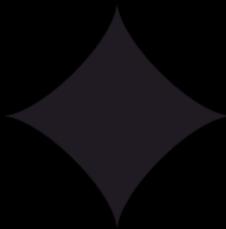




2019
Notice of Annual
Meeting





Dear Shareholder and/or Bondholder

The SkyCity Board is pleased to invite you to the 2019 Annual Meeting of SkyCity Entertainment Group Limited to be held on:

Date and Time: Friday 18 October 2019
commencing at 10.00am
(New Zealand time)

Location: SkyCity Theatre, Level 3,
SkyCity Auckland, Corner of
Wellesley and Hobson Streets,
Auckland

The SkyCity Board and management look forward to seeing you at the Annual Meeting.

Business and Agenda of the Meeting

A. Chair's Address

B. Chief Executive Officer's Address

C. Board Committee Chairs' Addresses

D. 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

E. Resolutions

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

1. Alteration of the Constitution *(as a special resolution in accordance with section 32 of the Companies Act 1993)*

That, the existing constitution of the company be altered, in accordance with the amendments tabled at the meeting and signed by the Company Secretary for the purpose of identification, with effect from the close of the Annual Meeting

2. Auditor's Fees and Expenses *(as an ordinary resolution in accordance with section 207S(a) of the Companies Act 1993)*

That the directors be authorised to fix the fees and expenses of PricewaterhouseCoopers, as auditor of the company, for the ensuing year

Further information relating to the resolutions is set out in the Explanatory Notes accompanying this Notice of Meeting.

On behalf of the SkyCity Board

Jo Wong
Company Secretary

17 September 2019



Explanatory Notes

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 11 October 2019 and respond to them at the Annual Meeting. This means that not every question will be answered individually and some questions may be covered in the Chair's Address or Chief Executive Officer's address.

Car Parking at SkyCity Auckland

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.

Attendance

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. The appointment of a proxy or representative does not preclude a shareholder from attending and voting at the Annual Meeting in place of the proxy or representative.

Bondholders who are not also shareholders are invited to attend the Annual Meeting, but are not entitled to vote on the resolutions.

For those shareholders attending the Annual Meeting, please bring the combined attendance card, proxy form and voting paper with you to assist with your registration and for voting purposes. Bondholders who are not also shareholders have not been sent this document, as only shareholders (or the proxies or corporative representatives of shareholders) are entitled to vote on the resolutions which are included

on the agenda for the Annual Meeting. Bondholders are nonetheless invited to attend the Annual Meeting.

Voting

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

Pursuant to section 105(2) of the Companies Act 1993, an ordinary resolution means a resolution passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

Pursuant to section 2(1) of the Companies Act 1993, a special resolution means a resolution approved by a majority of 75% of the votes of those shareholders entitled to vote and voting on the resolution.

Proxies

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 to them.

A proxy need not be a shareholder and may be appointed online or by completing the form accompanying this Notice of Annual Meeting. The appointment must be lodged online at www.investorvote.co.nz or, if you complete the accompanying form, either sent by fax to +64 9 488 8787 or sent by mail to Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Private Bag 92119, Auckland 1142 and be received by no later than 10.00am (New Zealand time) on Wednesday 16 October 2019.

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 resolution 1 or 2, the Chair will vote for that resolution.

Live Broadcast

A live recording of the Annual Meeting will be broadcast on the company's website at www.skycityentertainmentgroup.com commencing at 10.00am (New Zealand time) on Friday 18 October 2019. A test page is currently available on our website so that you can visit prior to the Annual Meeting and ensure that you will be able to view and hear the broadcast.

The recording will also be available on the company's website following the Annual Meeting.

Results of voting will also be posted on the company's website following the conclusion of the Annual Meeting and finalisation of the voting results.

Resolution 1

Alteration of Constitution

Background

On 1 January 2019, NZX Limited introduced new NZX Listing Rules ("New Listing Rules"). A copy of the New Listing Rules is available at www.nzx.com.

All NZX listed companies were required to transition to the New Listing Rules on or before 1 July 2019. SkyCity transitioned to the New Listing Rules on 1 March 2019.

To comply with the New Listing Rules, SkyCity must alter its constitution. In this regard, an amended constitution has been prepared and a copy, marked to show the changes from the existing constitution, is available on SkyCity's website at www.skycityentertainmentgroup.com/investor-centre/financial-information/reports-presentations/2019 or by request from the Company Secretary at jo.wong@skycity.co.nz.

Accordingly, shareholders are being asked to resolve that SkyCity's existing constitution be altered with effect from the close of the Annual Meeting.

Existing Constitution

The company's existing constitution was adopted at the 2006 SkyCity Annual Meeting and sets out a number of NZX Listing Rules in full, including some NZX Listing Rules which have now been amended. This means that there are a number of inconsistencies between the New Listing Rules and the company's constitution.

Accordingly, it is proposed to alter the company's constitution in order to make it consistent with the New Listing Rules and move to a "short form" constitution, which incorporates the relevant New Listing Rules by reference (as listed companies are permitted to do) rather than set out in full the text of the various New Listing Rules.

This does not in itself change the obligations of SkyCity under the New Listing Rules as the current constitution includes provisions whereby the constitution is automatically amended to reflect changes to the NZX Listing Rules. However, by moving to a "short form" constitution SkyCity will minimise the risk that such inconsistencies arise in the future. SkyCity considers that this will be a preferable outcome for shareholders.

Special Resolution Required

To alter the new constitution, a special resolution of shareholders is required under the Companies Act 1993.

Overview of Changes

A summary of the significant changes to the constitution is set out on the following pages.

Unless expressly stated otherwise, references to clause numbers in this section are references to clause numbers in the constitution as proposed to be altered.

- **Methods of holding meetings:** Changes have been made to provide more up-to-date wording and flexibility to enable director and shareholder meetings to be held by electronic means.
- **Notice of meeting:** Changes have been made to align the requirements set out in the constitution for a notice of shareholder meeting with recent changes made to the Companies Act 1993, and for consistency with current market practice.
- **Voting at meetings of shareholders:** The New Listing Rules require that all voting at shareholders' meetings must be conducted by way of a poll. This has been reflected (where required) in paragraph 6.1 of schedule 1 to the new constitution.

A number of amendments have also been made to the remainder of paragraph 6 of schedule 1 to the new constitution to reflect changes in law which provide greater flexibility around audio-visual meetings and voting and participation of shareholders by electronic means.

- **Proxies:** Amendments have been made to reflect current market practice relating to appointment of proxies by electronic means and to reflect changes to the language used in the New Listing Rules. The changes do not affect the right to appoint a proxy.

The new constitution has also been updated to reflect changes to the Companies Act 1993 which relate to the lodgement of proxies.

- **Directors:** The rules requiring regular retirement and re-election of directors have been changed as follows:
 - ◊ Under the previous Listing Rules, one third of the directors, or the number nearest to one third, were required to retire at the annual meeting each year, but were eligible for re-election at that annual meeting. The directors to retire were those who had been longest in office.

- ◊ Under the New Listing Rules, a director may not hold office, without being re-elected, past the third annual meeting after his or her appointment or re-election, or for three years, whichever is the longer.
- ◊ The previous Listing Rules provided that executive directors were not required to retire by rotation. That exception has been removed. The requirement that the term of appointment of an executive director not exceed five years has also been removed.

The constitution has been altered to reflect these changes made by the New Listing Rules.

- **Alternate directors:** The constitution has been altered to remove the ability for directors to appoint an alternate director.
- **Payment of dividends:** The constitution has been amended to remove the ability for dividends to be paid by way of cheque. Dividends will be paid by automatic payment only.
- **New Listing Rules incorporated by reference:** A number of the New Listing Rules are not expressly set out in the new constitution (including in respect of issues of new equity securities, buy backs and redemptions of equity securities, financial assistance, major transactions and related party transactions), but are instead incorporated into the constitution by reference. SkyCity will accordingly still be subject to these rules, in accordance with the New Listing Rules.
- **Removal of clauses no longer required to be incorporated:** A number of clauses have been removed from the constitution where they are no longer required by the New Listing Rules to be set out in the constitution. Where applicable, the equivalent provisions of the New Listing Rules are incorporated by reference into the new constitution – see the discussion above.



- **Other changes:** Changes to the definitions in the constitution, various other less significant wording changes (which do not impact on their purpose or effect) and the inclusion of new provisions relating to transmission of shares, liquidation and processes around holding board meetings have been made to reflect the provisions of the New Listing Rules, to reflect changes to legislation or to generally modernise the constitution (particularly regarding electronic communications).

General

If any of the provisions of the updated constitution are inconsistent with the New Listing Rules (as amended by any waiver or ruling granted to SkyCity), the New Listing Rules will prevail.

The proposed alterations to SkyCity's constitution do not impose or remove a restriction on the activities of SkyCity, or the rights attached to shares in SkyCity. As such, no rights arise under section 110 of the Companies Act 1993.

As required by New Listing Rule 2.19.1, Bell Gully has provided an opinion to NZX Limited that it considers that the proposed new constitution complies with the New Listing Rules (as amended by a revised waiver and ruling granted to SkyCity in respect of the New Listing Rules).

Board Recommendation

The Board unanimously recommends shareholders vote in favour of altering the current constitution.

Resolution 2

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.

sky CITY

skycityentertainmentgroup.com



FSC® C015259

