy Discretion         | Abstain                  |
|--------------------------|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <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).

**ATTENDANCE SLIP**CSN/Securityholder Number:  
Number of Shares:

Annual Meeting of SkyCity Entertainment Group Limited to be held in the SkyCity Theatre, Level 3, SkyCity Auckland, corner of Wellesley and Hobson Streets, Auckland, on Thursday 31 October 2024 at 11.00am (New Zealand time).