

Notice of Meeting

Notice is hereby given that the Annual Meeting of Shareholders of Skellerup Holdings Limited (the Company) will be held in the South Stand at Eden Park, Reimers Avenue, Auckland on Thursday, 29 October 2020 at 2.30pm.

COVID-19 Implications

The Company is closely monitoring restrictions in New Zealand as a result of the COVID-19 pandemic. Having regard to the health and safety of our stakeholders and people, if the alert level is expected to be above Level 1 in any region of New Zealand on the date of the Annual Meeting, the Company may elect to hold this Annual Meeting as an online only meeting. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and on the Company's website including providing details of how to participate in an online meeting.

Business

- A. Chair's Address
- B. Chief Executive Officer's Address
- C. Financial Statements and Reports
- D. Resolutions
 1. That David Cushing, who retires and, being eligible, offers himself for re-election, be re-elected as a director of the Company.
 2. That Paul Shearer, who retires following his appointment by the Board during the year, and, being eligible, offers himself for election, be elected as a director of the Company.
 3. To authorise the Directors to fix the remuneration of the auditors for the ensuing year.
- E. Other Business

Proxies and Voting

The persons who will be entitled to vote on the resolutions at the meeting are those persons who will be the shareholders of the Company at 5.00pm on Tuesday, 27 October 2020. Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy instead to attend and vote on their behalf. Shareholders entitled to attend and vote at the meeting may cast a postal or online vote instead of attending in person or by proxy. A proxy need not be a shareholder of the Company. The Chair of the Company is willing to act as proxy for any shareholder who may wish to appoint her for that purpose. The Chair intends to vote any undirected proxies in favour of the resolutions.

If you wish to appoint a proxy, please review the enclosed proxy form which provides information for you to complete the form online, by mail or by fax. If you wish to cast a postal vote or vote online, please review the enclosed proxy form which provides information for you to complete the form online, by mail or by fax.

For your vote or proxy appointment to be effective, it must be received by 2.30pm on Tuesday 27 October (being not less than 48 hours before the time of holding the meeting). Graham Leaming, CFO, has been authorised by the Board to receive and count postal and online votes at the meeting.

Resolutions 1, 2 and 3 are ordinary resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting.



Explanatory Notes

The NZX Listing Rules prohibit a director from holding office (without re-election) for longer than three years or three annual meetings, whichever is longer. If a director is eligible, he or she may offer himself or herself for re-election by shareholders at the meeting.

Resolution 1: Re-election of David Cushing

David was first appointed to the Board in August 2017 and then elected by shareholders at the 2017 Annual Meeting and therefore is to retire in accordance with NZX Listing Rule 2.7.1. Being eligible, David offers himself for election as an independent, non-executive director of the Company. For the purposes of the NZX Listing Rules, the Board has determined that David Cushing is an independent director.

David Cushing is a former investment banker with over 20 years' experience as a director of listed companies. David has expertise across a broad range of industries having previously been a director of Fruited Supplies Limited, Williams & Kettle Limited, Tourism Holdings Limited, Acurity Health Group Limited and NPT Limited. David is currently Executive Chairman of Rural Equities Limited and Managing Director of private investment company H&G Limited. He is also a director of PGG Wrightson Limited.

Resolution 2: Election of Paul Shearer

In accordance with clause 26.2 of the Company's Constitution, Paul Shearer was appointed as Director by the Board on 21 August 2020. Paul Shearer is required to retire in accordance with clause 26.2 of the Company's Constitution and NZX Listing Rule 2.7.1. Being eligible, Paul Shearer offers himself for election as an independent, non-executive director of the Company. For the purposes of the NZX Listing Rules, the Board has determined that Paul Shearer is an independent director.

Paul is Senior Vice President – Sales & Marketing for Fisher & Paykel Healthcare (FPH). Paul has a global business experience spanning 30 years with proven success growing international markets and leading multi-disciplinary teams across 40 countries. Paul's experience and skill is invaluable to Skellerup with our continued focus on international markets.

Resolution 3: Remuneration of auditors

The current auditors of the Company, Ernst & Young, will be automatically reappointed as the Company's auditor under section 207T of the Companies Act 1993. Under section 207S of the Companies Act 1993 auditors' fees and expenses must be fixed in the manner determined at the meeting. Shareholder approval is therefore sought for the Board to fix Ernst & Young's remuneration for the following year.

Note

Refreshments will be served at the conclusion of the meeting.

For and on behalf of the Board



Elizabeth Coutts
Chair
Skellerup Holdings Ltd

Auckland
31 August 2020