

THE STAR

## ASX Announcement

29 October 2024

### NOTICE OF ANNUAL GENERAL MEETING

The 2024 Annual General Meeting of shareholders of The Star Entertainment Group Limited (ASX code: SGR) (**The Star**) will be held on Thursday, 28 November 2024 in the Event Centre at The Star Brisbane, 33 William Street, Brisbane, Queensland, commencing at 10:00am (Queensland time) and online at <https://meetings.linkgroup.com/SGR24>.

Attached are the following documents relating to The Star's Annual General Meeting:

- Letter to shareholders
- Notice of Annual General Meeting and Explanatory Memorandum
- Voting Form
- Question Form

#### Annual Report

The Star will release its 2024 Annual Report on 30 October 2024.

#### Quarterly Reporting

Pursuant to Listing Rules 4.7B and 4.7C, The Star has been directed by the ASX to complete Appendix 4C quarterly cash flow and quarterly activity reports (**Quarterly Report**) until it is notified otherwise by the ASX.

The Star's first Quarterly Report will be for the quarter ended 30 September 2024 and will be released later today.

#### Authorised by:

Anne Ward  
Chairman

#### For further information:

<b>Financial analysts and shareholders</b>	Helen Karlis – Sodali & Co	Tel: +61 404 045 325
<b>Media</b>	Helen McCombie – Sodali & Co Jack Gordon – Sodali & Co	Tel: +61 411 756 248 Tel: +61 478 060 362

29 October 2024

Dear Shareholder

I am pleased to invite you to the Annual General Meeting of The Star Entertainment Group Limited (*the Company*), which will be held on **Thursday, 28 November 2024 at 10:00am (Queensland time)** (*the Meeting*) in the Event Centre at The Star Brisbane, 33 William Street, Brisbane, Queensland and online at <https://meetings.linkgroup.com/SGR24>.

Shareholders have the opportunity to attend and participate at the Meeting in person, or virtually via the online meeting platform. Further details in relation to participating at the Meeting either in person or via the online meeting platform are set out in the Notice of Meeting.

## Items of Business

The Notice of Annual General Meeting outlines the items of business to be considered at the Meeting, as well as explanatory notes and voting procedures.

The business of the Meeting includes the proposed election of Mr Peter Hodgson, who was appointed as a Non-Executive Director following the Company's last Annual General Meeting.

In addition to the consideration of the Company's financial statements and reports for the financial year ended 30 June 2024 and the proposed election of Mr Hodgson, the business of the Meeting includes items of business for:

- the adoption of the Remuneration Report;
- a one-off grant of performance rights to Mr Steve McCann, as the incoming Group Chief Executive Officer and Managing Director subject to regulatory approvals, for Mr McCann's appointment to those roles being obtained; and
- the approval of potential retirement benefits to Mr McCann.

More details in relation to each of the items of business are included in the Notice of Meeting which is available on the Company's website at <https://www.starentertainmentgroup.com.au/annual-general-meetings/>, under the Investors tab.

## Voting and asking questions

Shareholders are encouraged to lodge their votes and submit any written questions ahead of the Meeting. If you are unable to attend the Meeting (either in person or online), you may vote online ahead of the Meeting or appoint a proxy to attend and vote on your behalf at the Meeting. You can do this by:

- using the website of The Star Entertainment Group's Share Registry, <https://investorcentre.linkgroup.com/>; or
- completing the Voting Form in accordance with the instructions on the form.

**Voting Forms (including Voting Forms lodged online) must be received by 10:00am (Queensland time) on Tuesday, 26 November 2024 to be valid for the Meeting.**

**If you plan to attend the Meeting in person, please bring your holding statement or any other documents that set out your registration details as that will make registration easier when you arrive.**

THE  STAR ENTERTAINMENT GROUP

THE  STAR    THE  STAR    THE  STAR  
SYDNEY                      BRISBANE                      GOLD COAST

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Shareholders may lodge written questions ahead of the Meeting online at <https://investorcentre.linkgroup.com> or by email to [starentertainment@linkmarketservices.com.au](mailto:starentertainment@linkmarketservices.com.au). More frequently asked questions may be addressed in the Chairman's address at the Meeting. Written questions must be received by the Company's Share Registry by **5:00pm (Queensland time) on Thursday, 21 November 2024**.

#### **Participation via the online meeting platform**

Shareholders, proxy holders and corporate representatives may participate at the Meeting online by entering the following URL into their browser: <https://meetings.linkgroup.com/SGR24>. Please refer to the Online Meeting Guide for supported browsers.

Detailed instructions on how to log in to, participate, vote and ask questions (in writing or orally) at the Meeting are set out in the Online Meeting Guide which is available on the Company's website at <https://www.starentertainmentgroup.com.au/annual-general-meetings/>, under the Investors tab.

To register to vote or ask a question via the online meeting platform, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), and postcode or country code. Your postcode is the postcode registered on your holding if you are an Australian shareholder. For international shareholders, click on the 'Choose Country (if outside Australia)' link and select the applicable country from the drop-down list.

Proxy holders will be sent their proxy number approximately 24 hours before the Meeting.

We recommend logging in to the online meeting platform for the Meeting at least 15 minutes prior to the scheduled start time for the Meeting. Online registration for the Meeting will open 30 minutes before the start of the Meeting.

#### **2024 Annual Report**

The Star Entertainment Group's Annual Report can be accessed online at <https://www.starentertainmentgroup.com.au/annual-reports/>.

I look forward to seeing you at the Meeting.

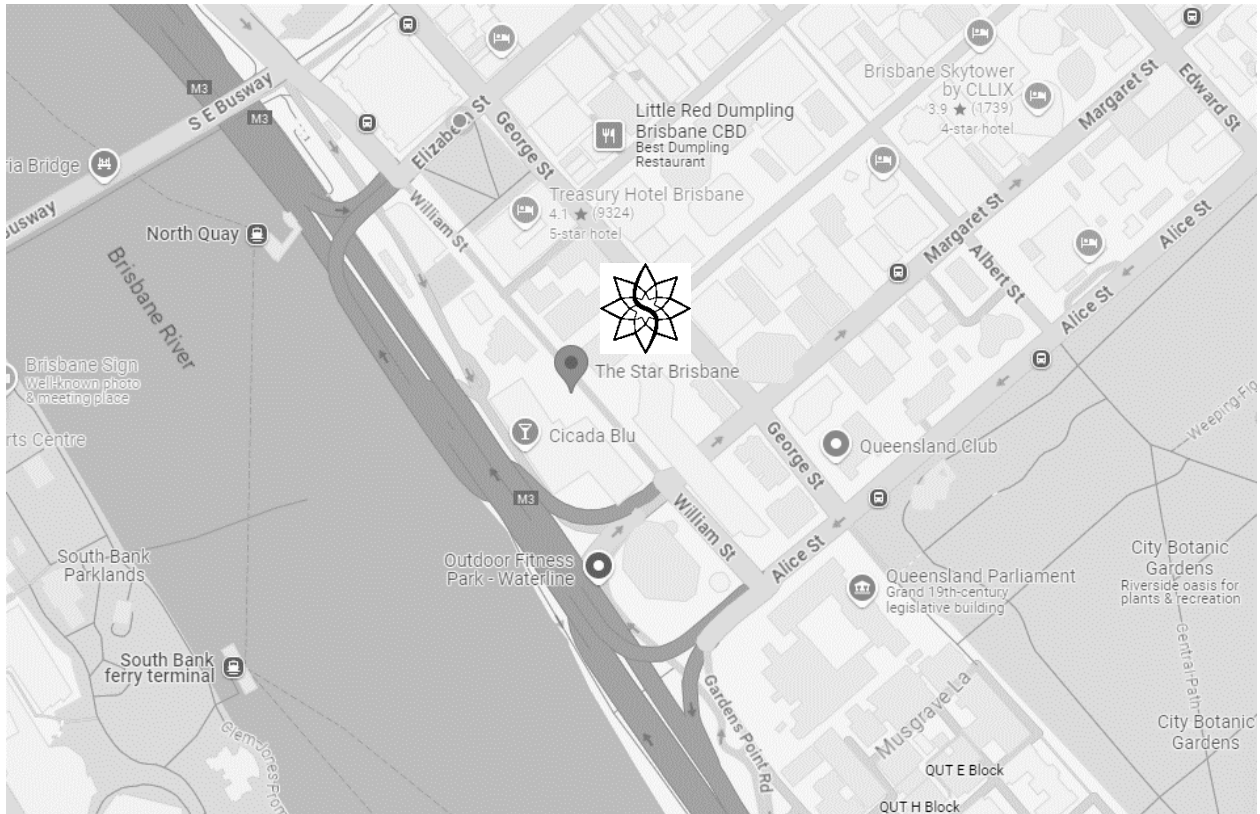
Yours sincerely



**Anne Ward**  
**Chairman**  
**The Star Entertainment Group Limited**

## HOW TO GET TO THE STAR BRISBANE, BRISBANE, QUEENSLAND

The various ways to get to The Star Brisbane are detailed below.



### Public Transport

There are various ways you can get to The Star Brisbane including via bus, train, ferry or by car.

#### Brisbane City Council Buses

The Star Brisbane is located a short walking distance to Brisbane's Uptown, which also doubles as the hub of the city's bus network. For information on which bus service is the most suitable for you, please visit [www.translink.com.au](http://www.translink.com.au).

#### Queensland Rail Train Services

Located within walking distance of Roma Street, Central and South Brisbane Stations, The Star Brisbane is centrally located for ease of access. For timetable and station information, please visit [www.translink.com.au](http://www.translink.com.au).

#### Brisbane City Council Ferries / City Cats

The Star Brisbane is located next to the banks of the Brisbane River and is a short walk from the North Quay ferry stop. For further information on timetables and stops, please visit [www.translink.com.au](http://www.translink.com.au).

#### Pedestrian and Bikeway Access

Pedestrians can access The Star Brisbane via William Street, Margaret Street and the George Street Foyer entrance. The Neville Bonner Bridge also connects South Bank to the Queen's Wharf precinct and The Star Brisbane's The Terrace.

The recently upgraded Bicentennial Bikeway runs along the river's edge adjacent to the precinct and will offer end of ride facilities.

#### Where To Park

Paid parking is also available on-site at The Star Brisbane. There are three car park entrances available:

- William Street entry
- Queen's Wharf Road entry
- Margaret Street entry

The car park is open 24 hours a day, 7 days a week (subject to availability). Please note that we do not have parking available for tall vehicles (over 2.1m).

## NOTICE OF ANNUAL GENERAL MEETING

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The Annual General Meeting of The Star Entertainment Group Limited ACN 149 629 023 (*the Company*) will be held on **Thursday, 28 November 2024 at 10:00am (Queensland time)** (*the Meeting*) in the Event Centre at The Star Brisbane, Brisbane, Queensland and online at <https://meetings.linkgroup.com/SGR24>. Registration for the Meeting will commence at 9:30am (Queensland time).

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### General Business

#### Item 1 – Financial Statements and Reports

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To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the financial year ended 30 June 2024.

(Note: there is no requirement for shareholders to approve these reports.)

### Ordinary Business

#### Item 2 – Election of Mr Peter Hodgson as a Director

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To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Mr Peter Hodgson, having been appointed to the Board since the last Annual General Meeting of the Company, who retires in accordance with the Constitution of the Company and is eligible for election, be elected as a Director of the Company.*

#### Item 3 – Remuneration Report

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To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That the Remuneration Report (which forms part of the Directors' Report) in respect of the financial year ended 30 June 2024 be adopted.*

(Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.)

#### Item 4 – One-Off Grant of Performance Rights to Mr Steve McCann

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To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That approval be given for all purposes, including for the purposes of ASX Listing Rule 10.14 and sections 200B, 200C and 200E of the Corporations Act 2001 (Cth) (**Corporations Act**), for the grant of 10,517,458 performance rights to the incoming Group Chief Executive Officer and Managing Director of the Company, Mr Steve McCann on the basis described in the Explanatory Memorandum to this Notice of Meeting.*

#### Item 5 – Approval of potential retirement benefits for Mr Steve McCann

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To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That approval be given for all purposes, including for the purposes of sections 200B, 200C and 200E of the Corporations Act, for the grant of potential retirement benefits to Mr Steve McCann, in connection with Mr McCann ceasing to hold a managerial or executive office in the Company or a related body corporate or in connection with the transfer of the whole or any part of the undertaking or property of the Company or a related body corporate, as set out in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.*

### Voting Exclusions – Items 3, 4 & 5

For the purposes of the voting exclusions for Items 3, 4 and 5, **KMP** means the key management personnel of the Company who (directly or indirectly) have authority and responsibility for planning, directing and controlling the activities of the Company (including the Directors). The Remuneration Report identifies the KMP of the Company for the financial year ended 30 June 2024. A reference to the KMP in these voting exclusions includes their closely related parties. Their closely related parties are defined in the Corporations Act, and include certain members of their family, dependants and companies they control.

If you appoint the Chairman of the Meeting as your proxy (or if the Chairman of the Meeting is appointed as your proxy by default), and you do not direct your proxy how to vote on an item, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if the item is connected directly or indirectly with the remuneration of a member of the KMP.

The Company will disregard any votes cast on **Item 3**:

- by or on behalf of any KMP, details of whose remuneration is disclosed in the Remuneration Report (regardless of the capacity in which the vote is cast); and
- as proxy by any KMP as at the date of the Meeting,

unless it is cast as proxy for a person entitled to vote:

- in accordance with the directions on the Voting Form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the Voting Form to exercise the proxy even though the resolution is connected with the remuneration of a member of the KMP.

The Company will disregard any votes cast on **Item 4**:

- by or on behalf of Mr Steve McCann (noting that Mr McCann is the only Director who is eligible to participate in the Company's Long Term Incentive Plan) or any of his associates (regardless of the capacity in which the vote is cast); and
- as proxy by any KMP as at the date of the Meeting,

unless it is cast by:

- a person as proxy or attorney for a person entitled to vote on the resolution in accordance with the directions on the Voting Form; or
- the Chairman of the Meeting as proxy or attorney for a person entitled to vote, in accordance with an express authorisation in the Voting Form to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

The Company will disregard any votes cast on **Item 5**:

- by or on behalf of Mr Steve McCann or any of his associates (regardless of the capacity in which the vote is cast); and
- as proxy by any KMP as at the date of the Meeting,

unless it is cast as proxy for a person entitled to vote:

- in accordance with the directions on the Voting Form; or
- by the Chairman of the Meeting, in accordance with an express authorisation in the Voting Form to exercise the proxy even though the resolution is connected with the remuneration of a member of the KMP.

Please refer to the Notes on Voting for further information on voting at the Meeting and the Explanatory Memorandum for further information on the proposed resolutions.

**By Order of the Board**

**Jennie Yuen**  
**Company Secretary**

29 October 2024

## NOTES ON VOTING

### Entitlement to Attend the Meeting and Vote

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1. Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and ASX Settlement Operating Rule 5.6.1, for the purpose of the Meeting, voting shareholders will be taken to be those persons recorded in the Company's Register of Shareholders as holding shares at **7:00pm (Queensland time) on Tuesday, 26 November 2024**.

### All resolutions to be determined by poll

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2. Voting on each of the proposed resolutions at the Meeting will be conducted by poll. On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).
3. The results of the voting on resolutions requiring a shareholder vote at the Meeting will be announced to the ASX after the Meeting.

### Conduct of the Meeting

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4. The Company is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders or representatives) who are present at the meeting (including in person or online, as applicable) with the opportunity to participate in the business of the meeting and to ask questions about matters relevant to the business of the meeting or the Company generally.
5. The Chairman of the Meeting will exercise his or her powers as the Chairman to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.
6. As this Meeting will also be held online, technical issues may arise. In that event, the Company will have regard to the impact of any technical issue on the ability of shareholders as a whole to participate and the Chairman of the Meeting may, in exercising his or her powers as the Chairman, issue any instructions for resolving the issue and may continue the Meeting if it is appropriate to do so.

### Participation at the Meeting

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The Meeting will be held on **Thursday, 28 November 2024 at 10:00am (Queensland time)** in the Event Centre at The Star Brisbane, 33 William Street, Brisbane, Queensland and online at <https://meetings.linkgroup.com/SGR24>.

7. Shareholders, proxy holders and corporate representatives may attend and participate at the Meeting either in person or online via the online meeting platform by entering the following URL into their browser: <https://meetings.linkgroup.com/SGR24>.
8. Detailed instructions on how to log in to, participate, vote and ask questions (in writing or orally) during the Meeting via the online meeting platform are set out in the Online Meeting Guide which is available on the Company's website at <https://www.starentertainmentgroup.com.au/annual-general-meetings/>, under the Investors tab.
9. We recommend logging in to the online meeting platform for the Meeting at least 15 minutes prior to the scheduled start time for the Meeting.
10. Registration for the Meeting will open 30 minutes before the start of the Meeting.

Note: Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

### Voting Methods

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11. A shareholder entitled to vote at the Meeting may vote in one of four ways:
  - by attending the Meeting and voting either in person or by attorney, or in the case of corporate shareholders, by corporate representative;
  - by attending the Meeting by accessing the secure online meeting platform and voting themselves or by attorney, or in the case of corporate shareholders, by corporate representative;
  - by lodging a direct vote online at the website of the Company's Share Registry at <https://investorcentre.linkgroup.com>; or

- by appointing a proxy to attend and vote on their behalf, and lodging the appointment with the Company's Share Registry, including online at <https://investorcentre.linkgroup.com>.
12. To be effective, voting instructions must be received by the Company at the Company's Share Registry address or facsimile number shown below, or lodged online at the website of the Company's Share Registry by **10:00am (Queensland time) on Tuesday, 26 November 2024**.
  13. The Voting Form must be signed and returned in accordance with the instructions on the form. You will be taken to have signed your Voting Form if you lodge it online in accordance with the instructions on the website.

#### **Voting using the online meeting platform**

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14. To log in to, and submit votes and questions during the Meeting via the online meeting platform for the Meeting, shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), and postcode or country code. Your postcode is the postcode registered on your holding if you are an Australian shareholder. For international shareholders, click on the 'Choose Country (if outside Australia)' link and select the applicable country from the drop-down list.

Proxy holders will be provided with their proxy number by the Company's Share Registry approximately 24 hours prior to the Meeting. The online meeting platform will be open for registration 30 minutes before the start of the Meeting.

15. Voting will be open until the Chairman of the Meeting closes the Meeting.
16. More information about online participation at the Meeting (including how to cast your votes and ask questions during the Meeting) is set out in the Online Meeting Guide which is available on the Company's website at <https://www.starentertainmentgroup.com.au/annual-general-meetings/>.

#### **Voting by Proxy**

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17. A shareholder entitled to attend the Meeting and vote is entitled to appoint not more than two proxies, who may be either an individual or a corporation. A proxy need not be a shareholder of the Company.
18. A shareholder appointing two proxies must have at least two shares and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, then each proxy may exercise half of the votes. An additional Voting Form will be supplied by the Company's Share Registry on request.
19. A shareholder or proxy that is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to exercise its powers at the Meeting. Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act and be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting.
20. If the appointment of a corporate representative is signed under power of attorney, the power of attorney under which the appointment is signed, or a certified copy of that power of attorney, must accompany the appointment unless the power of attorney has previously been noted by the Company's Share Registry.
21. If you appoint the Chairman of the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default and you do not specify how the Chairman is to vote on a resolution, by completing and submitting the Voting Form, you expressly authorise the Chairman to vote your proxy as she sees fit.
22. The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

#### **Attorneys**

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23. If a shareholder has appointed an attorney to attend and vote at the Meeting, the power of attorney (or a certified copy of the power of attorney) must be provided to the Company's Share Registry in the manner and by the same time, as specified for lodging Voting Forms, unless the power of attorney has been previously lodged with the Company's Share Registry.



## Restrictions on Voting

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24. Gambling legislation and certain government agreements in New South Wales and Queensland and Part 2 (Rules 83-87) of the Constitution of the Company contain provisions regulating the exercise of voting rights by persons with prohibited shareholding interests. The legislation and government agreements also set out the regulation of shareholding interests. The relevant Minister has the power to request information to determine whether a person has a prohibited shareholding interest. If a person fails to furnish these details within the time specified or, in the opinion of the Minister, the information is false or misleading, then the Minister can declare the voting rights of those shares suspended.

## Questions from Shareholders

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25. Shareholders will have the opportunity to ask questions (including an opportunity to ask questions of the Company's auditor) in person, or via the online meeting platform <https://meetings.linkgroup.com/SGR24> (in writing or orally), during the Meeting.
26. Shareholders may also lodge any written questions ahead of the Meeting through their portfolio or holding(s) login on the Company's Share Registry's website at <https://investorcentre.linkgroup.com>. More frequently asked questions may be addressed in the Chairman's address at the Meeting. Written questions must be received by the Company's Share Registry by **5:00pm (Queensland time) on Thursday, 21 November 2024**.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum provides additional information on the items to be considered at the Annual General Meeting of The Star Entertainment Group Limited (*the Company*) to be held on **Thursday, 28 November 2024 at 10:00am (Queensland time)** (*the Meeting*) in the Event Centre at The Star Brisbane, 33 William Street, Brisbane, Queensland and online at <https://meetings.linkgroup.com/SGR24> and forms part of the Notice of Meeting.

### **Item 1 – Financial Statements and Reports**

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The Financial Statements, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2024 will be laid before the Meeting. There is no requirement for shareholders to approve those reports. The Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company.

Shareholders will also be given a reasonable opportunity to ask the Company's Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

If you wish to put questions to the Chairman or the Company's Auditor, you are encouraged to lodge your questions online through your portfolio or holding(s) login on the Company's Share Registry's website at <https://investorcentre.linkgroup.com> by **5:00pm (Queensland time)** on **Thursday, 21 November 2024**. This is to allow time to collate questions and prepare answers.

During the Meeting, the Chairman will endeavour to address as many of the more frequently raised shareholder topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

### **Item 2 – Election of Mr Peter Hodgson as a Director**

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Mr Peter Hodgson has been a Non-Executive Director of the Company since 7 February 2024, following receipt of all necessary regulatory approvals. The Board considers Mr Hodgson to be an independent director.

Under the ASX Listing Rules and the Constitution of the Company, a Director (other than a Managing Director of the Company) who is appointed by the Board may only hold office until the next general meeting of the Company and is then eligible for election at that meeting.

In accordance with the ASX Listing Rules and the Constitution of the Company, Mr Hodgson retires, and being eligible, offers himself for election as a Director of the Company. If shareholders do not approve the election of Mr Hodgson as a Director of the Company, he will cease to be a Director of the Company at the conclusion of the Meeting.

Brief biographical details of Mr Hodgson are provided below.

#### **Academic and Professional Qualifications**

*Master of Arts*

*Bachelor of Arts*

*Member of the Australian Institute of Company Directors*

#### **Special Responsibilities**

*Chair of the Risk and Compliance Committee*

*Member of the Audit Committee*

*Member of the Culture, People and Remuneration Committee*

*Member of the Nominations Committee*

#### **Subsidiary Directorships**

*The Star Entertainment Finance Limited*

*The Star Entertainment Brisbane Holdings Pty Ltd*

*The Star Entertainment DBC Holdings Pty Ltd*

#### **Experience and Skills**

Peter Hodgson is an experienced director with extensive global financial services experience and a strong business track record. He is a strategic thinker with in-depth experience in large complex companies.

Mr Hodgson is currently Chairman of ASX-listed Judo Bank and the Centre of Evidence and Implementation, a director of Planum Partners, Significant Capital Ventures and Save the Children Impact Fund. He is a member of the University of Melbourne's Trinity College Investment Management Committee and a member of the advisory board of Drummond Capital Partners.

Mr Hodgson previously held senior executive roles in Australian and global financial institutions including Chief Risk Officer and Group Managing Director Institutional at ANZ, and was most recently Chief Executive Officer and Managing Director of Myer Family Investments.

### **Recommendation**

*The Board (other than Mr Hodgson who has an interest in the resolution and therefore abstains from making a recommendation) recommends that shareholders vote in favour of the resolution in relation to Item 2.*

*The Chairman intends to vote all available proxies in favour of the resolution.*

## **Item 3 – Remuneration Report**

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Pursuant to the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company is required to include in the Directors' Report a detailed Remuneration Report relating to the remuneration of Directors and key management personnel in the financial year ended 30 June 2024, and submit it for adoption by resolution of shareholders at the Meeting.

The Directors' Report for the financial year ended 30 June 2024 contains the Company's Remuneration Report. A copy of the Remuneration Report is set out in the Annual Report, which can be found on the Company's website at <http://www.starentertainmentgroup.com.au/annual-reports>.

The Remuneration Report discusses matters including (but not limited to):

- details relating to the remuneration arrangements of the Directors and other key management personnel of the Company, including actual cash remuneration received;
- key remuneration decisions taken during the financial year ended 30 June 2024; and
- the remuneration framework and key programs which drive the Company's performance.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

### **Recommendation**

*Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board recommends that shareholders vote in favour of the resolution in relation to Item 3.*

*The Chairman intends to vote all available proxies in favour of the resolution.*

## **Item 4 – One-Off Grant of Performance Rights to Mr Steve McCann**

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On 26 June 2024, the Company announced the appointment of Mr Steve McCann as its Group Chief Executive Officer and Managing Director, subject to the receipt of all necessary regulatory approvals.

At the time of the announcement of Mr McCann's appointment, the Company also announced a one-off grant of performance rights as a sign-on incentive to Mr McCann to the value of \$5,000,000 with a three-year vesting period (**Sign-On Performance Rights**).

The number of Sign-On Performance Rights that will be granted to Mr McCann is determined based on the formula \$5,000,000 divided by the Volume Weighted Average Price (**VWAP**) of the Company's shares in the 5 trading days prior to 26 June 2024 (being the date on which the Company announced Mr McCann's appointment), being \$0.4754.

Under ASX Listing Rule 10.14, an entity must not permit a director of the entity to acquire shares (e.g. following the vesting of the Sign-On Performance Rights) or rights to shares under an employee incentive scheme without the approval of shareholders, unless a relevant exception applies.

In accordance with exception 8 in ASX Listing Rule 10.12, if shareholder approval for the issue of the Sign-On Performance Rights is obtained by the Company for the purpose of ASX Listing Rule 10.14, shareholder approval is not required to be obtained for the purposes of ASX Listing Rule 10.11.

Accordingly, shareholders are asked to approve the issue of the Sign-On Performance Rights to Mr McCann for all purposes (including for the purposes of ASX Listing Rule 10.14 and sections 200B, 200C and 200E of the Corporations Act).

Shareholder approval is also being sought for the purposes of sections 200B, 200C and 200E of the Corporations Act<sup>1</sup> in relation to any potential termination benefits that may be given to Mr McCann in connection with the Sign-On Performance Rights set out in Item 4. If approved:

- Mr McCann will be entitled to receive any 'benefits' arising in connection with the Sign-On Performance Rights on termination of his ceasing to hold 'managerial or executive office', in addition to any other termination benefits that may be provided to him, without further shareholder approval; and
- the value of any termination benefits that may be provided to Mr McCann in connection with the Sign-On Performance Rights will be disregarded when calculating the termination benefits cap under the Corporations Act.

If shareholders do not approve the resolution set out in Item 4, Mr McCann will not be granted the Sign-On Performance Rights and the Company will pay the cash equivalent of the Sign-On Performance Rights calculated as at the vesting date. Further, if shareholders do not approve the resolution set out in Item 4 and a 'Trigger Event' or 'Fundamental Change' (each as defined below) occurs, or if Mr McCann's employment is terminated by the Company before the vesting date, the Company will pay the cash equivalent of the Sign-On Performance Rights in one or more tranches to Mr McCann.

### **Summary of the Sign-On Performance Rights**

The Sign-On Performance Rights will vest on 8 July 2027, being three years after the date on which Mr McCann commenced his employment with the Company (8 July 2024).

The number of Sign-On Performance Rights that will be granted to Mr McCann is 10,517,458 (calculated as \$5,000,000 / \$0.4754). The grant of Sign-On Performance Rights is equivalent in value to \$5,000,000 or 200% of Mr McCann's fixed total annual remuneration package including superannuation (being, \$2,500,000).

In the event of an equity issue or other similar event which dilutes the value of the Sign-On Performance Rights granted to Mr McCann, the number of performance rights will be increased to compensate for the dilution of value of these rights, to be determined at the time of the event.

No performance hurdles will apply to the vesting of the Sign-On Performance Rights. Vesting will be subject to both the passage of time and Mr McCann not resigning or being terminated summarily without notice in accordance with his contract of employment prior to the vesting date. In these circumstances, any unvested Sign-On Performance Rights will be forfeited.

On vesting, each Sign-On Performance Right is an entitlement to a fully paid ordinary share in the Company. The Sign-On Performance Rights will convert to ordinary shares on a 1:1 basis as determined in accordance with the terms of the Company's Long Term Incentive Plan (**Long Term Incentive Plan**).

The Sign-On Performance Rights will also vest if a fundamental change occurs pursuant to a transaction that results in a substantial diminution of Mr McCann's role (**Fundamental Change**) or a '**Trigger Event**' occurs (defined as a change in control in the Company, the Company being placed in administration or receivership or any decision by a relevant regulatory authority to cancel any casino or gaming licence, so long as that decision or failure is not attributable to any act or omission of Mr McCann, provided in each case that Mr McCann remains employed by the Company at the relevant time and has not given notice of resignation from the Company).

### **Additional information**

- The Board, in recognition of the considerable challenges ahead of the business and leadership team, considers that the grant of the Sign-On Performance Rights would provide alignment of Mr McCann's long-term interests with those of shareholders by linking Mr McCann's remuneration with his ongoing employment with the Company. The grant of Sign-On Performance Rights will provide Mr McCann with an award that will vest at a future date and, subject to receipt of shareholder approval, convert to fully paid ordinary shares in the Company.
- The Sign-On Performance Rights are subject to the terms and conditions of the Long Term Incentive Plan (the material terms of which are summarised below).
- Mr McCann has not previously been issued any securities under the Long Term Incentive Plan.

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<sup>1</sup> For further information in relation to sections 200B, 200C and 200E of the Corporations Act please refer to Item 5, below.

- There is no loan scheme in relation to the Sign-On Performance Rights or any securities issued in respect of the Sign-On Performance Rights.
- The Sign-On Performance Rights are to be issued for nil consideration, are non-transferrable and will have no dividend or voting rights.
- The Sign-On Performance Rights will be granted to Mr McCann as soon as practicable after the Meeting but not later than 12 months following the Meeting.
- Mr McCann's total annual remuneration package for FY25 is comprised of fixed remuneration (inclusive of superannuation) of \$2,500,000, a short-term incentive cash payment of \$2,500,000 (subject to Mr McCann not resigning or being terminated with cause at the time of payment), and a one-off cash sign-on bonus of \$2,500,000 (subject to clawback conditions).

### **Other material terms of the Long Term Incentive Plan**

The Sign-On Performance Rights are subject to the terms and conditions of the Long Term Incentive Plan. Other than as reflected in the matters set out above (including, for example, in the case of a 'Trigger Event' or 'Fundamental Change' – the treatment of which is set out above), other material terms of the Employee Performance Plan include as follows:

- A participant must not enter into any scheme, arrangement or agreement (including options and derivative products) which may alter the economic benefit to be derived from any award under the Long Term Incentive Plan.
- In the event of a variation of the Company's capital (such as a subdivision, consolidation, reduction, rights issue, bonus issue or other further issue of shares) prior to the vesting of the Sign-On Performance Rights, the number of Sign-On Performance Rights may be adjusted in the manner determined by the Board, and to the extent required, in accordance with the ASX Listing Rules. The exercise of the Board's discretion is to be informed by the principle that participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action. However, in the event of an equity issue or other similar event which dilutes the value of the Sign-On Performance Rights granted to Mr McCann, the number of performance rights will be increased to compensate for the dilution of value of these rights, to be determined at the time of the event.
- The Board may make special rules that apply to awards under the Long Term Incentive Plan in the event that the Company divests, or disposes of, a business or asset, designated by the Board for this purpose as "material".
- Vested performance rights may be clawed back where there has been a material misrepresentation of the financial outcomes on which the award had been assessed and/or Mr McCann's actions have been found to be fraudulent, dishonest or in breach of the Company's Code of Conduct.

### **Termination Benefits**

The Corporations Act restricts the benefits which can be given to those persons who hold a 'managerial or executive office' (as defined in the Corporations Act) on cessation of their employment with the Company and its related bodies corporate or in connection with the transfer of the assets of the Company or a related body corporate unless these benefits are approved by shareholders or an exemption applies<sup>2</sup>. Subject to regulatory approvals for Mr McCann's appointment as Group Chief Executive Officer and Managing Director being obtained, this will include Mr McCann.

Circumstances may arise in the future that may result in the early vesting of the Sign-On Performance Rights or a determination by the Board that the Sign-On Performance Rights shall not lapse in connection with Mr McCann ceasing to hold a 'managerial or executive office' with the Company.

The value of any 'benefit' that may be given to Mr McCann as a result of these circumstances depends on a number of factors, some of which are not within the Company's control, including the time at which the 'benefit' is provided and value of the Company's shares at this time.

Further details in relation to the restrictions under the Corporations Act in relation to the payment of 'benefits' to persons holding a 'managerial or executive office' on cessation of their employment, and related information regarding the approval of potential retirement benefits to Mr McCann, are set out in Item 5, below.

<sup>2</sup> For further information in relation to sections 200B, 200C and 200E of the Corporations Act please refer Item 5 below.

## Further information

Details of any securities issued under the Long Term Incentive Plan will be published in the Remuneration Report relating to the period in which they were issued, along with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Long Term Incentive Plan after the resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

## Recommendation

*The Board recommends that shareholders vote in favour of the resolution in relation to Item 4.*

*The Chairman intends to vote all available proxies in favour of the resolution.*

## **Item 5 – Approval of potential retirement benefits for Mr Steve McCann**

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The Corporations Act restricts the benefits which can be given to those persons who hold a 'managerial or executive office' (as defined in the Corporations Act) on cessation of their employment with the Company and its related bodies corporate or in connection with the transfer of the assets of the Company or a related body corporate. Subject to regulatory approvals for Mr McCann's appointment as Group Chief Executive Officer and Managing Director being obtained, this will include Mr McCann.

Under the Corporations Act, the Company may only give Mr McCann a 'benefit' in connection with:

- his ceasing to hold a 'managerial or executive office'; or
- the transfer of the whole or any part of the undertaking or property of the Company or a related body corporate,

if it is approved by shareholders or an exemption applies.

Section 200B of the Corporations Act provides that the Company must not give a person a 'benefit' in connection with the person's retirement from an office, or position of employment, in a company or related body corporate if:

- the office or position is a 'managerial or executive office'; or
- the person has, at any time during the last three years before his or her retirement, held a 'managerial or executive office' in the Company or a related body corporate,

unless shareholder approval is obtained under section 200E of the Corporations Act for the giving of the benefit (or unless a relevant exception applies).

Under the Corporations Act, 'benefits' are broadly defined to include (amongst other things) payment or other valuable consideration and the acceleration or automatic vesting of a share-based payment as a result of retirement from an office or a position. There are exceptions under the Corporations Act for the provision of certain kinds of benefits, such as statutory entitlements to accrued annual and long service leave and certain benefits within a monetary cap.

Section 200C of the Corporations Act provides that a person requires shareholder approval (under section 200E of the Corporations Act) where a benefit is given to a person who holds, or has at any previous time held, a managerial or executive office in a company or a related body corporate in connection with the transfer of the whole or any part of the undertaking or property of the company.

The Company is seeking shareholder approval for all purposes (including for the purposes of sections 200B, 200C and 200E of the Corporations Act) for benefits that may be provided to Mr McCann in accordance with his contract of employment, in addition to any benefits that the Company is required to provide to Mr McCann under applicable legislation, including accrued annual and long service leave entitlements.

If shareholder approval is obtained and the Board subsequently exercises its discretion to provide Mr McCann a 'benefit' in connection with Mr McCann ceasing to hold a 'managerial or executive office' with the Company (including, but not limited to, resolving to accelerate vesting of some or all of any of Mr McCann's unvested incentives (for example, any performance rights) under the Long Term Incentive Plan or any other equity incentive plan (if any from time to time) or to resolve that any of Mr McCann's incentives do not lapse but will continue and be tested in the ordinary course), the value of the 'benefit' will be disregarded when calculating the relevant cap for the purposes of sections 200F(2)(b) or 200G(1)(c) of the Corporations Act.

The type and value of the benefits for which shareholder approval is being sought in accordance with Mr McCann's employment contract are set out in the following table.

Benefits	Reason for, or circumstances of, termination				
	Terminated summarily without notice	Resignation	Trigger Event (within 2 years)	Fundamental Change	Without cause
Accrued entitlements	Accrued entitlements (salary, leave, super, any other employee entitlements payable under law)	Accrued entitlements (salary, leave, super, any other employee entitlements payable under law)	Entitlements due up to 8 July 2026 (inclusive) (salary, leave, super, any other employee entitlements payable under law, and any total employment cost for the period and any incentives or retention bonus amounts due)	Accrued entitlements (salary, leave, super, any other employee entitlements payable under law)	Accrued entitlements (salary, leave, super, any other employee entitlements payable under law)
Payments in lieu of notice	Nil	Up to 12 months' pay in lieu of notice	Up to 12 months' pay in lieu of notice (reduced by any notice period up to 8 July 2026 (inclusive) already included in the payment above)	Up to 12 months' pay in lieu of notice	Up to 12 months' pay in lieu of notice
Sign-On Performance Rights <sup>3</sup>	Rights forfeited	Rights forfeited	Vest immediately	Vest immediately	Vest on usual vesting date, subject to accelerated vesting at board's discretion
FY25/26 Short Term Incentive award ( <i>STI</i> ) / Long Term Incentive award ( <i>LTI</i> )	STI/LTI forfeited	STI/LTI forfeited	Vest immediately	Vest or paid on usual vesting or payment date, subject to accelerated payment or vesting at board's discretion	Vest or paid on usual vesting or payment date, subject to accelerated payment or vesting at board's discretion
FY27 onwards STI/LTI	Nil	Nil	Nil	Vest or paid on usual vesting or payment date, subject to accelerated payment or vesting at board's discretion	Vest or paid on usual vesting or payment date, subject to accelerated payment or vesting at board's discretion

<sup>3</sup> See Item 4 above.

The terms of Mr McCann's grant of Sign-On Performance Rights are described in Item 4 and the other material terms of Mr McCann's employment are as set out in the Company's ASX announcement dated 26 June 2024. It can reasonably be anticipated that aspects of Mr McCann's employment contract will be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's Remuneration Report for the period in which the changes occurred.

The amount of any payment or value of any other benefit that may be given to Mr McCann in connection with Item 5 depends on a number of factors, some of which are not within the Company's control. The value will be affected by the time at which the benefit is provided and will depend, amongst other things, on Mr McCann's remuneration at the time the benefit is provided and the value of the Company's shares at the relevant time in the case of any share based benefits.

**Recommendation**

*The Board recommends that shareholders vote in favour of the resolution in relation to Item 5.*

*The Chairman of the Meeting intends to vote all available proxies in favour of the resolution.*



## LODGE YOUR VOTE

**ONLINE**  
<https://investorcentre.linkgroup.com>

**BY MAIL**  
 The Star Entertainment Group Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

**BY FAX**  
 +61 2 9287 0309

**BY HAND\***  
 Link Market Services Limited  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO**  
 Telephone: 1300 880 923    Overseas: +61 1300 880 923



X99999999999

## VOTING FORM

To vote directly or to direct your proxy how to vote on any item, please insert  in Box A or Box B below. Please read the voting instructions overleaf before marking any boxes.

I/We being a shareholder(s) of The Star Entertainment Group Limited (ABN 85 149 629 023) (the "Company") and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

**i** in relation to the Annual General Meeting of the Company to be held at **10:00am (Queensland time) on Thursday, 28 November 2024** (the "Meeting") and at any adjournment or postponement of the Meeting. You must mark either "For" or "Against" for each item for a valid direct vote to be recorded. If you mark the "Abstain" box, your vote for that item will be invalid. **GO TO STEP 2.**

### OR B APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit, subject to any applicable voting exclusion(s) at the Annual General Meeting of the Company to be held at **10:00am (Queensland time) on Thursday, 28 November 2024** (the "Meeting") and at any postponement or adjournment of the Meeting.

The meeting will be held in the **Event Centre at The Star Brisbane, 33 William Street, Brisbane, Queensland** and online at <https://meetings.linkgroup.com/SGR24> (detailed instructions on how to log in to, participate, vote and ask questions at the Meeting are set out in the Online Meeting Guide and Notice of Meeting, which are available on the Company's website at <http://www.starentertainmentgroup.com.au/annual-general-meetings>).

**Important:** If the Chairman of the Meeting is acting as my/our proxy and I/we have not provided voting directions below, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy to vote on an item, even though the item is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

## VOTING DIRECTIONS

Voting directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

### Items of Business

	For	Against	Abstain*		For	Against	Abstain*
2 Election of Mr Peter Hodgson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of potential retirement benefits to Mr Steve McCann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 One-Off Grant of Performance Rights to Mr Steve McCann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**i** \* If you mark the Abstain box for a particular Item, your direct vote will be invalid if you are voting under Box A or, if you are voting under Box B, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SGR PRX2401N



# HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

## YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

## STEP 1

### VOTING UNDER BOX A – DIRECT VOTE

If you marked the box under Box A you are indicating that you wish to vote directly. Please only mark either "For" or "Against" for each item, to record a valid direct vote on that item at STEP 2. If you mark the "Abstain" box for an item, your vote for that item will be invalid.

If no direction is given on any of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

You may identify on the Voting Form the total number of shares to be voted on any item by inserting the percentage or number of shares in the "For" or "Against" boxes.

If you have lodged a direct vote, and you attend the Meeting, your direct vote remains valid and is not revoked by your attendance unless you instruct the Company's share registry prior to the Meeting that you wish to vote in person on any or all of the items to be put before the Meeting (in which case your direct vote is revoked).

The decision of the Chairman of the Meeting as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the first box in Box B. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email and address of that individual or body corporate in Box B. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the item is connected directly or indirectly with the remuneration of a member of the Company's key management personnel. **The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

## STEP 2

### VOTES – PROXY APPOINTMENT

You can direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you mark more than one box on an item your vote on that item will be invalid.

If you do not mark any of the boxes on a given item then, subject to the rest of this paragraph, your proxy may vote as he or she chooses. If you wish to appoint as your proxy a Director (other than the Chairman of the Meeting) or other member of the Company's key management personnel whose remuneration details are set out in the Remuneration Report, or their closely related parties, you must specify how they should vote on Items 3, 4 & 5 by completing the "For", "Against" or "Abstain" boxes on the Voting Form. If you do not do that, your proxy will not be able to exercise your vote on your behalf for those items. If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on Items 3, 4 & 5, you should specify this by marking the "Against" or "Abstain" boxes against the relevant item on the Voting Form.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together to the Company's share registry.

### SIGNING INSTRUCTIONS

You must sign this form in the spaces provided, as follows:

**Individual:** where the holding is in one name, the shareholder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must have previously lodged the Power of Attorney with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form and return both documents by mail or by hand.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001* (Cth)) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If you have appointed a proxy or an attorney, and you attend the Meeting, your proxy or attorney remains valid and is not revoked by your attendance unless you instruct the Company's share registry prior to the Meeting that you wish to vote in person on any or all of the items to be put before the Meeting (in which case your proxy or attorney is revoked entirely for the Meeting).

## CORPORATE REPRESENTATIVES

If a representative of a corporate shareholder or proxy is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) before the Meeting or at the registration desk on the day of the Meeting in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

## LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address listed above by **10:00am (Queensland time) on Tuesday, 26 November 2024**, being not later than 48 hours before the commencement of the Meeting and at any adjournment or postponement of the Meeting. Any Voting Form received after that time will not be valid for the Meeting.

Voting Forms may be lodged by mail to the address listed above, by fax to the number listed above, or:



### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on this Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or entering the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



### BY MAIL

The Star Entertainment Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



### BY FAX

+61 2 9287 0309



### BY HAND


delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* during business hours (Monday to Friday, 9:00am–5:00pm)

## IMPORTANT INFORMATION


Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

## LODGE YOUR QUESTIONS

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **BY MAIL**  
 The Star Entertainment Group Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia

 **BY FAX**  
 +61 2 9287 0309

 **BY HAND\***  
 Link Market Services Limited  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150

\*During business hours Monday to Friday

 **ALL ENQUIRIES TO**  
 Telephone: +61 1300 880 923



**X999999999999**

Please use this form to submit any questions about The Star Entertainment Group Limited (ABN 85 149 629 023) (the **Company**) that you would like us to respond to at the Annual General Meeting of the Company to be held at **10:00am (Queensland time) on Thursday, 28 November 2024 (the Meeting)**. Your questions should relate to matters that are relevant to the business of the Meeting, as outlined in the Notice of Meeting and Explanatory Memorandum. If your question is for the Company's Auditor it should be relevant to the content of the Auditor's Report, or the conduct of the audit of the Financial Report. This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (Queensland time) on Thursday, 21 November 2024**. Questions will be collated. During the course of the Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's Auditor, the opportunity to answer written questions submitted to the Auditor. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Performance or Financial Reports | <input type="checkbox"/> A resolution in the Notice of Meeting | <input type="checkbox"/> Future direction |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Sustainability/Environment            | <input type="checkbox"/> Other            |

Please tick if this question is directed to the Auditor

My question relates to *(please mark the most appropriate box)*

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Performance or Financial Reports | <input type="checkbox"/> A resolution in the Notice of Meeting | <input type="checkbox"/> Future direction |
| <input type="checkbox"/> Remuneration Report              | <input type="checkbox"/> Sustainability/Environment            | <input type="checkbox"/> Other            |

Please tick if this question is directed to the Auditor