



ENTERTAINMENT GROUP

Notice of Annual Meeting
2025

Dear Shareholder and/or Bondholder

The 2025 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.

The SkyCity Board and management look forward to welcoming you to the 2025 Annual Meeting.

On behalf of the SkyCity Board



PHIL LEIGHTLEY
Company Secretary

30 September 2025

ANNUAL MEETING OF SHAREHOLDERS

Date: Friday 31 October 2025

Time: 10.00am (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. Resolutions

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

1. To re-elect Kate Hughes

Kate Hughes retires from office at the Annual Meeting and, being eligible, offers herself for re-election

2. To re-elect Glenn Davis

Glenn Davis 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

D. 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/hz> 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 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 Wednesday 29 October 2025 and respond to them at the Annual Meeting. This means that not every question submitted will be answered individually and some questions may be covered in the Chair's address or Chief Executive Officer's address.

VOTING

Voting at the Annual Meeting will be, as has been the practice in the past, by way of poll.

Results of voting will be posted on the company's website (www.skycityentertainmentgroup.com) and the NZX and ASX following the conclusion of the Annual Meeting and finalisation of the voting results.

PROXIES

All shareholders are entitled to attend and vote at the Annual Meeting or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. Shareholders can still attend the meeting even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).

Shareholders who wish to vote by appointing a proxy to vote on their behalf may direct their proxy to vote for or against a resolution, to abstain from voting or to exercise their discretion as to how to vote. Please note that your proxy will not be able to vote at the Annual Meeting unless you have provided a voting direction or discretion.

A proxy need not be a shareholder and may be appointed online at 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 10.00am (New Zealand time) on Wednesday 29 October 2025.

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 resolution 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) following the Annual Meeting.



Resolutions



RESOLUTION 1

Re-election of Kate Hughes

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.

Kate Hughes was appointed to the SkyCity Board in September 2022 and elected by shareholders in October 2022. Accordingly, she retires at the Annual Meeting and offers herself for re-election in accordance with NZX Listing Rule 2.7.1.

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

SKYCITY BOARD COMMITTEES

- Chair of the Risk and Compliance Committee
- Member of the Governance and Nominations Committee
- Member of the Audit Committee
- Member of the Transformation Sub-Committee

BACKGROUND

Kate is an experienced non-executive director, holding board and committee roles across a diverse portfolio.

Kate is currently on the Boards of the Australian Maritime Safety Authority, SuniTAFE and Lower Murray Water. She is also the Chair of ClinicTech and chairs the Audit and Risk Committees for the Victorian Department of Health and the Australian Prudential Regulation Authority.

Prior to embarking on a governance career, Kate held executive roles in risk management, governance, and compliance across various sectors, including financial services, agribusiness, fast moving consumer goods, telecommunications, and tertiary education. Her private sector experience is complemented by regulatory experience at the Australian Securities and Investments Commission and NSW Treasury.

Kate holds tertiary qualifications in commerce, applied finance and occupational health and safety, and is a graduate of the Australian Institute of Company Directors.





RESOLUTION 2

Re-election of Glenn Davis

Glenn Davis was appointed to the SkyCity Board in 2022 and elected by shareholders in October 2022. 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 Glenn to be an independent director and unanimously recommends that shareholders vote in favour of his re-election.

SKYCITY BOARD COMMITTEES

- Member of the Risk and Compliance Committee
- Member of the Governance and Nominations Committee
- Member of the Transformation Sub-Committee
- Non-executive director and Chair of the SkyCity Adelaide Board

BACKGROUND

Glenn has practised as a solicitor in corporate and risk throughout Australia for over 35 years with expertise and experience in the execution of large transactions, risk management and in corporate activity regulated by the Australian Corporations Act and ASX.

Glenn has extensive board experience across the public, private, family and government sectors. Upon stepping down from the Board of Adrad Holdings Limited in September 2025, Glenn holds three directorships, allowing him to devote sufficient time to his role on the Board of SkyCity. As well as being a SkyCity director, Glenn is also currently a director of ASX-listed entities Elders Limited (as Chair from 1 November 2025), and iTech Minerals Limited (as Chair). He has broad board experience over many years in the manufacturing, resources, retail, property, seafood, and primary production industries.

Glenn holds tertiary qualifications in law and economics and is a fellow of the Australian Institute of Company Directors.

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.





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