



**2021**  
**Notice of  
Annual Meeting**

**Dear Shareholder and/or Bondholder**

The SkyCity Board invites you to attend the 2021 Annual Meeting of SkyCity Entertainment Group Limited.

Given the ongoing impacts of the COVID-19 pandemic, this year's Annual Meeting will be held virtually via an online platform on **Friday 29 October 2021 commencing at 1.00pm** (New Zealand time).

Instructions and further details on how to participate in the virtual Annual Meeting are set out in the Explanatory Notes in this Notice of Annual Meeting and the accompanying Virtual Meeting Guide.

The SkyCity Board and management look forward to welcoming you to the 2021 Annual Meeting.

On behalf of the SkyCity Board



Jo Wong  
**Company Secretary**

27 September 2021



## Explanatory Notes

### Virtual Meeting

All shareholders and bondholders will have the opportunity to attend the Annual Meeting online through the Computershare Meeting Platform using a computer, laptop, tablet or smartphone – simply visit <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, Edge or Firefox.

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

Shareholders and bondholders will be able to view the presentations on their selected devices. Audio will stream through your selected device, so please ensure that the volume control on your headphones or device is turned up. Instructions on how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide.

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.

Shareholders will still be able to appoint a proxy to vote for them, as they otherwise would, by following the instructions on the proxy form and in this Notice of Annual Meeting.

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.

### Annual Meeting of Shareholders

Friday 29 October 2021 commencing at 1.00pm (New Zealand time)

### Business and Agenda of the Meeting

#### A. Chair's Address

#### B. Chief Executive Officer's Address

#### C. 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

#### D. Resolutions

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

##### 1. To elect Silvana Schenone

Silvana Schenone retires from office at the Annual Meeting and, being eligible, offers herself for election

##### 2. To elect Julian Cook

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

##### 3. To elect Chad Barton

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

##### 4. To authorise the directors to fix the fees and expenses of the auditor of the company

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 accompanying this Notice of Annual Meeting.

### 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 22 October 2021 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 or by completing the proxy form accompanying this Notice of Annual Meeting. A proxy appointment must be made online at [www.investorvote.co.nz](http://www.investorvote.co.nz) or, if you complete the accompanying form, received by Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Private Bag 92119, Auckland 1142 by no later than 1.00pm (New Zealand time) on Wednesday 27 October 2021.

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 any of resolutions 1 to 4, the Chairman 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

#### Election of Silvana Schenone

Silvana Schenone was appointed to the Board by directors in June 2021. She retires at the Annual Meeting and offers herself for election in accordance with NZX Listing Rule 2.7.1.



Silvana is a member of each of the People and Culture Committee, Sustainability Committee and Governance and Nominations Committee.

Silvana is a corporate partner at MinterEllisonRuddWatts in Auckland where she leads the firm's Corporate division. She has extensive expertise in mergers and acquisitions, private equity investments, takeovers, scheme of arrangements, capital raisings and corporate governance matters. Silvana is recognised internationally for her commercial acumen and negotiation skills, and is a thought leader on corporate governance issues.

Committed to championing greater diversity, Silvana is a founding member of OnBeingBold. She is also a Board member of the New Zealand Takeovers Panel and holds a Master of Laws from Harvard University. Prior to joining MinterEllisonRuddWatts in 2007, Silvana was a corporate lawyer at Sullivan & Cromwell LLP in New York and prior to that at Cariola Diez Perez-Cotapos in Chile.

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

### RESOLUTION 2

#### Election of Julian Cook

Julian Cook was appointed to the Board by directors in June 2021. He retires at the Annual Meeting and offers himself for election in accordance with NZX Listing Rule 2.7.1.



Julian is a member of each of the Audit and Risk Committee, People and Culture Committee and Governance and Nominations Committee.

Julian is the former Chief Executive Officer of Summerset Group Holdings Limited. Prior to becoming Chief Executive Officer in 2014, he was Summerset's Chief Financial Officer where he oversaw the company's transition to become a publicly listed company on the NZX and ASX. 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 and holds a Master of Finance from Victoria University and a Master of Science from the University of Waikato.

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

### RESOLUTION 3 Election of Chad Barton

Chad Barton was appointed to the Board by directors in June 2021. He retires at the Annual Meeting and offers himself for election in accordance with NZX Listing Rule 2.7.1.



Chad is a member of each of the Audit and Risk Committee, People and Culture Committee and Governance and Nominations Committee.

Chad has extensive experience across finance, capital markets, mergers, acquisitions and property development. He is currently the Interim Chief Financial Officer of Nuix Limited, an ASX-listed global software company, and was the Chief Financial Officer of ASX-listed companies The Star Entertainment Group Limited from 2014 to 2019 and Salmat Limited from 2009 to 2014. Prior to this, he was Chief Financial Officer of the Australia and New Zealand business of Electronic Data Systems from 2006 to 2009.

Chad, as founding Chairperson, established Women in Gaming & Hospitality Australasia to achieve gender equity and support the development and success of women in the gaming industry. He is currently a director of NeuRA (Neuroscience Research Australia) Foundation and a member of the Australian Institute of Company Directors and Chartered Accountants ANZ and holds a Bachelor of Business from the University of Technology in Sydney.

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

### RESOLUTION 4 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.

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