



**MILLENNIUM & COPTHORNE HOTELS NEW ZEALAND LIMITED**  
**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

Notice is given that the Annual Meeting of Millennium & Copthorne Hotels New Zealand Limited ("the Company" or "MCK") will be held on Tuesday 26 May 2026 commencing at 1.00pm (New Zealand time) at M Social Auckland, 196/200 Quay Street, Auckland, New Zealand and virtually via the online platform provided by MCK's share registrar, Computershare Investor Services Limited, at <https://meetnow.global/nz>.

**BUSINESS**

**Chairman's Welcome and Introduction**

**Managing Director's Review**

**Resolutions**

To consider and, if thought fit, pass the following ordinary resolutions (which require a simple majority of the votes cast):

**1 To re-elect director**

That **Graham MCKENZIE** be re-elected as a director of the Company.

(See Explanatory Notes for more information and profile)

**2 To re-elect director**

That **Eik Sheng KWEK** be re-elected as a director of the Company.

(See Explanatory Notes for more information and profile)

**3 To re-elect director**

That **Stuart HARRISON** be re-elected as a director of the Company.

(See Explanatory Notes for more information and profile)

**4 Auditor's remuneration**

That the Board of Directors be authorised to fix the auditor's fees and expenses.

(See Explanatory Notes for more information)

**General Business**

**By Order of the Board**

A handwritten signature in black ink, appearing to read "Takeshi Ito", with a long horizontal stroke extending to the right.

Takeshi Ito  
Vice President Legal & Company Secretary  
28 April 2026

## PROCEDURAL NOTES

### Entitlement to vote

You are entitled to vote at the Annual Meeting if you have a shareholding at 5.00pm on Friday 22 May 2026 (New Zealand time).

### Proxies and Corporate Representatives

Shareholders entitled to attend and vote at the Annual Meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend (either in person or virtually) and vote on their behalf by completing and returning the proxy form enclosed with this Notice. A proxy need not be a shareholder of the Company. The appointment of a proxy or representative does not preclude a shareholder from attending the Annual Meeting and voting.

The Chair of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her to vote on their behalf. If you appoint the Chair of the meeting, or any other director, as your proxy and do not direct him or her how to vote in the proxy form, the Chair of the meeting, or that other director, will vote in favour of all of the resolutions set out in this Notice. To appoint the Chair of the meeting or another director as your proxy, enter 'the Chair' or the name of that other director you wish to appoint in the space allocated in 'Step 1' of the proxy form enclosed with this Notice. Alternatively, to appoint a proxy online (or in the case of a corporate shareholder, a representative), the shareholder must make that appointment online by visiting [www.investorvote.co.nz](http://www.investorvote.co.nz). A shareholder will be taken to have signed the proxy form by lodging it in accordance with the instructions on the website.

If you do not name a person as your proxy but otherwise complete the proxy form in full, or you appoint a proxy but your named proxy does not attend the meeting (whether in person or virtually), the Chair of the meeting will be appointed your proxy. When acting as proxy in these circumstances, the Chair of the meeting will:

- vote in accordance with your express direction; and
- for any resolutions where you have selected "proxy discretion", vote in accordance with his or her discretion (subject to any applicable voting restrictions).

Proxy forms must be received by the Company's share registrar, Computershare Investor Services Limited (contact details for which are set out on the proxy form), by 1.00pm on Sunday 24 May 2026 (New Zealand time). A proxy form is enclosed with this Notice.

All resolutions for consideration at the Annual Meeting are **ordinary resolutions and must be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.**

### How to attend the meeting online

In addition to attending in person, shareholders can attend the meeting virtually through the Computershare meeting platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the MCK meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz) for more information.

You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible. If you have any questions, or need assistance with the online process, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday (New Zealand time). Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up. Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them, as they otherwise would, by following the instructions on the proxy form and this Notice. Details of how to participate 'virtually' are provided in the Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting. Shareholders will require their CSN / Shareholder Number, which can be found on their proxy form, for verification purposes.

### If you are attending the meeting in person

The Hotel has car parking space on site for a fee but spaces are very limited. Alternatively, shareholders can use the Downtown City Carpark building off Fanshawe Street. If you are taking public transport, M Social Auckland is close to stop 31986 (Britomart, Lower Albert Street), stop 96001 (Ferry Terminal – Downtown) and stop 133 (Waitemata Train Station).

## EXPLANATORY NOTES

### Resolution 1 - Re-election of director: Graham MCKENZIE

#### *Background to the resolution*

At the 2025 annual meeting of shareholders, Graham McKenzie was due to retire by rotation under the NZX Listing Rules and had previously indicated that he would not be standing for re-election at the 2025 annual meeting. However, after the initial 2025 notice of meeting was despatched, one of MCK's larger minority shareholders requested Mr McKenzie to reconsider his position and seek re-election. That shareholder believed that it would be beneficial to minority shareholders for MCK to retain three independent directors (of a board of directors of six) and also considered Mr McKenzie's experience with the Company beneficial. Mr McKenzie was part of the Independent Directors' Committee which led the Company's response to the 2025 takeover offer by the Company's major shareholder, CDL Hotels Holdings New Zealand Limited ("CDLHHNZ"). In the amended 2025 notice of meeting, shareholders were advised that Mr McKenzie's intention would be to serve through until the Company's 2026 annual meeting of shareholders. Mr McKenzie now intends to continue to serve as a director until the Company's 2027 annual meeting of shareholders. Mr McKenzie considers that the reasons stated by the shareholder for him remaining as a director in 2025 continue to apply, particularly given that CDLHHNZ did not reach the 90% threshold for compulsory acquisition under its takeover offer last year. Although Mr McKenzie is not due to retire by rotation, given that at the time of seeking re-election at the 2025 annual meeting of shareholders Mr McKenzie had noted his intention was to only serve for a further term of one year, Mr McKenzie and the Company have decided that Mr McKenzie should stand for re-election at the 2026 annual meeting.

If re-elected, Mr McKenzie intends to continue to serve as a director until the Company's 2027 annual meeting of shareholders.

#### *Profile*

Mr. McKenzie was appointed to the Board in 2006 and last re-elected in 2025.

Mr. McKenzie is a Barrister and Solicitor with over thirty years' experience in corporate and commercial law and is a former Partner and Consultant to Bell Gully, a leading New Zealand law firm. He is currently a member of the New Zealand Law Society Disciplinary Tribunal and an Independent Trustee of Development West Coast.

Mr. McKenzie is a member of the New Zealand Law Society and the Queensland Law Society, Australia and holds a Bachelor of Laws degree from Victoria University, Wellington and a Master of Laws degree from Warwick University, England.

#### *Independence*

The Board has determined that Mr. McKenzie is an Independent Director as defined under the NZX Listing Rules.

The Board considers Mr. McKenzie to be an Independent Director for the purposes of the NZX Listing Rules despite him being a director of MCK for more than 12 years. The Board believes that the length of time Mr. McKenzie has been a director of MCK has not impacted his ability to act objectively or adequately monitor management and that his independence was demonstrated by his role in the Independent Directors' Committee's response to the takeover offer last year by CDLHHNZ.

#### *Recommendation*

**The Board unanimously recommends shareholders vote in favour of the re-election of Mr. McKenzie.**

## **Resolution 2 - Re-election of director: Eik Sheng Kwek**

### **Eik Sheng KWEK**

#### ***Profile***

Mr. Kwek is a Non-Executive Director of MCK. He was last re-elected in 2023.

Mr. Kwek is currently the Group Chief Operating Officer of City Developments Limited ("CDL"), having been CDL's Group Chief Strategy Officer since 2018. Mr. Kwek joined CDL in 2009, covering Business Development for overseas projects before being appointed as Head of Corporate Development. He was appointed as Chief Strategy Officer in 2014 and was additionally appointed Head, Asset Management in April 2016. Prior to joining CDL, he was with the Hong Leong Group of companies in Singapore specialising in corporate finance roles since 2006.

He is also Executive Director of Millennium & Copthorne Hotels Limited, previously listed on the London Stock Exchange as Millennium & Copthorne Hotels plc. He holds a Bachelor of Engineering in Electrical and Electronics Engineering from Imperial College of Science, Technology and Medicine and a Master of Philosophy in Finance from Judge Business School, Cambridge University.

#### ***Independence***

The Board has determined that Mr. Kwek is not an Independent Director as defined under the NZX Listing Rules because of his association with the majority shareholder of the Company.

#### ***Recommendation***

**The Board unanimously recommends shareholders vote in favour of the re-election of Mr. Kwek.**

## **Resolution 3 - Re-election of director: Stuart HARRISON**

Stuart Harrison has over three decades of senior management and financial reporting experience within the utilities, hospitality and property industries. He was appointed as MCK's Managing Director in July 2022.

Mr. Harrison was MCK's Vice President Finance between 2000 and 2008. Between 2008 to 2022 he was the Chief Financial Officer for real estate investment trusts and managers with portfolios with over \$1 billion of assets. He oversaw their financial and management reporting, treasury management and tax compliance within both New Zealand and Australia and has also overseen significant equity raising, debt facility renewals and strategic acquisitions.

Mr. Harrison holds a Bachelor of Commerce and Chartered Accountants Australia and New Zealand qualifications.

#### ***Independence***

Due to his executive role with MCK, the Board has determined that Mr. Harrison is not an Independent Director as defined under the NZX Listing Rules.

#### ***Recommendation***

**The Board unanimously recommends shareholders vote in favour of the re-election of Mr. Harrison.**

## **Resolution 4 - Auditor's remuneration:**

KPMG is the existing Auditor of the Company. KPMG is automatically reappointed as Auditor under section 207T of the Companies Act 1993. Section 207S of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such manner as the Company determines at the Annual Meeting. The Board recommends that, consistent with usual practice, the auditor's fees and expenses be fixed by the Directors.

#### ***Recommendation***

**The Board unanimously recommends shareholders vote in favour of this resolution.**