

**Minutes of the Annual Meeting of Shareholders of
Skellerup Holdings Limited
held online via the Computershare Online Meeting Platform
on Wednesday, 27 October 2021 at 15:00.**

Present:	Elizabeth Coutts	(EMC)	Independent Chair
	John Strowger	(WJS)	Independent Director
	Alan Isaac	(ARI)	Independent Director
	David Cushing	(BDC)	Independent Director
	Paul Shearer	(PNS)	Independent Director
	David Mair	(DWM)	Director & Chief Executive Officer

In Attendance:	Graham Leaming	(GRL)	Chief Financial Officer
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Introduction

EMC began by welcoming shareholders, noting the Notice of Meeting and 2021 Annual Report had been circulated and made available to all shareholders. EMC noted that a quorum was present and declared the meeting open.

EMC introduced the Directors and CFO to the shareholders and noted the presence of representatives of Ernst & Young (Company Auditor (including the Lead Audit Partner)) and Chapman Tripp (Legal Advisor).

EMC summarised the order of events for the meeting and how shareholders vote on resolutions and how they submit questions over the Computershare Online Meeting Platform.

EMC then declared voting open on all items of business and invited shareholders to submit their votes at any time. She explained she would give warning before she moved to close voting immediately before the conclusion of the meeting.

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. She noted she would respond to questions raised following the presentations provided by herself and DWM, and again at the time of each resolution and finally in general business towards the end of the meeting.

Chair's Address

A full copy of the Chair's address is appended to these Minutes. EMC started by noting the importance of a solid foundation to adapt to the unique and complex challenges posed by Covid-19 and how the record FY21 results revealed that strength of Skellerup's foundation, strategy and business model. EMC highlighted the record, NPAT, operating cash flow and dividend and the substantial reduction in debt. She highlighted that the strong cash flows and low debt not only enabled record dividends but also the opportunity to grow as illustrated by the recent Talbot acquisition. EMC also highlighted the global nature and complexity of Skellerup's business and the impact of Covid-19 on Skellerup's people across the world and adaptability they have demonstrated to overcome adversity. EMC also spoke to Skellerup's approach to sustainability as being a key element of how it works to develop products for customers. EMC then spoke of the skills and experience of the Board as being invaluable to overcome the challenges of Covid-19 and engagement with leaders across the globe via video due to the restrictions on travel. EMC noted that

Skellerup had started FY22 strongly and expected NPAT for the first half of FY22 to be in excess of 10% above pcp. EMC closed by thanking DWM and his team and then shareholders for their support of Skellerup.

CEO's Address

A full copy of the CEO's address is appended to these Minutes. DWM started by reflecting on his statement in the prior year where he highlighted the strength of Skellerup's strategy and business model had been tested and that Skellerup had passed the test. He noted that one year on he was pleased with the excellent results delivered by the team and expressed his optimism for the future. DWM noted the record earnings, cash flow and dividends were the culmination of deliberate choices over several years. DWM then noted that responding to Covid-19 had turned into a marathon and that Skellerup had been built over many decades and was well placed to endure. DWM spoke to the essence of Skellerup as combining deep material expertise, strong product and tool design capability and proven scalable manufacturing knowledge. He reminded shareholders that a foundation for Skellerup was an unwavering focus on customers and that their needs were central to Skellerup's development work. DWM described Skellerup's global reach and presence and the critical applications Skellerup's products were used in. DWM then highlighted the record results achieved by both the Industrial and Agri Divisions. He then talked about the skill and tenacity of Skellerup's leaders and teams, and the investment made in supporting them directly and with information systems to enable their performance and business growth. DWM closed by thanking EMC and the Board for their support and the shareholders for their support and confidence and expressed his optimism to continue to deliver strong returns.

EMC called for any questions. No questions were received from shareholders in relation to the presentations.

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 at the Meeting. EMC noted that the Board held discretionary proxies and that these would be voted in favour of all resolutions with the exception of resolution 3 on Directors' Fees.

Re-election of Directors

EMC spoke to the resolution to re-elect WJS as a Director.

EMC noted that in accordance with the NZX Listing Rules and Company Constitution, WJS was retiring and being eligible, offered himself for re-election. She noted the Board recommended WJS as a director of Skellerup and unanimously supported his re-election.

WJS explained he practiced as a corporate and commercial lawyer, specialising in mergers & acquisitions, equity capital markets, private equity and acting as the co-heads for Chapman Tripp's China desk. Has stated lawyers should facilitate the transaction; not let law get in the way of commerce and likes to think this perspective is brought to his Director role with Skellerup.

WJS noted FY20 and FY21 results were the cumulative effect of a serious amount of time and effort from senior management. There are no paradigm shifts; the result was from a small number of incremental operational and market improvements. Success he noted had many parents – great staff and senior people operating in a difficult position and it's entirely due to them that Skellerup were where they are today. He noted the Board's function is to ensure business isn't unique to one

individual, and he was anxious to ensure benefits of last few years were not lost and that momentum was maintained. WJS further noted Skellerup has a proud history of entrepreneurialism and opportunism. Skellerup was in a new phase as a large institution with a market capitalisation of over \$NZ 1billion. He closed by stating if favoured with votes, he would like to think that he can make a continuing contribution to ensure Skellerup's success.

EMC moved that WJS 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 then spoke to the resolution to re-elect ARI as a Director.

EMC noted that in accordance with the NZX Listing Rules and Company Constitution, ARI was retiring and being eligible, offered himself for re-election. She noted the Board recommended ARI as a director of Skellerup and unanimously supported his re-election.

ARI started by explaining his profession was a CA and he had significant experience in leadership and commercial roles in NZ and international roles. He noted he mentioned his experience as it was often undervalued currently in the interest of a greater focus on diversity.

ARI then noted he had acted as a professional director since stepping down as the head of KPMG NZ in 2006. ARI highlighted that in addition to his current and past director appointments he had recently served as the President of the NZ Institute of Directors which had assisted him remaining well up to date with current governance issues. He noted that in many instances he acted as the Chair of the Audit Committee a role he currently served at Skellerup. ARI noted he held an interest in 50,000 Skellerup shares. He closed by noting he considered Skellerup had a great Board with a high level of respect and trust and that he looked forward to continuing to add value to Skellerup.

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

EMC called for any questions. No questions were received from shareholders in respect to the motion.

Directors' Fees

EMC then spoke to the resolution to increase the pool available for payment of directors' fees.

EMC explained that the proposal was to increase the total pool of directors' fees by \$100,000 from \$550,000 to \$650,000 per annum. She noted the directors' fee pool was last reviewed in 2016 and explained the Board sought an increase in the total pool for four key reasons:

- The Company had experienced significant growth and robust financial performance since the director fee pool was last approved 5 years ago in 2016.
- The Company continued to grow in complexity and has significant global operations with a consequent increasing workload for directors, including the workload of those directors appointed to committees of the Board. Directors' workloads will increase with more legislative and regulatory changes being proposed, stakeholders' expectations increasing to consider and monitor a broader range of non-financial measures together with governing through the ongoing uncertainties of Covid-19.
- To ensure the Company can offer competitive fees to attract and retain non-executive directors of a high calibre.

- To allocate Board Committee Fees if and as required.

EMC stated further that the Board considered, in light of the realities of the increased workloads and responsibilities undertaken by the Board and consideration of the Independent Report referenced in the Notice of Meeting and made available on our website, that the proposed increased fees pool is fair and reflective of market conditions.

She noted the present and planned allocation of fees was shown in the Notice of Meeting.

EMC said the Directors recommend that shareholders vote to approve this resolution. She noted, however that directors and their associates would not be exercising their own shareholding votes or discretionary proxy votes on this resolution at the Annual Meeting, and any such votes would be disregarded by the Company.

EMC moved that the directors' fees be increased from \$550,000 to \$650,000 per annum, being the aggregate amount payable to all directors of the Company for their services as directors of the Company with such sum to be divided amongst the directors as the Board may from time to time determine.

EMC called for any questions. No questions were received from shareholders in respect to the motion.

Appointment of Auditors

EMC advised that Pursuant to Section 207T of the Companies Act 1993, Ernst & Young were 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 for the 2022 financial year.

EMC moved that the Directors be authorised to fix the remuneration of the auditors for the year ending 30 June 2022.

EMC called for any questions. No questions were received from shareholders in respect to the motion.

Shareholder Questions and General Business

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

No questions were received. EMC then advised she would be closing the voting system in approximately one minute. EMC thanked shareholders for attending the online meeting. EMC then formally closed voting and the meeting.

There being no further questions, EMC thanked the shareholders for their attendance and declared the meeting closed at 15.38.

One question was received over the online platform soon after the meeting was formally closed.

A shareholder, Estelle Cook, asked how Skellerup was taking account of current environmental concerns such as use of fossil fuels and palm oil, and reduction of the company's carbon footprint and emissions.

GRL responded stating Skellerup measured Scope 1 and 2 GHG Emissions across the Group. He noted Wigram, Christchurch was Skellerup's largest site generating over 40% of Group GHG emissions. In

FY21 a target to reduce scope 1 and 2 emissions by 5% was set. Despite an increase in the volumes of products manufactured, the target was exceeded with a reduction of 7%. GRL noted this was due to a range of measures including improved plant utilisation (increased capacity without increased energy consumption), investment in LED lighting and better energy management. GRL also explained that the total Skellerup Group in FY21 achieved 11% growth in revenue whilst restricting the increase in scope 1 and 2 emissions to 3%. He noted the achievement at Wigram contributed significantly as did one of our smaller UK manufacturing facilities where investment in climate control systems, plant and double-glazed windows reduced scope 1 and 2 emissions by 21%. Finally, GRL added that further information about Skellerup's broader environmental improvement activities was available in the FY21 and prior year Annual Reports. He highlighted achievements in recent years included reducing the consumption of water used in manufacturing by investing in reticulation and recycling systems in NZ and China, investing in improved equipment and boilers which reduced energy consumption and emissions and reducing manufacturing and packaging waste across many Skellerup sites.

Signed as a true and correct record

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Chair