

**Minutes of the Annual Meeting of Shareholders of
Skellerup Holdings Limited
held at Eden Park, Reimers Avenue, Auckland
on Wednesday, 25 October 2017, at 14:30.**

Present:	Elizabeth Coutts	(EMC)	Independent Chair
	Sir Selwyn Cushing	(SJC)	Director
	Ian Parton	(IMP)	Independent Director
	John Strowger	(WJS)	Independent Director
	Alan Isaac	(ARI)	Independent Director
	David Cushing	(BDC)	Director
	David Mair	(DWM)	Director & Chief Executive Officer
In Attendance:	Graham Leaming	(GRL)	Chief Financial Officer

Introduction

EMC began by welcoming shareholders, noting that a quorum was present and therefore declared the meeting open.

EMC introduced the Directors and CFO to the shareholders and also noted representatives of Ernst & Young (Company Auditor) and Chapman Tripp (Legal Advisor).

EMC explained she and DWM would each provide an address to shareholders to be followed by consideration of the resolutions outlined in the Notice of Meeting. An opportunity for shareholders to address questions to the Directors on financial, operational and general Company matters would follow the consideration of resolutions and finally a presentation would be made to retiring directors.

Chair's Address

A full copy of the Chair's address is appended to these Minutes. EMC opened by discussing the past year as being one of change, noting the hard work of preceding years had delivered an increase in earnings and positioned the Company for further and faster growth. EMC highlighted the competitive advantages of Skellerup and the importance of international markets to Skellerup for both the current and future business. EMC noted the company had maintained profitability while investing significantly in infrastructure and maintaining a strong balance sheet to provide a sound base for international growth. EMC thanked retiring directors SJC and IMP for their contribution and noted the succession planning that had preceded these retirements including the appointments of WJS and ARI in preceding years and more recently BDC. EMC noted BDC's experience and expertise. She further noted the depth of knowledge and experience on the Board and ongoing consideration to appoint additional skills if and when needed. EMC concluded by thanking Skellerup staff and shareholders, noting the Board will do everything possible to justify their ongoing support.

CEO's Address

A full copy of the CEO's address is appended to these Minutes. DWM started by introducing the Skellerup managers and staff present and encouraged shareholders to ask questions of them at their product displays following the Meeting. DWM commented on Skellerup anticipating and adapting to rapid change in recent years. DWM then showed a brief video clip of the new Dairy Rubberware facility in Christchurch, highlighting this as the most tangible change in the business. He also emphasised the change in business focus to successfully generate improved earnings that are less dependent on commodity prices. DWM highlighted that going forward, Skellerup's ability to develop and manufacture food grade polymer and elastomer products in particular gave Skellerup a significant advantage. He also noted that the common thread across Skellerup was producing essential components with a critical role whether it be in maintaining animal health or milk quality

or maintaining the weathertightness of a building or the integrity of the drinking water supply network.

DWM noted that as reported to the NZX earlier in the day Q1 earnings were in excess of 10% higher than the prior comparative period. He further noted that the Board expects an improvement in underlying profitability for the FY18 but that given the seasonal nature of Skellerup's business it was too early to provide any further guidance. He commented that Skellerup continued to make gains across its Industrial Division, particularly in potable water applications and had seen improved demand for its Dairy rubberware and footwear products.

Election of Director

EMC moved to the resolution to elect David Cushing as a Director.

EMC noted that in accordance with the Company's Constitution, David Cushing was retiring and being eligible, offered himself for election. She noted the Board unanimously supported the election of David Cushing. EMC then invited BDC to speak in support of his re-election.

David Cushing introduced himself noting his positive impressions of the people of Skellerup during his first two months as a Director of the Company. He highlighted the people he had met and held discussions with were driven, often long-term employees, with their vast institutional knowledge a key asset to the Company. David Cushing noted he had observed real innovation on Skellerup products with amazing work being done across the portfolio. He noted he resided in Christchurch where Skellerup had a great facility and that he was committed to maximising the value of the Skellerup business. David Cushing noted he was formerly an investment banker with significant experience in mergers and acquisitions and had been a listed company director for almost 25 years. He noted he currently served on the Board of ASX listed Webster Limited (an Australian Agri business company), was Executive Chairman of Rural Equities Limited and a director of Red Steel Limited (an innovative structural steel company). He also noted he was the Managing Director of privately held H&G Limited a substantial shareholder in Skellerup.

Shareholders were advised 63,824,195 postal votes were received in favour of the resolution, 319,084 votes were received against the resolution and that shareholders holding 6,850 votes had abstained on voting on the resolution. The Chair also advised she held a further 531,676 discretionary proxies that would be voted in favour of the resolution.

EMC moved that David Cushing be elected as a Director of Skellerup. A shareholder from the floor seconded the motion.

EMC called for any questions. No questions were received from shareholders in respect to the motion. EMC asked for a show of hands which were all in favour of the motion. EMC declared the motion carried.

Appointment of Auditors

EMC advised that Pursuant to Section 200 of the Companies Act 1993, Ernst & Young are automatically reappointed as auditors for the ensuing year.

EMC explained that the proposed ordinary resolution is required to authorise the Directors to fix the auditors' remuneration pursuant to section 197(a) of the Companies Act 1993.

Shareholders were advised 63,701,830 postal votes were received in favour of the resolution, 354,799 votes were received against the resolution and that shareholders holding 24,000 votes had abstained on voting on the resolution. EMC also advised she held a further 626,676 discretionary proxies that would be voted in favour of the resolution.

EMC moved that the Directors be authorised to fix the remuneration of the auditors for the year ending 30 June 2018. A shareholder from the floor seconded the motion.

EMC called for any questions. No questions were received from the shareholders with respect to the motion. EMC called for a show of hands which were all in favour of the motion. EMC declared the motion carried.

Shareholder Questions and General Business

The Chair called for shareholders to raise any questions on the Company including questions on financial and operational matters.

John Phipps of Forte Funds and the NZ Institutional Shareholders Forum queried the Company's action to not provide guidance on the FY18 result. He noted that in recent years, the Company had enhanced disclosures and that this change was inconsistent and a backwards step. He noted management had purchased shares and further stated that continuous disclosure rules require the Company to comment where Analysts' published projections are not in keeping with the expectations of Skellerup. He noted that if seasonality was an issue and there was concern over reputational risk then the Company should consider a change in balance date. EMC responded thanking John Phipps for the complement on reporting. She restated the disclosure made earlier in the day of the YTD EBIT tracking in excess of 10% above the prior comparative period. She noted it was too early to give specific guidance on the full year given the seasonal nature of some of the business and uncertainty around movements in foreign exchange rates and the impact of the change in Government. She further noted Skellerup will update the market when they have more certainty.

A shareholder queried that if Skellerup were to acquire additional businesses, what the desired size was. DWM noted that the key criterion was alignment rather than size and that he considered acquisitions of \$30 to \$40 million could be funded by debt; larger acquisitions would be funded by equity providing shareholders with an opportunity to consider the merits of an acquisition.

A shareholder queried the impact of foreign exchange rate movements on Skellerup earnings. GRL responded noting that a weaker NZD was generally favourable and that the most significant currency exposure was the Australian dollar. He further noted that given the Company maintained a hedging programme, any sustained reduction in the NZD would produce a lagged benefit to earnings.

There being no further questions, EMC then acknowledged the contributions of IMP and SJC and DWM presented each with a gift. EMC then asked SJC to address shareholders. SJC noted that he first became engaged with Skellerup in 1985 whilst with Brierley Investments Limited, and that his assessment of the Company having a great future lead to Brierley investing in the Company. He noted that his involvement since then, including the most recent 10-year period, had been characterised by an endeavour to increase distributions to shareholders and maintain a strong and safe balance sheet. He had enjoyed the hard work and success the Company had enjoyed.

Shareholders acknowledged SJC with a round of applause and the Chair then invited DWM to say a few words and propose a toast to SJC.

To conclude the meeting, EMC thanked the shareholders for their attention and declared the meeting closed at 15:30.

Signed as a true and correct record



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Chair