



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, and online at <https://meetnow.global/nz>, on Wednesday, 26 October 2022 commencing at 2.30pm.

COVID-19 Implications

The Company will continue to monitor restrictions in New Zealand as a result of the COVID-19 pandemic. Having regard to health and safety of our stakeholders and people, if restrictions on movement of people are in place 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 meeting only. 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 Mair, who retires and being eligible, offers himself for re-election, be re-elected as a director of the Company.
 2. That Rachel Farrant, who retires following her appointment by the Board during the year, and being eligible, offers herself 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

Entitlement to Vote

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 Monday, 24 October 2022.

Attending the Meeting

The Company is holding a hybrid Annual Meeting this year. Shareholders can attend either in person or online at <https://meetnow.global/nz> or appoint a proxy to attend on their behalf.

Shareholders joining online will be able to watch the Annual Meeting, vote and ask questions using a smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information.

Shareholders who are not able to attend, in person or online, and who do not wish to appoint a proxy may cast an online or postal vote before the meeting. Please review the enclosed Voting/Proxy Form for instructions on how to vote online.

Appointing a Proxy

Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy instead to attend, in person or online, and vote on their behalf.

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 Voting/Proxy Form which provides information on how to make this appointment.

For your vote or proxy appointment to be effective, it must be received by 3.00pm on Monday 24 October 2022 (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 to 3 are ordinary resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting.

Explanatory Notes

Resolution 1 & 2: Re-election of Directors

The NZX Listing Rules prohibit a director from holding office (without re-election) for longer than 3 years or 3 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.

The NZX Listing Rules require the Board to identify which Directors it determines to be Independent Directors having regard to factors described in the NZX Corporate Governance Code (the "NZX Code"). The NZX Code states the materiality of any interest, position, association, or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and to represent the interests of its shareholders generally. It is noted that some advisers who provide voting advice to institutional shareholders assess the independence of directors differently to the NZX Code and therefore reach different conclusions on the independence of directors.

David Mair

David was appointed to the Skellerup Holdings Board in November 2006, and as CEO in August 2011.

He has been leading the Group for eleven years during which time Skellerup has achieved significant revenue and earnings growth by focusing on designing and delivering critical engineered products for OEM customers. David was recognised as CEO of the Year in the Deloitte Top 200 Awards in March 2022 and received the Leadership Award at the INFINZ Awards in May 2022.

In particular, David has driven the development of an OEM model for large parts of Skellerup along with a branded product view for relevant businesses within the Group.

David is a member of the Health & Safety Committee, and the Sustainability Committee.

David is currently a Director of Forté Funds Management Limited.

Rachel Farrant

Rachel was appointed to the Skellerup Holdings Board in May 2022.

Rachel is a partner at BDO Wellington Limited and has over 20 years' experience in chartered accountancy and business advisory services and over 10 years' experience as a director across a diverse range of sectors including construction, technology, financial and property.

Rachel is Chair of the Sustainability Committee, a member of the Audit Committee, and the Health & Safety Committee.

Rachel is currently a director of New Plymouth Airport, The Property Group and Fair Way Resolution and was previously a director of Fulton Hogan Limited.

For the purposes of the NZX Listing Rules, the Board has determined that Rachel Farrant is an independent director.

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.

For and on behalf of the Board



Elizabeth Coutts

Chair
Skellerup Holdings Ltd
Auckland

2 September 2022