



2022 Notice of
Annual Meeting

Dear Shareholder and/or Bondholder

The SkyCity Board invites you to participate in the 2022 Annual Meeting of SkyCity Entertainment Group Limited.

This year's Annual Meeting will be held virtually via an online platform on **Friday 28 October 2022 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 Virtual Meeting Guide available at www.computershare.com/vm-guide-nz.

The SkyCity Board and management look forward to welcoming you to the 2022 Annual Meeting.

On behalf of the SkyCity Board



Jo Wong
Company Secretary

23 September 2022

Explanatory Notes

Annual Meeting of Shareholders

Friday 28 October 2022 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 Kate Hughes

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

2. To elect Glenn Davis

Glenn Davis retires from office at the Annual Meeting and, being eligible, offers himself for election

3. 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 Meeting.

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 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 (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 Virtual Meeting Guide available at www.computershare.com/vm-guide-nz.

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.

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 21 October 2022 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 or by completing the proxy form accompanying this Notice of Annual Meeting. A proxy appointment must be made online at 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 26 October 2022.

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 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

Election of Kate Hughes

Kate Hughes was appointed to the Board by directors in September 2022. She retires at the Annual Meeting and offers herself for election in accordance with NZX Listing Rule 2.7.1.



Kate is the Chair of the Risk and Compliance Committee and a member of the Governance and Nominations Committee.

Kate is an experienced non-executive director, holding board and committee roles across a diverse portfolio, including the Victorian Department of Health, SuniTAFE and Lower Murray Water. She also holds committee roles with two Commonwealth regulators, Comcare Authority 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.

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

RESOLUTION 2

Election of Glenn Davis

Glenn Davis was appointed to the Board by directors in September 2022. He retires at the Annual Meeting and offers himself for election in accordance with NZX Listing Rule 2.7.1.



Glenn is a member of the Governance and Nominations Committee and a non-executive director and Chair of SkyCity's Australian subsidiary, SkyCity Adelaide Pty Limited.

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 the ASX.

Glenn has extensive board experience across the public, private, family and government sectors. He is currently the Chair of ASX-listed companies Beach Energy Limited and iTech Minerals Limited. He is also chair of a number of large private companies with 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.

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

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. 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 in such a manner as the company determines at each 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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