

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.

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 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) 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 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) 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.





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