

NOTICE OF ANNUAL MEETING

20 OCTOBER 2017





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The 2017 Annual Meeting of shareholders will be held on Friday 20 October 2017 commencing at 10.00am (New Zealand time) in the SKYCITY Theatre, Level 3, SKYCITY Auckland, Corner of Wellesley and Hobson Streets, Auckland.

AGENDA

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

- 1. TO ELECT JENNIFER OWEN**
Jennifer Owen retires from office at the Annual Meeting and, being eligible, offers herself for election.
- 2. TO ELECT MURRAY JORDAN**
Murray Jordan retires from office at the Annual Meeting and, being eligible, offers himself for election.
- 3. TO ELECT ROB CAMPBELL**
Rob Campbell retires from office at the Annual Meeting and, being eligible, offers himself for election.
- 4. TO RE-ELECT SUE SUCKLING**
Sue Suckling retires from office at the Annual Meeting and, being eligible, offers herself for re-election.
- 5. TO RE-ELECT BRENT HARMAN**
Brent Harman retires from office at the Annual Meeting and, being eligible, offers himself for re-election.
- 6. TO AUTHORISE THE DIRECTORS TO FIX THE FEES AND EXPENSES OF THE AUDITOR OF THE COMPANY**

All items of business are ordinary resolutions and required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

EXPLANATORY NOTES

Explanatory Notes on the directors offering themselves for election and re-election and the fixing of the auditor's fees and expenses are attached to and form part of this Notice of 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.

PROXIES

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, 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 18 October 2017. 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 Chairman of the Annual Meeting will be your proxy and may only vote in accordance with your express direction.

You may appoint the Chairman of the Annual Meeting as your proxy. If you appoint the Chairman as proxy and have marked the 'proxy discretion' box in relation to any of resolutions 1 to 6, the Chairman will vote for that resolution.

Please note that your proxy will not be able to vote at the Annual Meeting unless you have provided a voting direction or discretion.



JO WONG

COMPANY SECRETARY

Auckland, New Zealand

18 September 2017



LETTER FROM THE CHAIRMAN

DEAR SHAREHOLDER AND/OR BONDHOLDER

I am pleased to invite you to the 2017 Annual Meeting of SKYCITY Entertainment Group Limited.

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 our car park and we will replace your ticket with a prepaid one at the Annual Meeting.

SKYCITY's Chief Executive Officer, Graeme Stephens, and I will summarise SKYCITY's performance during the financial year ended 30 June 2017 and provide an update on current trading. Shareholders and bondholders will then be invited to ask questions relating to the operations and management of the business before we move to the resolutions as set out in the agenda.

Agenda items for the Annual Meeting relate to the election and re-election of directors and authorisation for directors to fix the fees and expenses of the external auditor. Jennifer Owen, Murray Jordan and Rob Campbell are standing for election, and Sue Suckling and Brent Harman are standing for re-election, as directors at the Annual Meeting. The board has determined that each of them is independent and eligible for election and unanimously endorses their election and re-election. Brief biographical notes for each of these directors are included in the accompanying Explanatory Notes. The board recommends shareholders vote in favour of all resolutions.

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). We will aggregate the main themes of the questions received by 5.00pm (New Zealand time) on Friday 13 October 2017 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 Chief Executive Officer's address or my address.

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

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, but are nonetheless invited to attend the Annual Meeting.

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.

Shareholders not intending to attend the Annual Meeting are requested to appoint their proxy online or complete and lodge the form accompanying this Notice of Meeting (stating their voting instructions) and return it so that it is received by Computershare Investor Services Limited by no later than 10.00am (New Zealand time) on Wednesday 18 October 2017, being 48 hours prior to the Annual Meeting.

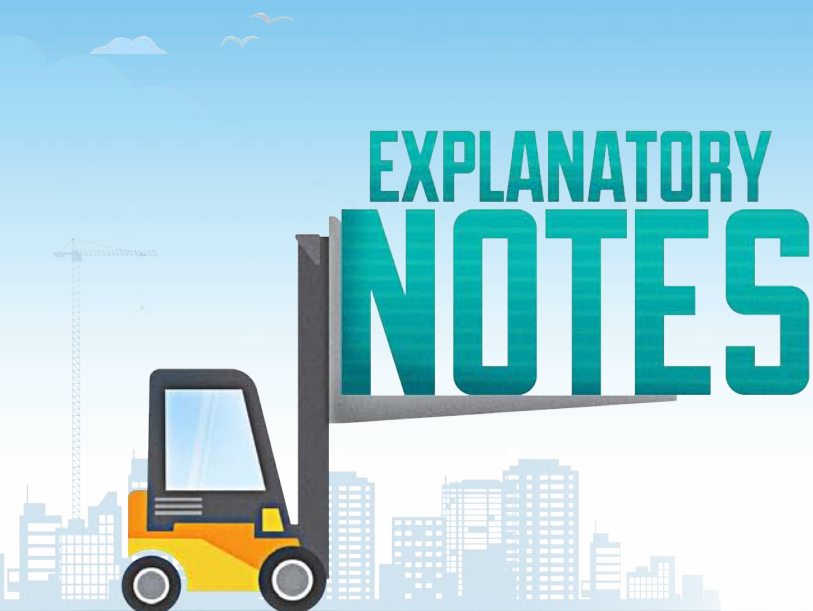
Copies of the presentations made at the Annual Meeting and the results of voting will be posted on the company's website following the conclusion of the Annual Meeting and finalisation of the voting results.

The SKYCITY board and management look forward to seeing you at the Annual Meeting.

Yours faithfully



CHRIS MOLLER
CHAIRMAN



AGENDA ITEM 1

ELECTION OF JENNIFER OWEN

Jennifer Owen, having been appointed to the board by directors on 5 December 2016, retires at the Annual Meeting and offers herself for election in accordance with NZX Main Board Listing Rule 3.3.6.

Jennifer is a Principal of Owen Gaming Research, an independent research firm specialising in the gaming and wagering markets. She has more than 30 years' experience in the areas of accountancy, audit, finance, treasury and equities research.

Jennifer has specific specialist knowledge of the New Zealand and Australian gaming and entertainment sectors through her roles as Director of Equities Research at Citigroup Global Markets, with a specialist focus on the Australasian gaming sector, and as Equities Research Analyst at Macquarie Group focussing on the tourism/leisure sector. She has been engaged in research, analysis, and more recently, consulting in the sector since 1996, and has a wide network within the gaming industry and a strong understanding of industry and investor issues. Her previous governance roles include serving on the board of Racing NSW and the Investment Committee of the Salvation Army.

Jennifer holds a Bachelor of Business from the Queensland Institute of Technology, a Masters in Business Administration from the University of Queensland, is a graduate of the Australian Institute of Company Directors' Diploma course and is a member of Chartered Accountants Australia and New Zealand.

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



AGENDA ITEM 2

ELECTION OF MURRAY JORDAN

Murray Jordan, having been appointed to the board by directors on 5 December 2016, retires at the Annual Meeting and offers himself for election in accordance with NZX Main Board Listing Rule 3.3.6.

Murray is currently a director of Chorus Limited and Metcash Limited, an ASX listed wholesale distributor specialising in food, grocery and hardware based in Australia, a director of Stevenson Group Limited, a family owned New Zealand business specialising in building products and quarrying, and a trustee of the Starship Foundation. Prior to embarking on a governance career in 2015, he held various senior management roles at Foodstuffs Limited from 2004 to 2015, including Managing Director of Foodstuffs North Island and Managing Director and General Manager Retail, Sales and Performance of Foodstuffs Auckland Limited. In 2013, he led the merger of the Auckland and Wellington businesses of Foodstuffs to create what is now known as Foodstuffs North Island and established and oversaw the integration program.

His early career was in the property sector, including as General Manager of Telecom NZ's property business and General Manager of AMP Capital Investors NZ Limited's property portfolio. Murray has a Masters degree in Property Administration from the University of Auckland.

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



AGENDA ITEM 3 ELECTION OF ROB CAMPBELL

Rob Campbell, having been appointed to the board by directors on 25 June 2017, retires at the Annual Meeting and offers himself for election in accordance with NZX Main Board Listing Rule 3.3.6.

Rob is currently the Chair of Summerset Group Holdings Limited, Tourism Holdings Limited and WEL Networks Limited and a director of Precinct Properties New Zealand Limited. Rob has over 30 years' experience in capital markets and is a director of or advisor to a range of investment fund and private equity groups in New Zealand, Australia, Hong Kong and the United States of America.

Rob holds a Bachelor of Arts with First Class Honours in Economic History and Political Science and a Masters of Philosophy in Economics.

Subject to his election at the Annual Meeting, Rob will succeed Chris Moller as Chairman of the SKYCITY board from

1 January 2018 following Chris' retirement from the board on 31 December 2017 and, at the invitation of the SKYCITY board, holds the position of Chairman-elect until such time.

The SKYCITY board unanimously decided to invite Rob to be its Chairman-elect and, upon Chris' retirement, Chairman as Rob has an excellent reputation and track record of management and governance of complex companies. Rob brings considerable diversity to the SKYCITY board in terms of his background and thinking – an economist by training, Rob's career includes academic, trade unionist and consulting roles.

Rob recognises that the role of Chairman of the SKYCITY board is demanding and requires a significant time commitment, including attending, participating actively in and contributing to the scheduled and other meetings of the SKYCITY board and its sub-committees. Whilst Rob is also currently a director of a number of companies, including most notably as the Chairman of NZX listed companies Summerset Group Holdings Limited and Tourism Holdings Limited and as a director of NZX listed company Precinct Properties New Zealand Limited, Rob believes that he has adequate time to commit to carrying out his director responsibilities as Chairman of the SKYCITY board and to be available for the scheduled and other meetings of the SKYCITY board and its sub-committees as required. He does not believe that his other board positions will hinder his effective performance as the Chairman of the SKYCITY board given the significantly lesser scale and complexity of those other companies. However, to ensure that his other board positions do not, in fact, hinder his effective performance as the Chairman of the SKYCITY board, Rob has committed to reviewing his directorships with the intention of reducing his other board commitments over the medium term.

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



AGENDA ITEM 4

RE-ELECTION OF SUE SUCKLING

Sue Suckling was appointed to the SKYCITY board in May 2011. She retires by rotation at the Annual Meeting and offers herself for re-election in accordance with NZX Main Board Listing Rule 3.3.11.

Sue Suckling is an independent director and consultant with over 25 years in commercial corporate governance. She is recognised for her leadership in the technology innovation space and her deep governance experience.

Sue is currently the Chair of the New Zealand Qualifications Authority, Callaghan Innovation Research Limited, Jacobsen Holdings Limited, the Lincoln Hub Establishment Board, ECL Group Limited and Jade Software Corporation Limited. Previous governance roles include chairing NIWA, AgriQuality Limited, and as a director of Restaurant Brands Limited, Westpac Investments Limited and the New Zealand Dairy Board. She holds an OBE for her contribution to New Zealand business. Sue is an inaugural Fellow of the New Zealand Institute of Directors and a Companion of the Royal Society of New Zealand.

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



AGENDA ITEM 5

RE-ELECTION OF BRENT HARMAN

Brent Harman was appointed to the SKYCITY board in December 2008. He retires by rotation at the Annual Meeting and offers himself for re-election in accordance with NZX Main Board Listing Rule 3.3.11.

Brent has chaired SKYCITY's Remuneration and Human Resources Committee since 2010 and, in that position, handled the global search to identify and appoint the new SKYCITY Chief Executive Officer, Graeme Stephens.

Brent's governance experience spans more than 25 years and includes executive directorships of two London-based FTSE-listed companies and directorships of a number of listed and unlisted New Zealand and Australian companies. His previous career in management in New Zealand included developing and launching the Newstalk radio format as General Manager of Newstalk ZB and, following that, as Chief Executive Officer of TVNZ. Prior to being appointed to management positions, he was a political journalist and then chief reporter for Radio New Zealand.

Brent's career has given him experience and insight in all areas of management and governance. Upon Chris Moller's retirement in December this year, Brent becomes the longest serving director on the SKYCITY board and his institutional knowledge will provide a critical balance in the decision-making process as the refreshed SKYCITY board and new Chief Executive Officer settle in.

The board considers Brent to be an independent director and unanimously recommends that shareholders vote in favour of his re-election.

AGENDA ITEM 6

REMUNERATION OF AUDITOR

Earlier this year, the company undertook a tender for its external audit services. Following the completion of a competitive process, PricewaterhouseCoopers was re-appointed as the company's 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.

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.

