

**Minutes of the Annual Meeting of Shareholders of
Skellerup Holdings Limited
held at Eden Park, Reimers Avenue, Auckland
on Wednesday, 09 October 2019 at 14:30.**

Present:	Elizabeth Coutts	(EMC)	Independent Chair
	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. She noted these resolutions would be voted on by poll as required by the NZX Listing Rules. An opportunity for shareholders to address questions to the Directors on financial and operational Company matters would follow the consideration of resolutions.

Chair's Address

A full copy of the Chair's address is appended to these Minutes. EMC opened by noting the Board were very pleased to deliver another record NPAT. She noted the financial results reflected the robustness of the business model and Skellerup's commitment to stay close to customers. She further noted the repeated earnings growth and strong cash flow generation provided Skellerup with a strong Balance Sheet enabling the payment of good dividends and investment in growing the business. EMC highlighted two recent investments in Nexus Foams and Sim Lim Technic as examples of investments which strengthened Skellerup's technical capability and reach into applications and markets. EMC summarised the role of the Board to provide strategic insight to support management to deliver growth plans. She highlighted the depth and diversity of skill and experience around the Board table and how the Board visited key facilities (China and Vietnam) within the Skellerup Group over the past two years to deepen their understanding of the operating environments of Skellerup and the growth opportunities available. EMC noted that whilst the Board has the mix of skills needed, they were seeking to enhance that and looking to appoint an independent director with operational leadership experience and an understanding of competitive and global markets.

EMC closed, thanking the Skellerup team, Board and shareholders and highlighted the momentum in the business to generate strong and sustainable returns for shareholders.

CEO's Address

A full copy of the CEO's address is appended to these Minutes. DWM started by introducing the Skellerup team members present and then noted the record NPAT and revenue growth achieved in FY19. DWM explained that Skellerup pursued a strategy of developing long and enduring relationships with customers with a strong focus on Original Equipment Manufacturers (OEMs). He noted that by designing and developing components and products that solve customer problems make them more money and that was the reason for Skellerup's existence. DWM pointed to examples included in the Annual Report which showed how Skellerup had partnered with customers to develop new products to meet both a new need and solve an industry problem. DWM highlighted

the speed at which Skellerup was able to develop these products which is a key strength. He then provided an example of Skellerup's success in reducing waste in its operations and producing more saleable product as a result. DWM highlighted the focus on health and safety across the Group and his pleasure in the behaviours exhibited by leaders helping to reduce Skellerup's injury rate over FY19.

DWM then discussed the financial results achieved by the Industrial and Agri Divisions and the opportunities for further growth in both.

DWM highlighted the contribution of the diverse, entrepreneurial team at Skellerup and the ability to leverage expertise and learnings across a global team.

DWM closed by thanking the Skellerup team, Board and shareholders expressing a commitment to stay close to customers and deliver innovative products and services whilst continuing to drive efficiencies across its operations.

Resolutions

EMC moved to the resolutions before shareholders. She noted that a number of shareholders had cast postal votes or appointed proxies to cast their votes today. EMC noted that the Board held discretionary proxies and that these would be voted in favour of all resolutions.

Re-election of Directors

EMC moved to the resolution to re-elect herself as a Director.

EMC noted that in accordance with the Company's Constitution, she was retiring and being eligible, offered herself for re-election.

EMC highlighted the growth in earnings and dividend of the Company since she was last re-elected and her ability and commitment to continue serving as a director of the Company. She then asked ARI to conduct proceedings in relation to her re-election.

ARI noted the Board unanimously supported the re-election of EMC and moved that EMC be re-elected as a Director of Skellerup.

ARI called for any questions. No questions were received from shareholders in respect to the motion. ARI put the motion and invited shareholders to vote by marking the resolution on their voting cards. ARI then handed the Chair back to EMC.

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

DWM introduced himself and spoke of his tenure as a Director which started in 2006, and then taking over as CEO soon after the Canterbury earthquakes in 2011 and the changes in the Company in the ensuing period.

EMC moved that DWM be re-elected as a Director of Skellerup.

EMC called for any questions. No questions were received from shareholders in respect to the motion. EMC put the motion and invited shareholders to vote by marking the resolution on their voting cards.

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.

EMC moved that the Directors be authorised to fix the remuneration of the auditors for the year ending 30 June 2020.

EMC called for any questions. No questions were received from shareholders in respect to the motion. EMC put the motion and invited shareholders to vote by marking the resolution on their voting cards.

Amendment of Skellerup Constitution

EMC explained that alterations to Skellerup's Constitution were necessary to comply with the new NZX Listing Rules. She summarised the amendments and noted that the Constitution was last amended in 2016. She noted a copy of the amended Constitution was available at the Meeting with the CFO (GRL) and would also continue to be available at Skellerup's Head Office.

EMC explained that pursuant to the Companies Act 1993, alterations to the existing Constitution must be approved by a special resolution of shareholders.

EMC noted that the Board unanimously recommended shareholders vote in favour of the amendments to the Company's Constitution.

EMC called for any questions. No questions were received from shareholders in respect to the motion. EMC put the motion and invited shareholders to vote by marking the resolution on their voting cards.

Shareholder Questions and General Business

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

Alan Best of NZ Shareholders Association congratulated the Board on results achieved, the Company on disclosure on the Skills Matrix in the Annual Report and noted he was pleased at the Company's plans to appoint a further director with technical skills to the Board. He queries what the pipeline of opportunities looked like compared to prior years. DWM responded that the pipeline was large but timing of realisation was in many instances subject to customer decisions. DWM highlighted the US market remained the greatest opportunity for growth and that the Skellerup team was refreshed and hungry to succeed.

Coralie Van Kamp suggested that the Chair consider the order of events in future Annual Meetings to permit discussion on the business before proceeding to the resolutions. She noted that this would enable debate around any controversial issues before voting was undertaken (she added there were no controversial issues for discussion at this Skellerup Meeting).

Boyd Jones queried how Skellerup could prove the effectiveness of the ADF liner in improving mastitis prevention. DWM noted that knowledge of the improvement sat with ADF and that on-farm trials were in progress.

Gerard Pin queried whether Skellerup considered the NZD exchange rate was at an appropriate level. GRL responded that Skellerup's exchange rate risk was mitigated by the natural hedge it had in place for most of its currency exposures and that the market dictated where the exchange rate sat.

John O'Sullivan expressed concern that Skellerup may be vulnerable to a takeover offer given the attractive nature of its yield and suggested Skellerup do more to promote itself in the investment community.

Grant Plummer noted Skellerup's stock turn was relatively low and queried how this could be improved. DWM noted there were a number of programmes in place designed to improve including reducing the cycle time to manufacture products.

Bob Hayward asked how the trade war and sanctions impacted Skellerup. DWM noted that Skellerup managed the risk and impact with its international model and flexibility on where to manufacture and that the trade sanctions also created opportunities in other markets. Bob Hayward also queried

how Skellerup protected its IP. DWM highlighted that the Skellerup IP was a combination of know how across polymer, tooling and process and the distributed nature of this helped preserve Skellerup's position.

Steve Ross queried what capabilities Skellerup were looking for in a new director. EMC noted someone with operational leadership experience and an understanding of competitive and global markets similar to the skillset she and DWM possessed.

There being no further questions, EMC thanked the shareholders for their attendance and declared the meeting closed at 15.25.

Signed as a true and correct record



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Chair