



THE STAR

ASX Announcement

24 September 2018

To: Australian Securities Exchange  
Companies Announcements Platform  
20 Bridge Street  
Sydney NSW 2000

### NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of The Star Entertainment Group Limited (*the Company*) will be held on Thursday, 1 November 2018 in the Theatre at The Star Gold Coast, Broadbeach Island, Broadbeach, Queensland, commencing at 10:00am (Queensland time).

Attached are copies of the following documents relating to the Company's Annual General Meeting that will be despatched to shareholders (together with the Company's Annual Report for the year ended 30 June 2018 if requested):

- Chairman's letter
- Notice of Annual General Meeting and Explanatory Memorandum
- Voting Form
- Question Form

The Company's Annual Report will be available for download from the Company's website at <https://www.starentertainmentgroup.com.au/annual-reports>.

The Annual General Meeting will be webcast live on the Company's website at <https://www.starentertainmentgroup.com.au/annual-general-meetings>.

# THE STAR ENTERTAINMENT GROUP

24 September 2018

Dear Shareholder

I am pleased to invite you to The Star Entertainment Group Limited's eighth Annual General Meeting, which will be held in the Theatre at The Star Gold Coast, Broadbeach Island, Broadbeach, Gold Coast, Queensland on **Thursday, 1 November 2018 at 10:00am (Queensland time)** (the **Meeting**).

The following pages contain details on the items of business to be considered at the Meeting, as well as explanatory notes and voting procedures.

The business of the Meeting includes proposals for the re-election of Dr Sally Pitkin (who is retiring in the normal course by rotation) and the elections of Mr Zlatko Todorcevski and Mr Ben Heap (who were appointed as Non-Executive Directors since the last Annual General Meeting).

At the Meeting, you will also have the opportunity to vote on:

- the adoption of the Remuneration Report; and
- the grant of performance rights to the Managing Director and Chief Executive Officer.

If you are unable to attend the Meeting, you may either lodge a direct vote or appoint a proxy to vote on your behalf at the Meeting. You can do this by:

- using the website of The Star Entertainment Group's Share Registry, [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au); or
- completing the enclosed 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 30 October 2018 to be valid for the Meeting.**

**If you plan to attend the Meeting, please bring the enclosed Voting Form with you. The Voting Form sets out your registration details and will make registration easier on your arrival.**

The Meeting will be webcast live via The Star Entertainment Group's website at <http://www.starentertainmentgroup.com.au/annual-general-meetings>.

## 2018 Annual Report

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

I look forward to seeing you at the Meeting.

Yours sincerely



**John O'Neill AO**  
Chairman

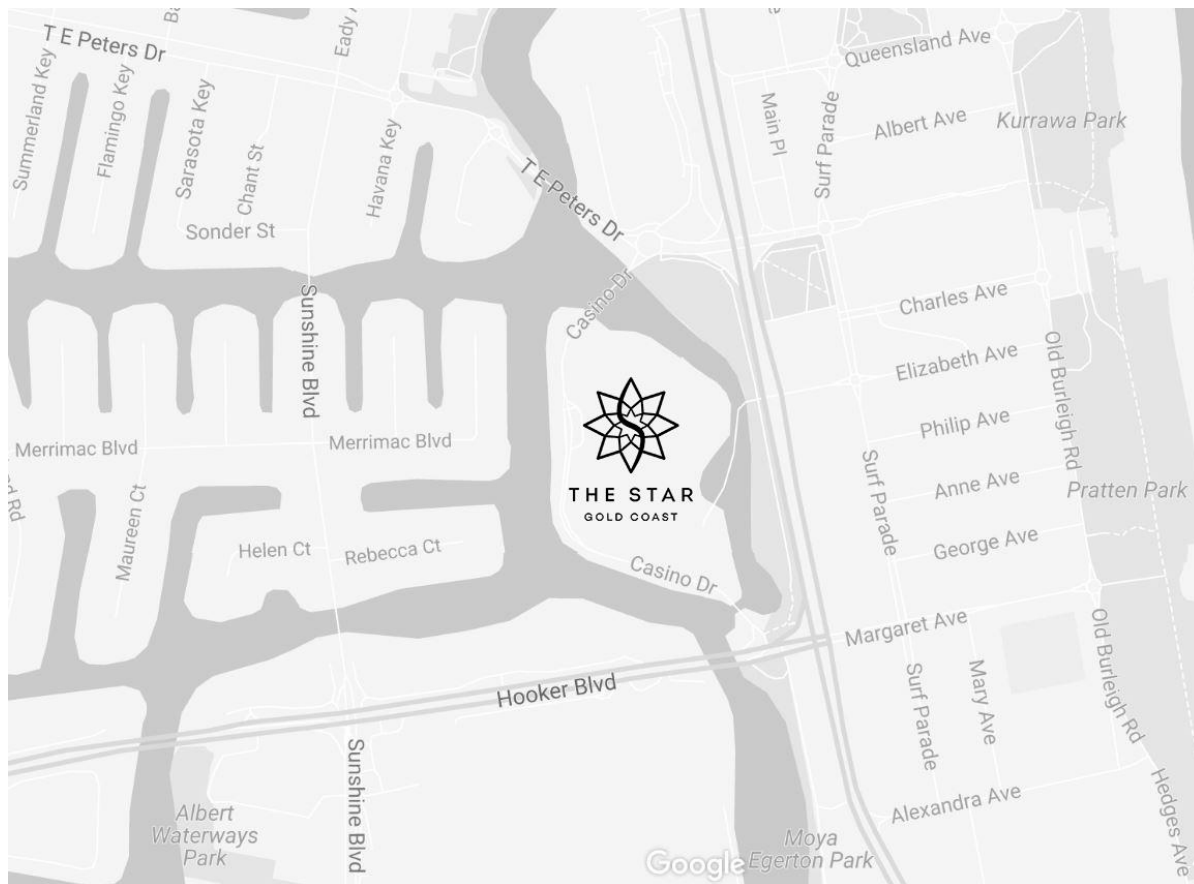
THE  STAR ENTERTAINMENT GROUP

THE  STAR SYDNEY    TREASURY BRISBANE    THE  STAR GOLD COAST

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## HOW TO GET TO THE STAR GOLD COAST, BROADBEACH ISLAND, BROADBEACH, QUEENSLAND

The various ways to get to The Star Gold Coast are detailed below.



### Public Transport

#### **Temporary Bus Stop Closure**

Due to upgrade works, Translink bus services will not be accessing Broadbeach Island until 2 December 2018.

Broadbeach Island can still be accessed via the closest bus stops located at Broadbeach North (outside of the Gold Coast Convention and Exhibition Centre, Pacific Fair, and Broadbeach South (across from Pacific Fair).

For route and timetable information call Translink on 13 12 30 or visit [www.translink.com.au](http://www.translink.com.au).

#### **G:link Light Rail**

The G:link Light Rail stops at Broadbeach North (across from Gold Coast Convention and Exhibition Centre) and Broadbeach South (across from Pacific Fair).

The G:link Light Rail departs from Helensvale to Broadbeach, via Southport and Surfers Paradise. The best access to The Star Gold Coast is from either the Broadbeach North station or the Broadbeach South station. The closest stop is Broadbeach North and from there, a short walk to The Star.

For travel times and other information about G:link Light Rail, visit [www.ridetheg.com.au](http://www.ridetheg.com.au).

### Driving

If you are travelling along Hooker Boulevard (e.g. from Nerang), proceed past Pacific Fair Shopping Centre and take the left-hand turn at The Star Gold Coast sign. Enter through the boom gates located at the far end of the main entry to The Star Gold Coast.

### Parking

Access to The Star Gold Coast's secure, undercover carpark is via Hooker Boulevard/Nerang-Broadbeach Road or the Gold Coast Highway and T E Peters Drive. Free parking will be available for all shareholders attending the Meeting.

## NOTICE OF ANNUAL GENERAL MEETING

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The eighth Annual General Meeting of The Star Entertainment Group Limited A.C.N. 149 629 023 (the **Company**) will be held in the Theatre at The Star Gold Coast, Broadbeach Island, Broadbeach, Queensland on **Thursday, 1 November 2018 at 10:00am (Queensland time)** (the **Meeting**).

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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 2018.

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

### Ordinary Business

#### Item 2 – Re-election of Dr Sally Pitkin as a Director

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

*That Dr Sally Pitkin, who retires by rotation in accordance with the Constitution of the Company and is eligible for re-election, be re-elected as a Director of the Company.*

#### Item 3 – Election of Mr Zlatko Todorcevski as a Director

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

*That Mr Zlatko Todorcevski, 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 4 – Election of Mr Ben Heap as a Director

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

*That Mr Ben Heap, 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 5 – 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 2018 be adopted.*

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

#### Item 6 – Grant of Performance Rights to the Managing Director and Chief Executive Officer

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

*That approval be given to the grant of the number of performance rights determined based on the formula  $\$2,900,000$  divided by the Moderated Face Value of a performance right to the Managing Director and Chief Executive Officer of the Company, Matt Bekier, under The Star Entertainment Group Limited Long Term Performance Plan and on the basis described in the Explanatory Memorandum to this Notice of Meeting.*

### Voting Exclusions – Items 5 & 6

For the purposes of the voting exclusions for Item 5 and Item 6, **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 key management personnel of the Company for the financial year ended 30 June 2018. A reference to the KMP in these voting exclusions includes their closely related parties. Their closely related parties are defined in the *Corporations Act 2001* (Cth) (**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 5**:

- 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 in favour of **Item 6** by or on behalf of Matt Bekier (being the only Director who is eligible to participate in The Star Entertainment Group Limited Long Term Performance Plan) or his associates; and
- cast on **Item 6** 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**



**Paula Martin**  
**Company Secretary**

Dated: 24 September 2018

## NOTES ON VOTING

### Entitlement to Attend the Meeting and Vote

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1. For the purpose of the Meeting, voting shareholders will be taken to be those persons recorded in the Company's Register of Members as holding shares at **7:00pm (Queensland time) on Tuesday, 30 October 2018**.
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).

### Voting Methods

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3. A shareholder entitled to vote may vote in one of three ways:
  - by attending the Meeting and voting either in person or by attorney, or in the case of corporate shareholders, by corporate representative;
  - by lodging a direct vote, using the Voting Form, and lodging it with the Company's Share Registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au); or
  - by appointing a proxy to attend and vote on their behalf, using the Voting Form, and lodging it with the Company's Share Registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).
4. To be effective, the Voting Form 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, 30 October 2018**.
5. The Voting Form must be signed 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.

**A Voting Form accompanies this Notice of Meeting. For further instructions on voting, please refer to the Voting Form.**

### Voting by Proxy

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6. 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.
7. 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.
8. 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.
9. 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.
10. The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

### Restrictions on Voting

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11. 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.

### Lodging the Voting Form

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12. Voting Forms may be lodged at the Company's Share Registry at the following addresses:

**By Mail:**

The Star Entertainment Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
or **by facsimile:** +61 2 9287 0309  
or **online** at: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**By Hand:**

Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes, New South Wales  
**or**  
Level 12, 680 George Street  
Sydney, New South Wales

## 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 in the Theatre at The Star Gold Coast, Broadbeach Island, Broadbeach, Queensland on **Thursday, 1 November 2018 at 10:00am (Queensland time)** (*the Meeting*) 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 2018 will be laid before the Meeting. There is no requirement for shareholders to approve those reports. However, the Chairman of the Meeting 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 of the Meeting or the Auditor, you are encouraged to use the **enclosed question form** and return it to the Company's Share Registry, Link Market Services (as set out in the form) by **5:00pm (Queensland time) on Thursday, 25 October 2018**. This is to allow time to collate questions and prepare answers.

Copies of the questions, if any, to the Company's Auditor will be available at the Meeting and posted on the Company's website.

During the meeting, the Chairman of the Meeting 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 – Re-election of Dr Sally Pitkin as a Director**

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Dr Sally Pitkin has been a Non-Executive Director of the Company since 19 December 2014. The Board considers Dr Pitkin to be an independent director.

In accordance with the ASX Listing Rules and the Constitution of the Company, Dr Pitkin retires, and being eligible, offers herself for re-election as a Director.

Brief biographical details of Dr Pitkin are provided below.

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

*Doctor of Philosophy (Governance); Master of Laws; Bachelor of Laws; Fellow of the Australian Institute of Company Directors*

#### **Special Responsibilities**

*Chair of the Remuneration Committee*

*Member of the Audit Committee*

*Member of the People, Culture and Social Responsibility Committee*

#### **Experience and Skills**

Sally Pitkin is a company director and lawyer with extensive corporate and banking law experience. She also has over 20 years' experience as a Non-Executive Director and Board member across a wide range of industries in the listed, private, public and non-profit sectors.

Dr Pitkin is currently the Chair of Super Retail Group Limited and a Non-Executive Director of Link Administration Holdings Limited. She is also a member of the National Board of the Australian Institute of Company Directors and chairs its Corporate Governance Committee.

Dr Pitkin has strong skills in strategy and business planning, corporate governance, risk management, organisational culture and stakeholder engagement. She also has extensive experience as Chair of Remuneration and Human Resources Committees across various listed companies.

## Recommendation

The Board (other than Dr Pitkin 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 of the Meeting intends to vote all available proxies in favour of the resolution.

## Items 3 & 4 – Elections of Mr Zlatko Todorcevski and Mr Ben Heap as Directors

Mr Zlatko Todorcevski and Mr Ben Heap both joined the Board as a Non-Executive Director of the Company on 23 May 2018, following the receipt of all necessary regulatory approvals.

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, each of Mr Todorcevski and Mr Heap retires, and being eligible, offers himself for election as a Director. The Board considers that Mr Todorcevski and Mr Heap will, if elected, each qualify as an independent director.

Brief biographical details of Mr Todorcevski and Mr Ben Heap respectively are provided below.

ZLATKO TODORCEVSKI	BEN HEAP
<b>Academic and Professional Qualifications</b>	
Bachelor of Commerce (Accounting) Masters of Business Administration Fellow of CPA Australia Fellow of Governance Institute of Australia	Bachelor of Commerce (Finance) Bachelor of Science (Mathematics)
<b>Special Responsibilities</b>	
Chair of the Audit Committee Member of the Risk and Compliance Committee Member of the Investment & Capital Expenditure Review Committee	Member of the Risk & Compliance Committee Member of the Remuneration Committee Member of the People, Culture & Social Responsibility Committee
<b>Experience and Skills</b>	
<p><b>Zlatko Todorcevski</b> is an experienced executive with over 30 years' experience in the oil and gas, logistics and manufacturing sectors. He has a strong background in finance, corporate strategy and planning (in particular in large scale capital investments), mergers and acquisitions, and strategic procurement. He also has deep finance expertise across capital markets, investor relations, accounting and tax, combined with a strong corporate governance mindset.</p> <p>Mr Todorcevski was previously the Chief Financial Officer of Brambles Limited. Prior to that, he was Chief Financial Officer of Oil Search Limited and the Chief Financial Officer for Energy at BHP. He has also held various roles in planning, business development, finance, tax and strategic management.</p> <p>Mr Todorcevski was also President of the Group of 100 and the Chairman of the Accounting and Auditing Standing Committee of the Australian Securities and Investments Commission until the end of 2017.</p> <p>Mr Todorcevski is currently Chairman of Adelaide Brighton Limited and a member of the Council of the University of Wollongong. Mr Todorcevski is also a proposed Non-Executive Director of the Coles Board, subject to shareholder and other approvals of the demerger from Wesfarmers Limited in November 2018.</p>	<p><b>Ben Heap</b> is a Founding Partner of H2 Ventures, a financial technology, data and artificial intelligence focused venture capital investment firm and a Non-Executive Director of several high growth companies. He is also a member of the Australian Commonwealth Government's Fintech Advisory Group, established in 2016 to provide policy advice with respect to financial services technology.</p> <p>Mr Heap was previously Managing Director and the Head of Australasia for UBS Global Asset Management and prior to this, Head of Infrastructure for UBS Global Asset Management in the Americas. He also held a number of directorships associated with these roles and was a Non-Executive Director of the Financial Services Council from 2011 to 2013.</p> <p>Earlier in his career, Mr Heap was Group Executive, E-Commerce &amp; Corporate Development for TAB Limited, leading the digital businesses across the Group.</p> <p>Mr Heap has extensive experience in investment and complex financing, wide-ranging experience and expertise in asset and capital management as well as financial technology and digital businesses.</p>



### **Recommendation (Items 3 & 4)**

*The Board (other than Mr Todorcevski and Mr Heap who each have an interest in the respective resolutions and therefore abstain from making a recommendation) recommends that shareholders vote in favour of the resolutions in relation to Items 3 and 4.*

*The Chairman of the Meeting intends to vote all available proxies in favour of the resolutions in relation to Items 3 and 4.*

### **Item 5 – 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 2018, and submit it for adoption by resolution of shareholders at the Meeting.

The Directors' Report for the financial year ended 30 June 2018 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 2018; and
- the remuneration framework and key programs which drive the Company's performance.

Following consideration of the Remuneration Report, the Chairman of the Meeting 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 5.*

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

### **Item 6 – Grant of Performance Rights to the Managing Director and Chief Executive Officer**

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Shareholders are asked to approve the equity component of the remuneration package for the Managing Director and Chief Executive Officer, Matt Bekier, for the financial year ending 30 June 2019, which relates to the proposed grant of performance rights under The Star Entertainment Group Limited Long Term Performance Plan (**Long Term Performance Plan**).

#### **A. Background**

In accordance with his employment contract, Mr Bekier receives fixed remuneration and the opportunity to receive variable remuneration through short term and long term incentive arrangements.

The fixed component of Mr Bekier's remuneration (inclusive of superannuation) for the financial year ending 30 June 2019 is \$1,728,000 per annum.

Mr Bekier will continue to participate in a short term performance plan pursuant to which he will be eligible to receive a variable short term incentive award based on his individual performance and the Company's performance over the annual performance review period.

Mr Bekier's potential short term incentive award is equivalent to \$1,728,000 (if performance is at target), and is deliverable as a combination of cash (two-thirds), and shares in the Company (one-third) which are subject to a 12 month restriction as well as forfeiture and clawback conditions. This is consistent with the terms of the short term performance plan for the financial year ended 30 June 2018.

In respect of the long term incentive component of Mr Bekier's remuneration for the financial year ending 30 June 2019, the Company will, subject to obtaining the necessary shareholder approval, grant to Mr Bekier a long term incentive award equivalent to \$2,900,000. This amount is unchanged from the prior year.

Subject to shareholder approval being obtained, the Company will grant to Mr Bekier the number of performance rights determined based on the formula  $\$2,900,000$  divided by the Moderated Face Value<sup>1</sup> of a performance right calculated as at 3 October 2018 (the **Allocation Date**) rounded down to the nearest whole number (**New Performance Rights**).

The performance hurdles, Test Date (as defined below), Allocation Date and other vesting conditions applying to the New Performance Rights will be the same as those that apply to other senior executives participating in the Long Term Performance Plan as at 3 October 2018.

The New Performance Rights to be granted to Mr Bekier will have no dividend or voting rights.

### **Example**

As an illustration only, set out below is an example of the calculation of the number of New Performance Rights that may be granted to Mr Bekier under the Long Term Performance Plan for the financial year ending 30 June 2019, on the basis that:

- (a) Mr Bekier's long term incentive award is \$2,900,000; and assuming that:
- (b) the volume weighted average price (**VWAP**) of the Company's shares on ASX during the 20 trading days up to and including 3 October 2018 is \$5.00;
- (c) the Dividend Discount Factor is 0.909; and
- (d) the Moderated Face Value (rounded to 2 decimal places) is \$4.55,

the number of New Performance Rights to be granted to Mr Bekier would be calculated as  $(\$2,900,000 \div \$4.55)$ .

Based on the above assumptions, Mr Bekier would be granted 637,362 New Performance Rights.

This calculation is shown by way of **example only** and does not commit the Board to the figures above or the VWAP of the Company's shares for the relevant period.

### ASX Listing Rule requirements

Shareholder approval for the grant of the New Performance Rights to Mr Bekier is sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 10.14. The New Performance Rights are to be issued under the Long Term Performance Plan, with the vesting conditions relating to the New Performance Rights being as described below.

Under ASX Listing Rule 10.14, an entity must not issue securities to a director of the entity under an employee incentive scheme without the approval of shareholders. Accordingly, approval of shareholders is sought for the purpose of ASX Listing Rule 10.14 to enable the Company to grant the New Performance Rights, and subsequently issue or transfer securities, to Mr Bekier, under the Long Term Performance Plan.

ASX Listing Rule 10.15 requires this Notice of Meeting to include the following specified information in relation to the New Performance Rights which are proposed to be granted to Mr Bekier under the Long Term Performance Plan.

### **B. Date the securities will be granted**

If approved by shareholders, the New Performance Rights will be granted to Mr Bekier as soon as practicable after the Meeting, but not later than 12 months after the Meeting, and with effect from 3 October 2018.

### **C. Maximum number of securities to be granted**

The maximum number of New Performance Rights that may be acquired by Mr Bekier under the Long Term Performance Plan pursuant to the resolution set out in Item 6 is that number arrived at based on the formula in that resolution.

The number of New Performance Rights proposed to be granted to Mr Bekier will be confirmed at the Meeting.

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<sup>1</sup> Moderated Face Value (**MFV**) reflects the face value of the share at the Allocation Date less the value of any dividends forgone by the award holder during the vesting period (i.e. *share price x Dividend Discount Factor*). The Company engages external consultants to calculate the MFV for each grant of performance rights.

## D. Price of the securities, vesting conditions and other matters

### No Grant Price or Exercise Price

No amount is payable on the grant of the New Performance Rights or upon vesting of the New Performance Rights. If the New Performance Rights vest, then an equivalent number of fully paid ordinary shares will be automatically delivered to Mr Bekier.

### Vesting Conditions

There will be one test date and no retesting for the New Performance Rights, which may vest on 3 October 2022 (the **Test Date**) subject to the satisfaction of applicable performance hurdles (described below). Any New Performance Rights that do not vest on the Test Date will lapse, although the Board has discretion under the Long Term Performance Plan to lift some or all of the vesting conditions in special circumstances, such as, but not limited to, death and permanent disablement.

The performance hurdles which will apply in respect of the grant of the New Performance Rights to Mr Bekier are:

- 33.3% - relative total shareholder return (**TSR**);
- 33.3% - earnings per share (**EPS**); and
- 33.4% - return on invested capital (**ROIC**).

Whether the TSR hurdle, the EPS hurdle and the ROIC hurdle have been met for the New Performance Rights will be determined on the Test Date. These measures are equally weighted as listed above.

#### 1. *TSR Performance Hurdle*

33.3% of the New Performance Rights available to Mr Bekier are subject to the TSR performance hurdle.

The TSR hurdle measures the Company's total shareholder return ranking against a peer group of companies, measured over the period from 3 October 2018 to the Test Date. The peer group comprises those companies in the S&P/ASX100 Index as at 3 October 2018, excluding property trusts, infrastructure groups and mining companies and companies that, amongst other things, may be subsequently taken over, demerged, delisted or are otherwise determined by the Board (in its discretion) to no longer be a peer of the Company following the occurrence of some other significant corporate event.

Broadly, TSR measures the return received by shareholders from holding shares in a company over a particular period. TSR is calculated by taking into account the change in a company's share price over the relevant measurement period as well as the dividends received (and assumed to be reinvested back into the company's shares) during that period.

For the purpose of measuring the change in the Company's share price over the relevant measurement period, the starting point and end point have been set at the volume weighted average share price of the Company's shares traded on the ASX on each of the 20 trading days up to and including 3 October 2018 (in the case of the starting point) and the Test Date (in the case of the end point). A similar approach will be applied for the purpose of measuring the change in the share price of each company in the peer group over the relevant measurement period.

The Company's TSR ranking as against the peer group of companies has been chosen as the performance measure for the New Performance Rights because it directly aligns the interests of senior executives participating in the Long Term Performance Plan with the interests of shareholders and reflects performance as measured against the Company's key strategic objective, which is to maximise TSR as compared with TSR for peer companies.

The table below sets out the percentage of the New Performance Rights that will vest depending on the Company's TSR ranking as at the Test Date. The maximum number of New Performance Rights that may vest will accord with the highest measure of the Company's relative TSR ranking as at the Test Date. The Company's TSR ranking, compared to its peer group, must be at least at the 50<sup>th</sup> percentile for any vesting to occur.

<b>TSR Ranking</b>	<b>Percentage of New Performance Rights that will vest</b>
Below 50 <sup>th</sup> percentile	0%
At 50 <sup>th</sup> percentile	50%
Above 50 <sup>th</sup> percentile and below 75 <sup>th</sup> percentile	Pro-rata between 50% (at 50 <sup>th</sup> percentile) and 100% (at 75 <sup>th</sup> percentile)
At or above 75 <sup>th</sup> percentile	100%

## 2. EPS Performance Hurdle

33.3% of the New Performance Rights available to Mr Bekier are subject to the EPS performance hurdle.

The EPS hurdle measures the statutory earnings per ordinary share adjusted for the theoretical win rate in the VIP Rebate business. It drives line of sight between shareholder value creation and management's financial performance. The threshold hurdle is set by the Board by reference to market consensus. The target hurdle is set by the Board by reference to the Company's Board approved five-year business plan. While the Board may exercise certain discretions under the Long Term Performance Plan, the Board will only consider exercising its discretion with respect to any applicable adjustments to thresholds and targets at the time of testing for vesting purposes.

The table below sets out the percentage of the New Performance Rights that will vest depending on the Company's EPS performance as at the Test Date.

<b>EPS performance</b>	<b>Percentage of New Performance Rights that will vest</b>
Below threshold	0%
At threshold	50%
Between threshold and stretch	Pro-rata between threshold and stretch
Stretch target	100%

The Company will disclose the actual EPS target on a retrospective basis to ensure that the Company's competitive position is not undermined.

## 3. ROIC Performance Hurdle

33.4% of the New Performance Rights available to Mr Bekier are subject to a Return on Invested Capital (**ROIC**) performance hurdle.

The ROIC hurdle measures statutory Earnings Before Interest and Taxes (**EBIT**), adjusted for the theoretical win rate in the VIP Rebate business, as a proportion of average Net Debt and average Shareholders Equity. That is:

$$\text{ROIC} = \frac{\text{EBIT adjusted for theoretical win rate in the VIP Rebate business}}{\text{average Net Debt} + \text{average Shareholders' Equity}}$$

The ROIC hurdle measures the efficiency of earnings generated from capital investments made by the Company and seeks to create alignment of incentive programs in driving the execution of the Company's capital intensive strategy to build new assets and improve existing properties, with the aim of generating additional revenue and ultimately sustainable value for shareholders.

The threshold hurdle is set by the Board by reference to the Company's present ROIC levels and the target hurdle is set by the Board by reference to the Company's Board approved five-year business plan. While the Board may exercise certain discretions under the Long Term Performance Plan, the Board will only consider exercising its discretion with respect to adjustments to thresholds and targets at the time of testing for vesting purposes.

The table below sets out the percentage of the New Performance Rights that will vest depending on the Company's ROIC performance as at the Test Date.

<b>ROIC performance</b>	<b>Percentage of New Performance Rights that will vest</b>
Below threshold	0%
At threshold	50%
Between threshold and stretch	Pro-rata between threshold and stretch
Stretch target	100%

The Company will disclose the actual ROIC target on a retrospective basis to ensure that the Company's competitive position is not undermined.

In the event of a takeover offer for the Company or any other transaction resulting in a change of control of the Company, the Board is required to determine, in its absolute discretion, the appropriate treatment regarding any unvested New Performance Rights. Such a determination may involve the waiver (wholly or in part) of the performance hurdle applicable to the New Performance Rights, or the lapse of some or all of the New Performance Rights.

#### Vesting and lapsing of New Performance Rights

Upon vesting of the New Performance Rights, subject to Mr Bekier remaining employed with the Company, the Company will deliver to Mr Bekier fully paid ordinary shares in the Company and he will receive full voting and dividend rights corresponding to the rights of all other holders of ordinary shares in the Company.

New Performance Rights that have not vested on the Test Date will ordinarily lapse.

Unless the Board determines otherwise in its discretion, upon termination of the employment of Mr Bekier, all relevant unvested New Performance Rights will lapse immediately, subject to certain exceptions. Those exceptions are where (in broad terms) Mr Bekier:

- (i) retires (where he will retain a pro-rata number of New Performance Rights based on the time served between 3 October 2018 and the Test Date);
- (ii) is retrenched (where he will retain a pro-rata number of New Performance Rights based on the time served between 3 October 2018 and the Test Date, subject to certain criteria); or
- (iii) dies or is permanently disabled (where he will retain a pro-rata number of New Performance Rights based on the time served between 3 October 2018 and the Test Date, subject to certain criteria).

In addition, partial lapse of unvested New Performance Rights (based on the proportion of the period from 3 October 2018 to the Test Date during which leave was taken) may occur, subject to the Board's discretion, in circumstances where Mr Bekier takes parental leave or extended unpaid leave.

#### **E. Directors who have received securities under the Long Term Performance Plan**

Mr Bekier is the only Director who has received securities under the Long Term Performance Plan.

Details of performance rights previously granted to Mr Bekier with shareholder approval are set out below. Mr Bekier was not required to pay any amount on the grant or upon vesting of these performance rights.

Grant Date	Effective Allocation Date	Number of Performance Rights	Date of Shareholder Approval
21 December 2012	19 September 2012	227,272	25 October 2012
23 December 2013	1 October 2013	196,850	8 November 2013
25 November 2014	26 September 2014	352,112	31 October 2014
12 November 2015	21 September 2015	253,456	4 November 2015
15 November 2016	5 October 2016	548,204	28 October 2016
19 January 2018	2 October 2017	627,706	26 October 2017

#### **F. Directors who are eligible to participate in the Long Term Performance Plan**

Mr Bekier is presently the only Director entitled to participate in the Long Term Performance Plan.

#### **G. No loan scheme**

There is no loan scheme in relation to the acquisition of the New Performance Rights or securities issued under the Long Term Performance Plan.

#### **Recommendation**


*The Board (other than Mr Bekier, given that he has a personal interest in the resolution and therefore abstains from making a recommendation) recommends that shareholders vote in favour of the resolution in relation to Item 6.*


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


## LODGE YOUR VOTE

 **ONLINE**  
www.linkmarketservices.com.au

 **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  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +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)

 in relation to the Annual General Meeting of the Company to be held at **10:00am (Queensland time) on Thursday, 1 November 2018 in the Theatre at The Star Gold Coast, Broadbeach Island, Broadbeach, Queensland (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

appoint 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 of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy here:

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, 1 November 2018 in the Theatre at The Star Gold Coast, Broadbeach Island, Broadbeach, Queensland (the Meeting)** and at any adjournment or postponement of the Meeting.

**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. GO TO STEP 2.**

## 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

STEP 2

Items	For	Against	Abstain*	For	Against	Abstain*
2 Re-election of Dr Sally Pitkin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Zlatko Todorovski as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Grant of Performance Rights to the Managing Director & Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Ben Heap as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

 \* 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.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form must be signed by the shareholder. In the case of 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).

STEP 3



# HOW TO COMPLETE THIS 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 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 5 and 6 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 5 and 6, 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 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 produced prior to admission. 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).

### HOW TO LODGE THIS VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at any address listed below by **10:00am (Queensland time) on Tuesday, 30 October 2018**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the 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) as shown on the front of the Voting Form).



#### 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

Deliver to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

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


**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**


## LODGE YOUR QUESTIONS

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **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  
 1A Homebush Bay Drive, Rhodes NSW 2138; or  
 Level 12, 680 George Street, Sydney NSW 2000

 **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, 1 November 2018 in the Theatre at The Star Gold Coast, Broadbeach Island, Broadbeach, Queensland** (the **Meeting**). Your questions should relate to matters that are relevant to the business of the Meeting, as outlined in the accompanying 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, 25 October 2018**. 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


**QUESTIONS**