

# MILLENNIUM & COPTHORNE HOTELS NEW ZEALAND LIMITED

## CORPORATE GOVERNANCE STATEMENT (MARCH 2024)

This Corporate Governance Statement summarises the approach of Millennium & Copthorne Hotels New Zealand Limited ("MCK") to applying the principles and recommendations outlined in the NZX Corporate Governance Code dated 1 April 2023 (the "NZX Code"), including where our practice differs from the recommendations under the Code. This Corporate Governance Statement reports on MCK's corporate governance matters in respect of the period ending 31 December 2023, and was approved by the Board on 14 March 2024. Notwithstanding that we have a 31 December 2023 balance date, we have chosen to report against the 1 April 2023 version of the NZX Code, rather than the 17 June 2022 version of the NZX Code.

Towards the end of the 2023 financial year and into the 2024 financial year, we undertook a review of our key corporate governance documentation (including committee charters and key policies and procedures) (the Corporate Governance Review). Following the completion of the Corporate Governance Review, in February and March 2024 the Board resolved to approve and adopt updated versions of the relevant documentation.

The Company's constitution, the Board and committee charters, any of the other charters or other governance documents referred to in this statement are available to view on our website at <https://mckhotels.co.nz/investors/>.

**PRINCIPLE 1 – ETHICAL STANDARDS**  
Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation.

Following completion of the Corporate Governance Review, in February 2024 the Board adopted an updated version of the Code of Ethics that applies to directors and employees of MCK. The Code of Ethics outlines internal reporting procedures for any breach of ethics, and describes MCK's expectations about behaviour. A copy of the Code of Ethics is available on the Company's website.

The updated Code of Ethics has been communicated to all directors and employees of the Company. MCK regularly conducts training on compliance with ethical standards with its directors and employees.

In addition to the Code of Ethics, MCK has a Code of Conduct which applies to all of MCK's employees. All of MCK's employees are expected to act in the best interests of MCK and to enhance the reputation of the company. MCK also has a number of operational policies which must be followed by employees and the MCK Code of Conduct forms part of each employee's employment agreement.

During the 2023 financial year MCK did not comply with recommendation 1.1 of the NZX Code in respect of the requirement for the Code of Ethics to apply to all employees. Instead, the Code of Conduct applied to all of MCK's employees. While the Code of Conduct addressed a number of the factors set out in recommendation 1.1 of the NZX Code, it did not address all of the relevant factors. No alternative governance practice was adopted in lieu of the recommendation during the period. As noted above, following the Corporate Governance Review MCK's Code of Ethics now applies to all of MCK's employees.

MCK also believes in fair dealing with its customers and suppliers, shareholders, employees and other stakeholders and external third parties.

All Directors have access to the Company Secretary at any time as well as independent legal, financial or other professional advice at the expense of the company as may be required.

MCK has a Whistleblowing Policy which extends to all management and employees. The Whistleblowing Policy facilitates the disclosure and impartial investigation of any serious wrongdoing. This policy advises employees of their right to disclose serious wrongdoing, and sets out the Company's internal procedures for receiving and dealing with such disclosures. The policy is consistent with, and facilitates, the Protected Disclosures Act 2000 and is supported by the Board.

MCK has a financial product trading policy which applies to all employees and directors. Our financial product trading policy was updated in March 2024 as part of the Corporate Governance Review. Our share trading policy is available on the Company's website.

**PRINCIPLE 2 – BOARD COMPOSITION AND PERFORMANCE**  
To ensure an effective Board, there should be a balance of independence, skills, knowledge, experience and perspectives.

### **Background**

MCK's Board has responsibility, control and oversight of the business activities, strategic direction and the governance of MCK and its subsidiary companies. It looks at how the company is operating, how risk and compliance are managed, approving financial and other reports and capital expenditure and reporting to MCK's shareholders. The Board approves MCK's budgets and business plans as well as significant projects and has statutory obligations for other matters such as the payments of dividends and the issue of shares. The Board is accountable to MCK's shareholders for the company's performance.

The Board adopted a written charter in March 2024 as part of the Corporate Governance Review. The Board Charter sets out the roles and responsibilities of the Board. The Board Charter is available in the Policies and Charters section of the Company's website. During the 2023 financial year MCK did not comply with the requirement under recommendation 2.1 of the NZX Code to have a written board charter. MCK did not follow this recommendation because MCK had previously considered this requirement to have been satisfied by the relevant section of the Corporate Governance Statement itself and the roles and responsibilities of the Board set out in the Constitution. Given this, no alternative governance practice was adopted in lieu of the recommendation during the period.

Certain powers are delegated to Board Committees and Subcommittees. The role of the Committees is detailed under Principle 3.

Day-to-day management is delegated to the Managing Director and senior management. The levels of authority are approved by way of a Delegated Authorities Manual, which is reviewed by the Audit Committee and ultimately approved by the Board.

### **Nomination process**

Appointments to the Board are generally considered by the Board as a whole, and the Board takes into account the skills required to allow it to carry out its functions and governance role. If necessary, a Board subcommittee will be formed to assess nominees.

As part of the appointment process, checks are completed which include the nominee's business experience, qualifications and good character. If appointed, a director will receive a letter formalising their appointment. The letter confirms the key terms and conditions of appointment and is signed by both the Chair and the director.

### Assess director, board and committee performance

The Board's procedure for regularly assessing director, board and committee performance is set out in the Board Charter, which was adopted in March 2024 as part of the Corporate Governance Review. During the 2023 financial year MCK did not comply with the requirement under recommendation 2.7 of the NZX Code to have a formal procedure for assessing such performance. MCK did not follow this recommendation because the procedure was previously conducted on an informal basis. Given this, no alternative governance practice was adopted in lieu of the recommendation during the period.

### Board composition

MCK's Constitution specifies a minimum number of three directors and a maximum number of nine directors at any one time. Two directors must ordinarily be living in New Zealand. In line with the NZX Main Board Listing Rules, MCK is required to have at least two Independent Directors.

### Independence determinations

Currently, MCK has determined that its Chair Colin Sim, Graham McKenzie and Leslie Preston are Independent Directors for the purposes of the NZX Listing Rules. Messrs Hangchi, Harrison, and Kwek are not considered by the Board to be Independent Directors. This means that MCK does not currently comply with, and did not during the 2023 financial year comply with, recommendation 2.8 of the Code. That recommendation requires a majority of the Board to be Independent Directors for the purposes of the NZX Listing Rules. MCK did not follow this recommendation because its largest shareholder holds more than 50% of the shares in the Company and believes that it is reasonable for Independent Directors to not comprise a majority of the directors in those circumstances. The Company notes that non-Independent Directors equally do not comprise a majority of the directors (only 50%), only two of the three non-Independent Directors are associated with the Company's major shareholder, the Chair is an Independent Director and the Chair has a casting vote. Given these matters, no alternative governance practice was adopted in lieu of the recommendation during the period.

MCK's Chair is an Independent Director and is not the Managing Director.

When assessing independence, the Board holistically considers the interests and relationships of a director that could affect the determination, including having regard to (but not limited to) the factors set out in Table 2.4 of the NZX Code.

The Board considers Graham 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. Mr McKenzie was first appointed to the MCK Board in 2006. 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. Mr McKenzie is due to retire by rotation at MCK's 2025 annual meeting of shareholders and has said that he will not be seeking re-election at that meeting.

### Board meetings

Board meetings are generally held quarterly, with additional meetings convened when required. The table below details directors' attendances during 2023.

Director	Meetings attended in 2023
Colin Sim (Chair)	5/5
Stuart Harrison (Managing Director)	5/5
Kevin Hangchi	5/5
Eik Sheng Kwek	5/5
Graham McKenzie	5/5
Leslie Preston	5/5

### Skills

In 2022, the Board revised its Skills Matrix to demonstrate the skills, experience and diversity of its Board.

Skill / Attribute	Relevant Director
Retail, marketing, brand and sales experience	Preston
Governance experience	Hangchi, Harrison, Kwek, McKenzie, Preston, Sim
Large enterprise / Multinational business or leadership experience	Hangchi, Harrison, Kwek, Preston, Sim
Accounting / Finance / Tax experience	Hangchi, Harrison, Kwek, Preston.
Legal or Regulatory knowledge and experience	Hangchi, Harrison, McKenzie
Business strategy experience	Harrison, Kwek, Preston, Sim
Property development / management experience	Harrison, Kwek, Sim

### Training

The Board encourages all directors to undertake their own continuous education so that they can perform their duties as directors and provide maximum benefit to the Board and to shareholders. Following adoption of the Board Charter in February 2024 as part of the Corporate Governance Review, MCK will provide specific training to directors as required.

### Diversity and Inclusion Policy

In 2018, MCK also adopted a Diversity and Inclusion Policy. The key elements of MCK's Diversity and Inclusion Policy are to maintain a culture of ownership and trust, ensuring that our leaders are good role models for others and demonstrate behaviours and actions that match our values and adhere to them throughout our business.

The Board is satisfied that MCK's current practices are in line with the Diversity and Inclusion Policy. During 2023, work has continued on increasing awareness about diversity within the organisation and improving our talent recruitment and selection process.

We are also looking to review and refresh our training around diversity issues in the workplace. Updating our Diversity and Inclusion Policy is a priority for 2024. As measurable metrics for furthering diversity and inclusion are established, performance against these agreed metrics will be referenced in subsequent annual reports.

Based on the above, the Board's assessment is that MCK has complied with its Diversity and Inclusion Policy for 2023.

### PRINCIPLE 3 – BOARD COMMITTEES

The Board should use committees where this will enhance its effectiveness in key areas while still retaining board responsibility.

Committees help the Board in carrying out its responsibilities and MCK currently has two standing committees, being the Audit Committee and the Remuneration Committee.

MCK does not currently have a Nominations Committee because nominations and appointments are generally considered by the Board as a whole. The process for appointing directors is set out under Principle 2.

The Board also forms other subcommittees as and when required to address specific issues that arise.

### Audit Committee

The Audit Committee is comprised with a majority of Independent Directors and has an Independent Director (who is not the

Board Chair) as Chair. The current members of the Audit Committee are Leslie Preston (Chair), Graham McKenzie and Stuart Harrison.

The Audit Committee operates under a written charter. The Audit Committee Charter is available in the Policies and Charters section of the Company's website.

The table below reports attendance of the Audit Committee members during 2023:

Director	Meetings attended in 2023
Leslie Preston	4/4
Graham McKenzie	4/4
Stuart Harrison	4/4

As Stuart Harrison is MCK's Managing Director, MCK does not comply with (and did not during the 2023 financial year comply with) the requirement under recommendation 3.1 of the NZX Code. That recommendation states that the Audit Committee should comprise solely of non-executive directors. MCK did not follow this recommendation because it believes that it is preferable to have an executive director on the Audit Committee as this provides a direct insight into Management's perspective rather than a director who is associated with the majority shareholder or the Chair of the Board (being the only options available to MCK given the current Board size and composition). Given this, no alternative governance practice was adopted in lieu of the recommendation during the period.

Employees (other than the Managing Director) attend meetings of the Audit Committee at the invitation of the Committee only.

#### Remuneration Committee

The objectives of the Remuneration Committee are to help the Board establish coherent remuneration policies and practices which:

- enable the Company to attract, retain and motivate key management personnel and Directors (executive and non-executive) who will create value for shareholders;
- fairly and reasonably reward senior management of the Company (including executive Directors) having regard to the performance of the Company, the performance of senior management and the general pay environment; and
- comply with the provisions of any relevant legislation, the NZX Listing Rules and any other statutory or regulatory requirements.

The current members of the Remuneration

Committee are Leslie Preston, Graham McKenzie and Eik Sheng Kwek. During the 2023 financial year, the members of the Remuneration Committee were Messrs. McKenzie and Kwek. Mr McKenzie is an Independent Director but Mr Kwek is not. This means that MCK did not during the 2023 financial year comply with, recommendation 3.3 of the NZX Code in relation to at least a majority of the Remuneration Committee members being Independent Directors. MCK did not follow this recommendation because it had previously considered the right size of the Remuneration Committee to be two directors and none of the members were executive directors. No alternative governance practice was adopted in lieu of the recommendation during the period.

The Remuneration Committee operates under a written charter. The Remuneration Committee Charter is available in the Policies and Charters section of the Company's website.

The Remuneration Committee did not meet in 2023.

Employees attend meetings of the Remuneration Committee only at the invitation of the Committee.

#### Due diligence committee

In connection with the proposed acquisition of a 50% interest by the Company in the Sofitel Hotel in Brisbane, the Board formed a sub-committee comprising Leslie Preston and Graham McKenzie to oversee the Company's due diligence. The Due Diligence Committee met 11 times during the 2023 financial year in connection with that transaction.

The table below reports attendance of the Audit Committee members during 2023:

Director	Meetings attended in 2023
Leslie Preston	11 / 11
Graham McKenzie	11 / 11

#### Takeover protocols

In February 2024 as part of the Corporate Governance Review, the Board adopted written protocols that set out the procedure to be followed if there is a takeover offer for the Company (the Takeover Protocols). During the 2023 financial year MCK did not have established Takeover Protocols and therefore did not comply with recommendation 3.6 of the NZX Code. MCK did not follow this recommendation because the Board had previously considered receipt of a takeover offer to be an unlikely event given CDL Hotels Holdings New Zealand Limited's long-term majority shareholding in the Company and that if CDL Hotels

Holdings New Zealand Limited was to approach the Company in relation to a control transaction it should have sufficient time in which to organise its response. Given this, no alternative governance practice was therefore adopted in lieu of the recommendation during the period.

#### PRINCIPLE 4 – REPORTING & DISCLOSURE

The Board should demand integrity in financial and non-financial reporting and in the timeliness and balance of corporate disclosures.

#### Continuous Disclosure Policy

As an NZX-listed entity, MCK recognises the need to ensure that it is fully compliant with its reporting and disclosure obligations and has in place a Continuous Disclosure Policy (CDP) which applies to MCK, its subsidiaries ("Group"), and all their respective directors and employees.

The Board has appointed the Board Chair, the Chair of the Audit Committee, the Managing Director, the Company Secretary and the Vice President Finance to act as MCK's Continuous Disclosure Committee (the Disclosure Committee). A quorum of the Disclosure Committee shall consist of no less than three (3) of these persons.

The Disclosure Committee is responsible for:

- determining what information amounts to material information and must be disclosed;
- determining the timing of disclosure of any information in accordance with the CDP;
- approving the content of any disclosure to NZX (including matters not directly covered by the CDP);
- ensuring that all employees and directors within the Group whom the Committee considers appropriate receive a copy of the CDP and appropriate training with respect to it;
- developing mechanisms designed to identify potential material information (e.g., agenda item on management meetings); and
- liaising with legal advisers in respect of MCK's compliance with its continuous disclosure obligations.

The CDP was updated as part of the Corporate Governance Review and is available in the Policies and Charters section of the Company's website.

#### Key governance documents on website

As mentioned at the start of this Corporate Governance Statement, the Company's key governance documents are available on the Company's website.

## PRINCIPLE 5 – REMUNERATION

The remuneration of directors and executives should be transparent, fair and reasonable.

### Director remuneration

The total pool for Directors' Fees is capped at \$200,000 and was last approved by shareholders in 1996. The level of fees was last reviewed by the Board as a whole in 2019.

Non-executive directors are each entitled to receive a base fee of NZ\$38,000 per annum. The Board Chair is entitled to receive an annual fee of NZ \$42,000 per annum. The Chair of the Audit Committee receives a further NZ\$9,000 per annum and member(s) of the Audit Committee each receive an additional NZ\$7,000 per annum. Executive Directors do not receive Directors' or Committee fees. No retirement benefits are paid to Directors. Reasonable travel and other costs associated with company business are reimbursable or met by MCK.

Details of the actual director remuneration for the 2023 financial year is set out in Regulatory Disclosures of our 2023 Annual Report.

The Board adopted a director remuneration policy in March 2024 as part of the Corporate Governance Review. The director remuneration policy is available in the Policies and Charters section of the Company's website. During the 2023 financial year MCK did not comply with the requirement under recommendation 5.1 of the NZX Code to have a written director remuneration policy. MCK did not follow this recommendation because this had been dealt with on an informal basis given the length of time since the fee pool had been increased. Given this, no alternative governance practice was adopted in lieu of the recommendation during the period.

### Employee remuneration

Employee remuneration (including that of the Managing Director and senior management) is made up of two primary components being a fixed component and a short term incentive. The fixed component comprises a base salary and other benefits such as Kiwisaver, a contribution to health insurance and, in some cases, use of a company vehicle. The fixed component is determined with reference to market information as well as the responsibilities of the position, experience and overall performance.

Short term incentives are designed to reward high performing employees with appropriate incentives which are measured on key performance indicators which are reviewed and monitored regularly and based solely on company performance. These include

meeting budget or revenue targets. The Company reserves the right to suspend or adjust incentives if targets are not met.

MCK does not currently have an employee share plan or a long term incentive scheme.

All employees participate in performance and development reviews, with end-of-year review outcomes informing decisions regarding remuneration adjustments in accordance with company policy.

All employees are eligible for a range of benefits including discounted accommodation at MCK's hotels in New Zealand and Millennium & Copthorne Hotels around the world (subject to availability).

The Board adopted an executive remuneration policy in March 2024 as part of the Corporate Governance Review. The executive remuneration policy is available in the Policies and Charters section of the Company's website. During the 2023 financial year MCK did not comply with the requirement under recommendation 5.2 of the NZX Code to have a written executive remuneration policy. MCK did not follow this recommendation because executive remuneration had been dealt with on a case-by-case basis with the relevant executive. Given this, no alternative governance practice was adopted in lieu of the recommendation during the period.

### Managing Director's remuneration

Managing Director's Remuneration	FY2022	FY2023
Base Salary (a)	253,021	480,060
Benefits (b)	8,953	18,888
Short Term Incentives (c)	-	-
Total	261,974	498,948

(a) The figure is the actual amount paid inclusive of holiday pay. The agreed base salary under the employment agreement is \$480,000.

(b) Benefits include Kiwisaver and insurance.

(c) Set at 25% pf base salary and based on key financial and non-financial performance measures. There are no long-term incentives.

## PRINCIPLE 6 – RISK MANAGEMENT

Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks.

While risks are a part of doing business, it does need to be monitored and addressed. MCK's Board, Audit Committee and Management Team all have a role in identifying areas of risk and understanding their impact on the Company as well as how these areas are to be managed and mitigated in accordance with MCK's risk management framework. MCK is looking at revising its risk management framework in the course of 2024.

MCK's Management Team is responsible for the day-to-day identification, assessment and management of risks applicable to the Company as well as the implementation of appropriate controls, processes and policies to manage such risks. Management also ensures that there are training programmes in place to identify, manage, mitigate or eliminate hazards and risks in the workplace.

The Audit Committee's role is to review and report to the Board on the adequacy of Management's oversight and implementation of risks with particular regard to financial and operational risks.

The Board is ultimately responsible for the oversight and implementation of the Company's responses to risk management.

Descriptions of the material risks facing MCK's business are set out at pages CG 7 and CG 8 of the 2023 Annual Report.

MCK has a detailed health and safety risk and reporting framework which applies to its hotels and support office locations. The framework comprises policies which detail such matters as hazard identification and mitigation, accident reporting procedures and general safety measures in the workplace. Contractor induction documentation also forms part of the framework. The policies comprising the framework are reviewed regularly and training on the policies and health & safety issues is provided to employees. Health & Safety Committees are convened at each hotel and support office location and meet regularly. Each hotel and support office has a Health & Safety Co-ordinator. Information on incidents, accidents and trends is provided to the senior management team and to the Board. The information is used to monitor any significant trends and variations, to identify any particular areas where there is higher risk and to allocate training and other resources to those areas where new or higher risks are present. MCK considers that it manages health and safety risks to an acceptable standard and in compliance with its legal obligations.



MCK has a series of internal controls in place covering such areas as financial monitoring and reporting, human resources and risk management. The primary responsibility for monitoring and reporting against internal controls and remedying any deficiencies lies with Management.

MCK also keeps current insurances appropriate to its business including directors and officers liability policies and public liability policies with reputable global insurers.

**PRINCIPLE 7 – AUDITORS**

The Board should ensure the quality and independence of the external audit process.

External Audit plays a critical role in ensuring the integrity of financial reporting. The role of the external auditor is to plan and carry out an audit of MCK’s annual financial reports and review the half-yearly reports. The Audit Committee reviews the performance and independence of the external auditors.

MCK has in place an External Auditor Independence Policy which deals with the provision of services by the MCK’s external auditors, auditor rotation and the relationships between the external auditor and the Company. The policy states that: The Audit Committee shall only recommend to the Board a firm to be external auditor if that firm:

- would be regarded by a reasonable investor, with full knowledge of all relevant facts and circumstances, as capable of exercising objective and impartial judgment on all issues encompassed within the auditor’s engagement;
- audit partners are members of Chartered Accountants Australia New Zealand (CAANZ);
- has not, within two years prior to the commencement of the audit, had as a member of its audit engagement team MCK’s Managing Director, Vice President Finance, Group Accounting Manager, or any member of the Company’s Management who acts in a financial oversight role; and
- does not allow the direct compensation of its audit partners for selling non-audit services to MCK.

The general principles to be applied in assessing non-audit services are as follows:

- a) the external auditor should not have any involvement in the production of financial information or preparation of financial statements such that they might be perceived as auditing their own work. This includes the provision of bookkeeping and payroll services as well as valuation services where such valuation forms an input into audited financial information;

- b) the external auditor should not perform any function of management, or be responsible for making management decisions;
- c) the external auditor should not be responsible for the design or implementation of financial information systems; and
- d) the separation between internal audit (or equivalent processes) and external audit should be maintained.

MCK’s Audit Committee shall pre-approve all audit and related services that are to be provided by the auditor. Aside from core external audit services, it is appropriate for the MCK’s auditors to provide the following services:

- due diligence (except valuations) on proposed transactions;
- review of financial information where third party verification is required or deemed necessary (outside the normal audit process);
- completion audits / reviews;
- financial model preparation or review;
- accounting policy advice;
- listing advice;
- accounting/technical training; and
- taxation services of an assurance nature.

It is not considered appropriate for MCK’s external auditors to provide:

- book keeping services related to accounting records or financial statements;
- tax planning and strategy services unless specifically approved by the Audit Committee;
- appraisal / valuation services including opinions as to fairness;
- provision of payroll services;
- the design or implementation of financial information systems;
- outsourced internal audit and risk management services;
- legal services;
- management functions;
- broker / dealer / investment adviser / investment banking services;
- advocacy for the Company;
- actuarial services; and
- assistance in the recruitment of senior management.

These prohibitions apply to all offices of the audit firm, including overseas offices and affiliates.

The billing arrangements for services provided by MCK’s external auditors should not include any contingent fees.

MCK’s expects that its external auditors will rigorously comply with their own internal policies on independence and all relevant professional guidance, including independence rules and guidance issued by CAANZ.

The nature of services provided by MCK’s auditors and the level of fees incurred should be reported to the Audit Committee Chair semi-annually (or sooner where requested) to enable the Committee to perform its oversight role and report back to the Board. MCK adopted a non-audit services policy in 2024 and this is available on the Company’s website.

The continued appointment of MCK’s external auditors is confirmed annually by the Board on recommendation from the Audit Committee.

Rotation of the lead audit partner or firm will be required every five years. Lead audit partners who are rotated will be subject to a 2 year cooling off period (i.e. 2 years must expire between the rotation of an audit partner and that partner’s next engagement with the Company).

The hiring by MCK of any former lead audit partner or audit manager must first be approved by the Chair of the Audit Committee. There are no other restrictions on the hiring of other staff from the audit firm.

KPMG are currently MCK’s external auditor and the lead external audit engagement partner was rotated in 2023. The current audit partner is Geoff Lewis.

The Audit Committee monitors local and overseas practice on auditor independence regularly to ensure that this policy remains consistent with best practice and meets MCK’s requirements.

MCK’s external auditors also attend the Company’s Annual Meeting to answer any questions from shareholders as to the audit and the content of the Annual Report.

**Internal Audit**

MCK does not currently have an internal audit function but does maintain a detailed set of processes and procedures covering its operations and financial controls which are reviewed and updated regularly.

**PRINCIPLE 8 – SHAREHOLDER RIGHTS & COMMUNICATION**

The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer.

MCK is committed to providing shareholders and stakeholders with timely information on its activities and performance. MCK does this through a number of channels including:

- announcements in accordance with continuous disclosure as required under the Listing Rules;
- publication of the company’s annual and interim reports which are sent to all shareholders; and

- encouraging shareholders to attend the Annual Meeting in May of each year (either in person or online) to hear the Chair and the Managing Director provide updates on the company's performance, ask questions of the Board and vote on the resolutions to be determined at the meeting. Resolutions at shareholder meetings are usually determined by poll where each ordinary shareholder has one vote per share.

Relevant communications, copies of annual reports and key corporate governance documents and policies are now available on a dedicated webpage <http://mckhotels.co.nz/investors/>

Shareholders have the option to receive communications from the issuer electronically.

Shareholders also receive a discount card for use at MCK's hotels within New Zealand which provides them with a discount off the Best Available Rate (subject to availability).

The Company did not put the notice of meeting for its 2023 Annual Shareholders Meeting on its website at least 20 working days prior to the meeting as required by recommendation 8.5 of the NZX Code, but the notice of meeting was despatched to shareholders, and announced to NZX, at least 20 working days prior to the meeting. Given these matters, no alternative governance practice was adopted in lieu of the recommendation during the period. MCK intends that all future notices of annual or special meetings of MCK shareholders will be posted on its website as soon as possible and at least 20 working days prior to the relevant meeting.