



Notice of Meeting (amended)

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 Wednesday, 24 October 2018 at 2.00pm.

Business

- A. Chair's Address
- B. Chief Executive Officer's Address
- C. Financial Statements and Reports
- D. Resolutions
 - 1. That Alan Isaac, who retires by rotation and, being eligible, offers himself for re-election, be re-elected as a director of the Company.
 - 2. That John Strowger, who retires by rotation and, being eligible, offers himself for re-election, be re-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

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 either 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 either online, by mail or by fax.

For your vote or proxy appointment to be effective, it must be received 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

In accordance with Clause 25.1 of the Company's Constitution, and NZX Listing Rule 3.3.9, at least one third of Skellerup's directors (or the number nearest to one third) retire by rotation at our Annual Shareholders' Meeting each year, and are eligible for re-election at that meeting. Those retiring by rotation are the directors who have been longest in office since they were last elected or deemed elected.

Resolution 1: Re-election of Alan Isaac

Alan Isaac was appointed to the Board in August 2016. Alan is required to retire by rotation in accordance with Clause 25.2 of the Company's Constitution and NZX Listing Rule 3.3.11. Being eligible, Alan offers himself for election as an independent, non-executive director of the Company.

Alan has considerable experience governing and leading businesses and sporting organisations. Notably, Alan was Chair of KPMG NZ for 10 years until 2006, is a past Chair of Cricket NZ and past President of the International Cricket Council.

Alan is currently Chair of the New Zealand Community Trust and McGrath Nicol & Partners. Alan is also a director of Oceania Healthcare Limited and Scales Corporation Limited.



Resolution 2: Re-election of John Strowger

John Strowger was appointed to the Board in March 2015. John is required to retire by rotation in accordance with Clause 25.2 of the Company's Constitution and NZX Listing Rule 3.3.11. Being eligible, John offers himself for election as an independent, non-executive director of the Company.

John is a leading commercial lawyer who specialises in corporate, contract and securities law and mergers & acquisitions. He was named NZ Deal Maker of the Year at the 2017 and 2015 Australasian Law Awards, and is a former member of the Financial Markets Authority.

A partner at Chapman Tripp, John co-heads that firm's China desk, which coordinates the work it does pertaining to investment and trade between China and New Zealand.

Resolution 3: Remuneration of auditors

The current auditors of Skellerup, Ernst & Young, will be automatically reappointed as Skellerup'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
26 September 2018