



Notice of Meeting

Notice is hereby given that the Annual Meeting of Shareholders of Skellerup Holdings Limited (the "Company") will be held in the South Stand at Eden Park, Reimers Avenue, Auckland, and online at <https://meetnow.global/nz>, on Wednesday, 25 October 2023 commencing at 2.30pm.

Business

- A. Chair's Address
- B. Chief Executive Officer's Address
- C. Financial Statements and Reports
- D. Resolutions
 1. That David Cushing, who retires and being eligible, offers himself for re-election, be re-elected as a director of the Company.
 2. That Paul Shearer, who retires and being eligible, offers himself for re-election, be re-elected as a director of the Company.
 3. To authorise the Directors to fix the remuneration of the auditors for the ensuing year.
- E. Other Business

Entitlement to Vote

The persons who will be entitled to vote on the resolutions at the meeting are those persons who will be the shareholders of the Company at 5.00pm on Monday, 23 October 2023.

Attending the Meeting

The Company is holding a hybrid Annual Meeting. Shareholders can attend either in person or online at <https://meetnow.global/nz> or appoint a proxy to attend on their behalf.

Shareholders joining online will be able to watch the Annual Meeting, vote and ask questions using a smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information.

Shareholders who are not able to attend, in person or online, and who do not wish to appoint a proxy may cast an online or postal vote before the meeting. Please review the enclosed Voting/Proxy Form for instructions on how to vote online.

Appointing a Proxy

Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy instead to attend, in person or online, and vote on their behalf.

A proxy need not be a shareholder of the Company. The Chair of the Company is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. The Chair intends to vote any undirected proxies in favour of the resolutions.

If you wish to appoint a proxy, please review the enclosed Voting/Proxy Form which provides information on how to make this appointment.

For your vote or proxy appointment to be effective, it must be received by 3.00pm on Monday 23 October 2023 (being not less than 48 hours before the time of holding the meeting). Graham Leaming, CFO, has been authorised by the Board to receive and count postal and online votes at the meeting.

Resolutions 1 to 3 are ordinary resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting.

Explanatory Notes

Resolution 1 & 2: Re-election of Directors

The NZX Listing Rules prohibit a director from holding office (without re-election) for longer than 3 years or 3 annual meetings, whichever is longer. If a director is eligible, he or she may offer himself or herself for re-election by shareholders at the meeting.

The NZX Listing Rules require the Board to identify which directors it determines to be Independent Directors having regard to factors described in the NZX Corporate Governance Code (the "NZX Code").

The NZX Code states the materiality of any interest, position, association, or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and to represent the interests of its shareholders generally. It is noted that some advisers who provide voting advice to institutional shareholders assess the independence of directors differently to the NZX Code and therefore reach different conclusions on the independence of directors.

David Cushing

David was appointed to the Skellerup Holdings Board in August 2017.

David is Executive Chairman of Rural Equities Limited and Managing Director of private investment company H&G Limited.

David is a former investment banker with over 25 years' experience as a director of listed companies. David has expertise across a broad range of industries having previously been a director of Fruitfed Supplies Limited, Williams & Kettle Limited, Tourism Holdings Limited, Acurity Health Group Limited, PGG Wrightson Limited, Red Steel Limited, Webster Limited and NPT Limited.

David is a member of the Audit, Health and Safety, Remuneration and Nomination Committees.

For the purposes of the NZX Listing Rules, the Board has determined that David Cushing is an independent director.

Paul Shearer

Paul was appointed to the Skellerup Holdings Board in August 2020.

Paul is Senior Vice President – Sales and Marketing for Fisher & Paykel Healthcare. Paul has global business experience spanning thirty years with proven success growing international markets and leading multi-disciplinary teams across 50 countries.

Paul is a member of the Health & Safety, Sustainability and Remuneration Committees.

For the purposes of the NZX Listing Rules, the Board has determined that Paul Shearer is an independent director.

Resolution 3: Remuneration of Auditors

The current auditors of the Company, Ernst & Young, will be automatically reappointed as the Company's auditor under section 207T of the Companies Act 1993. Under section 207S of the Companies Act 1993 auditors' fees and expenses must be fixed in the manner determined at the meeting. Shareholder approval is therefore sought for the Board to fix Ernst & Young's remuneration for the following year.

For and on behalf of the Board



John Strowger

Chair
Skellerup Holdings Ltd
Auckland

01 September 2023