

# Notice of Annual General Meeting 2020

**michael hill**<sup>®</sup>

INTERNATIONAL LIMITED

# Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Michael Hill International Limited ACN 610 937 598 ('Company') will be held as a virtual meeting online at <https://web.lumiagm.com/350660334>, on Tuesday 27 October 2020 at 10am (AEST) ('the Meeting').

The Explanatory Notes accompany and form part of this Notice of Annual General Meeting ('Notice').

## ITEMS OF BUSINESS

### Item 1: Chair, CEO and CFO Presentations

### Item 2: Financial Statements and Reports

To receive and consider the Company's Annual Report for the year ended 28 June 2020, comprising the Financial Report, Directors' Report and the Auditor's Report.

### Item 3: Remuneration Report

#### Resolution 1. Remuneration Report

To consider and, if thought fit, pass the following advisory resolution:

"That the Remuneration Report for the year ended 28 June 2020 (as set out in the Directors' Report) is adopted."

**Voting exclusion:** The Company will disregard any votes on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting restrictions' section of the 'Information for shareholders' section of this Notice.

### Item 4: Election and re-election of Directors

#### Resolution 2. Ms Jacqueline Naylor

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

"That Ms Jacqueline Naylor (appointed as a Director of the Company on 15 July 2020) who retires in accordance with ASX Listing Rule 14.4 and Rule 36.2 of the Company's Constitution and, being eligible, offers herself for election, be elected as a Director of the Company."

#### Resolution 3. Mr Robert Fyfe

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

"That Mr Robert Fyfe who retires by rotation in accordance with ASX Listing Rule 14.4 and Rule 38.6 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

### Item 5: Constitution amendments

#### Resolution 4. Amendments to the Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That in accordance with section 136(2) of the Corporations Act, the Company's Constitution be amended as set out in the Explanatory Notes with immediate effect."

### Item 6: General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board



**Emily Bird**

Company Secretary

# Information for shareholders

## PARTICIPATION IS ONLINE ONLY THIS YEAR

All shareholders may attend the Meeting.

Due to the impact of the coronavirus pandemic, the Company has made alternative arrangements to the format of this year's Meeting. The Meeting will be held virtually (online) only. There will not be a meeting where shareholders can attend in person.

You may participate in the Meeting by:

- attending the Meeting via the live webcast where voting and questions will be facilitated during the Meeting
- submitting your votes by proxy in advance of the meeting. Instructions on how to submit your votes by proxy are contained in this section of the Notice of Meeting
- submitting your questions in advance of the meeting.

### Technical difficulties

If there is a technical difficulty affecting any online participants, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, the Company encourages shareholders to lodge a directed proxy by 10am on Sunday 25 October 2020, even if they intend to participate online.

### How to register, participate and vote online for the Meeting

Registration for the Meeting will open at 9.30am (AEST) on Tuesday 27 October 2020. Shareholders wishing to participate in the Meeting may do so via computer or a mobile device at <https://web.lumiagm.com/350660334> and entering the following details:

- **Meeting ID: 350-660-334**
- **Username: Your unique shareholder number (SRN/HIN/CSN/HRN) which can be found on recent shareholding statements**
- **Password:**
  - » **For Australian security holders: Postcode of registered holding**
  - » **For New Zealand security holders: NZL**
  - » **For other overseas residents: The relevant three character country code set out in the attached Online Meeting Guide.**

More information regarding participating in the Meeting, including browser requirements and information for overseas shareholders, is detailed in the Online Meeting Guide attached to this Notice of Meeting.

If you have any questions in relation to registering online for the Meeting or attending the live Meeting webcast, please call Computershare on +61 3 9415 4024 during the

online registration period which will open 30 minutes prior to the start of the meeting.

## QUESTIONS

Only verified shareholders may ask questions or make comments during the Meeting, by submitting their question or comment in writing online via the virtual platform. Shareholders will be able to submit their question or comment as soon as the Meeting commences. The Company encourages shareholders to submit their question or comment as early as possible during the Meeting, and not wait until the relevant item is being discussed.

In addition to asking questions at the meeting, written questions to the Board, the Group Executive and the Auditors of the Company, may be submitted by no later than 10am AEST on Friday 23 October 2020 to [investor@michaelhill.com.au](mailto:investor@michaelhill.com.au).

The Company will seek to address the raised relevant questions during the course of the Meeting. Please note that individual responses may not be sent to shareholders.

## VOTING

### Entitlement to vote

The Company has determined that for the purposes of the Meeting (including voting), shareholders will be taken to be those persons who are the registered holders of shares in the Company as at 10am (AEST) on Sunday 25 October 2020.

### All resolutions will be by poll

As shareholders are being asked to participate virtually in the Meeting, and in accordance with the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, each resolution will be conducted by a poll.

### Voting options

A shareholder who is entitled to attend and vote at the Meeting may do so:

- electronically, using the virtual meeting platform during the Meeting
- by proxy
- by corporate representative (if the shareholder is a corporation), or
- by attorney.

### Electronic direct voting

Electronic direct voting will be used at this year's online Meeting via the virtual platform. Detailed instructions on how to log in to, vote and ask questions during the meeting are set out in the attached Online Meeting Guide.

## Voting by proxy

Shareholders are encouraged to exercise their right to vote by proxy. A proxy must be a natural person and need not be a shareholder of the Company. Proxies can be appointed in respect of all or a portion of a shareholder's votes. If shareholders are entitled to cast two or more votes, they can appoint two proxies each to exercise a specified portion of their voting rights.

For the appointment of a proxy to be effective, completed proxy forms must be received by the Company's share registry no later than 10am on Sunday 25 October 2020.

## Submitting your proxy

Shareholders may appoint a proxy either:

- online
  - » at [www.investorvote.com.au](http://www.investorvote.com.au) using the secure access information contained in the personalised letter sent to shareholders dated 25 September 2020
  - » by using a mobile device to scan the personalised QR code contained in the personalised letter to shareholders dated 25 September 2020
- by mail or fax, as detailed on the proxy form.

If you wish to appoint a proxy by mail or fax, please contact Company's share registry by calling 1300 555 159, to request a personalised proxy form be sent to you. As this method may result in delays receiving validly completed forms, shareholders are encouraged to submit their proxy votes online using one of online methods above.

## Corporate representatives

Corporate shareholders and corporate proxies may appoint a representative in accordance with the *Corporations Act 2001* (Cth) ('Corporations Act'). The Company will require a certificate appointing the corporate representative. A form of certificate may be obtained from the Company's share registry by calling 1300 555 159 or at [www.computershare.com.au](http://www.computershare.com.au).

The certificate must be lodged with the Company before the Meeting commences. The certificate will be retained by the Company. A corporate representative will not be permitted to vote at the Meeting unless the necessary certificate of appointment has been produced prior to admission to the Meeting.

## Appointing the Chair as your proxy

The Chair of the Meeting intends to vote all available undirected proxies in favour of all of the resolutions.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give the Chair directions about how your vote should be cast, then, in accordance with the express authority provided for in the voting form, the Chair will vote in favour of all resolutions, including Resolution 1 even though it is directly or indirectly connected with the remuneration of a member of the KMP.

If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct her how to vote, please tick the appropriate box on the form.

If you appoint as your proxy any director of Michael Hill, except the Chair of the Meeting, or any other KMP or any of their closely related parties and you do not direct your

proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

## Power of Attorney

If a shareholder has appointed an attorney to attend and vote at the Meeting or if the proxy form is signed by an attorney, the power of attorney must, unless it has previously been lodged with Computershare for notation, be received by the Company's share registry by no later than 10am on Sunday 25 October 2020.

## Voting restrictions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote in particular ways, and the Company must disregard particular votes cast by or on behalf of certain persons, on certain resolutions to be considered at the Meeting. These voting exclusions are described below.

## Resolution 1 – Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast, or
- by any person who is a KMP member as at the time the resolution is voted on at the Meeting, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment, or
- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

For the purposes of these voting exclusions:

- the 'KMP' (or key management personnel) are those persons having authority and responsibility for planning, directing and controlling the activities of the Company's consolidated group, either directly or indirectly. This includes all Directors (executive and non-executive) and select members of the Company's Group Executive. The KMP for the Company's consolidated group during the year ended 28 June 2020 are listed in the Remuneration Report contained in the Company's 2020 Annual Report
- a 'closely related party' of a KMP member means:
  - » a spouse or child of the member, or
  - » a child of the member's spouse, or
  - » a dependant of the member or of the member's spouse, or
  - » anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity, or
  - » a company the member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the Meeting under a power of attorney, as if they were appointed as a proxy.

# Explanatory Notes

## Item 2: Financial Statements and Reports

The Corporations Act requires the Financial Report and the reports of the Directors and the Auditor be laid before the Meeting. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports at the Meeting.

The Company's Auditor will be present at the Meeting to answer questions regarding the audit and the Auditor's Report.

There is no requirement for a formal resolution on this item.

## Item 3: Remuneration Report (Resolution 1)

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 28 June 2020. The Remuneration Report is set out in the Directors' Report section of the Company's 2020 Annual Report.

The Company's remuneration strategy is to align shareholder value with executive reward. The Company's remuneration framework aims to attract, motivate and retain talent, reward achievement of strategic objectives and create a reward differentiation to drive performance values and behaviours.

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the Meeting. The Board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

### Recommendation

The Board recommends that shareholders vote **FOR** Resolution 1.

## Item 4: Election and re-election of Directors (Resolutions 2 & 3)

Rules 38.1 and 38.6 of the Company's Constitution requires a minimum of one director to retire by rotation at the Meeting, and that a director must not hold office without re-election past the third Annual General Meeting following that director's appointment or three years, whichever is longer. Robert Fyfe has held office as a director without re-election since the Company's Annual General Meeting in 2017, and will retire and offer himself for re-election by shareholders at the Meeting.

Rule 36.2 of the Company's Constitution requires a director who is appointed by the Board to retire at the next Annual General Meeting following their appointment. Jacqueline Naylor was appointed as a director in the period since the 2019 Annual General Meeting, and will retire and offer herself for election by shareholders at the Meeting.

Profiles of the Directors are as follows:

### Robert Fyfe

Independent non-executive director

- Member of the Board since 9 June 2016
- Chair, People Development & Remuneration Committee
- Member, Audit & Risk Management Committee

Rob served as CEO of Air New Zealand between 2005 and 2012, a period that saw a resurgence in Air New Zealand to become one of the most recognised and awarded airlines in the world and one of the best performers in a tough industry.

Prior to Air New Zealand, Rob had gained extensive general management experience in various retail businesses operating in New Zealand, Australia and Great Britain.

Rob is also an independent non-executive director of Air Canada.

### Jacqueline Naylor

Independent non-executive director

- Member of the Board since 15 July 2020
- Member, Audit & Risk Management Committee

Jacqueline is a highly regarded Australian retail leader with over thirty years' executive and board experience in retail, fashion and eCommerce. She is currently an independent non-executive director of Myer and Cambridge Clothing and was previously a director of PAS Group, Macpac and the Virgin Australia Melbourne Fashion Festival. This follows an extensive career as a retail executive (and later an Executive Director) at the Just Group, where Jacqueline oversaw merchandising, marketing and brand strategies across a portfolio of 800 stores.

### Recommendation

The Board (other than the Director who is the subject of the relevant resolution) considers Robert Fyfe and Jacqueline Naylor as independent directors, and recommends that shareholders vote **FOR** Resolution 2 and Resolution 3.

## Item 5: Amendments to the Constitution (Resolution 4)

Shareholders will note that there has been a significant amount of discussion around the technological evolution of shareholder meetings. The Corporations Act was temporarily modified in 2020 by the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, which has enabled the Company to hold the Meeting in an entirely virtual format and improve the opportunity for shareholder attendance and participation in the Meeting using technology.

The Company has recently undertaken a review of its Constitution and proposes a number of modifications to reflect developments in or accord with the prevailing market practices, requirements of the Corporations Act and ASX Listing Rules, and matters of a drafting or technical nature.

The key amendments proposed are designed to enable the Company to embrace technology to efficiently and flexibly administer general meetings going forward while encouraging shareholder participation. In this regard, broadly the changes are:

- to allow and facilitate virtual meetings (subject to applicable laws)
- to provide greater clarity around the procedures that can be used to conduct and participate in and vote at virtual or hybrid meetings
- to allow direct voting
- to confirm that virtual attendees at virtual and hybrid meetings are deemed in attendance (for quorum and other purposes).

The Company also proposes a technical amendment to Rule 81 regarding restricted securities so that it is consistent with the ASX Listing Rules as amended on 1 December 2019, and a minor drafting change to reflect the current name of the Company.

A more detailed summary of the key proposed amendments is set out below.

A complete copy of the existing Constitution and a copy showing the proposed amendments can be accessed at the 'Annual General Meetings' section of the Investor Centre website at investor.michaelhill.com.

Under section 136(2) of the Corporations Act, amendments to the Constitution may only be made by special resolution of shareholders.

## Recommendation

The Board recommends that shareholders vote **FOR** Resolution 4.

## Summary of key proposed Constitution amendments

### **Use of technology at general meetings (Rule 21A and Rule 22)**

The coronavirus pandemic has highlighted the need for companies to be agile and able to cater for changing times and unexpected circumstances.

Going forward the Company seeks to ensure that its Constitution affords it maximum flexibility (subject to the prevailing applicable laws) to hold hybrid or virtual general meetings; to utilise technology to efficiently administer, and allow shareholder participation in, general meetings.

The Company is proposing to include the following new Rule 21A (and delete unnecessary duplication from existing Rule 22) dealing with the use of technology and clarifying that a shareholder will be counted for quorum purposes where they attend a general meeting via technology.

#### **"21A. Use of technology at Meetings**

21.8 *The Company may hold a Meeting at two or more venues or at such other place or places as may be determined by the Directors using any form of technology which gives the Members as a whole a reasonable opportunity to participate. Subject to applicable law, the place or any place of the Meeting does not need to be a physical location and may be a virtual or online location.*

21.9 *If the place or a place of the Meeting is determined by the Directors not to be a physical location and is*

*facilitated by an instantaneous communication device which, by itself or in conjunction with other arrangements:*

*(a) gives the general body of Members a reasonable opportunity to participate in the business of the Meeting; and*

*(b) enables the Members to vote on a show of hands, on a poll or by Direct Vote,*

*a Member present at the place is taken to be present at the Meeting and entitled to exercise all rights of a Member Present.*

21.10 *If a separate meeting place is linked to the main place of the Meeting by an instantaneous communication device which, by itself or in conjunction with other arrangements:*

*(a) gives the general body of Members a reasonable opportunity to participate in the business of the Meeting; and*

*(b) enables the Members to vote on a show of hands, on a poll or by Direct Vote,*

*a Member present at the place is taken to be present at the Meeting and entitled to exercise all rights as if he or she was present at the main place.*

21.11 *If, before or during any Meeting of Members, any technical difficulty occurs where all Members may not be able to participate, the Chairman may, subject to the Corporations Act and this Constitution:*

*(a) adjourn the Meeting either for such reasonable period as may be required to fix the technology or to such other time and place as the Chairman deems appropriate; or*

*(b) allow the Meeting to continue."*

### **Change of meeting place (Rule 25.7)**

Similarly, the Company wishes to ensure the Constitution affords it the flexibility to change the place of the meeting (for example, to an online location) where circumstances arise after the meeting has been convened making the existing place inappropriate. The Company proposes the following new Rule 25.7 to cater for this.

## **25. Adjournments and postponements of Meetings**

...

"25.7 *The Directors may, by notice given in accordance with this Rule change the place of a Meeting if it considers (acting reasonably) that the place would be unreasonable or impractical, a change is necessary in the interests of conducting the Meeting efficiently, or it is otherwise in the interests of Members to do so, provided that:*

*(a) a Meeting which is called in accordance with a member's requisition under the Corporations Act; or*

*(b) any other Meeting which is not called by the Directors, may not be changed without the prior written consent of the person or persons who called or requisitioned the Meeting.*

*Notice of the change of place of a Meeting must state the reason for the change of place and:*

*(c) while the Company is Listed, be given to the Exchange and/or NZX (as applicable); and*

*(d) subject to the Corporations Act and the Listing Rules, be given in any other manner determined by the Directors."*

## **Direct voting (Rule 26A)**

The Company is proposing amendments to allow for 'direct voting' at general meetings, where permitted by, and in accordance with the rules and procedures prescribed by the Directors. In broad terms, direct voting allows shareholders to deliver votes in non-traditional methods, including voting by electronic means.

The Company is proposing to include the following new 'Rule 26A Direct Voting' and definition of 'Direct Vote' (along with minor drafting changes throughout the Constitution for consistency).

### **"26A. Direct Voting**

*26.10 The Board may, subject to law, determine that, at any Meeting of Members or a class of Members, a Member who is entitled to attend and vote at that Meeting is entitled to give their vote by Direct Vote.*

*26.11 The Board may, subject to this Constitution, prescribe regulations, rules and procedures in relation to the giving of Direct Votes (including specifying the form, method and timing of giving a Direct Vote at or for the purposes of a meeting in order for the vote to be valid) and for revoking a Direct Vote. Without limitation, such regulations, rules and procedures may permit a Member to give a Direct Vote prior to the relevant Meeting. The Board must specify in the notice of meeting, or in any document accompanying the notice of meeting or otherwise made available to Members for the purpose of the meeting, the form, method and timing of giving a Direct Vote in order for the Direct Vote to be valid.*

*26.12 If sent by post or fax, a Direct Vote must be signed by the Member or properly authorised attorney or, if the Member is a company, either under seal or by a duly authorised officer or attorney.*

*26.13 If sent or lodged electronically, a Direct Vote is taken to have been signed if it has been signed or authorised by the Member in the manner approved by the Board or specified in the notice of meeting.*

*26.14 At least 48 hours (or any shorter period as the Board may permit or specified by the Corporations Act) before the time for holding the relevant Meeting, adjourned meeting or a poll at which a person proposes to cast a notice of their voting intention, the Company must receive at its registered office or at such other electronic address or by such other electronic means specified for that purpose in the notice of meeting:*

*(a) the Direct Vote; and*

*(b) if relevant, any authority or power under which the Direct Vote was signed or a certified copy of that power or authority if not already lodged with the company.*

*26.15 A notice of voting intention is valid if it contains the following information:*

*(a) the Member's name and address or any applicable identifying notations such as the holder identification number or similar approved by the Board or specified in the notice of meeting; and*

*(b) the Member's voting intention on any or all of the resolutions to be put before the Meeting, in respect of which Meeting a determination has been made by the Board in accordance with Rule 26.10."*

**"Direct Vote** means a notice of a Member's voting intention delivered to the Company by post, fax, electronic or other means approved by the Board and otherwise in accordance

*with this Constitution and regulations, rules and procedures made by the Board in accordance with Rule 26A."*

## **Restricted securities (Rule 81)**

On 1 December 2019 the ASX Listing Rules were amended. Relevantly, ASX Listing Rule 15.12 ('LR 15.12') was changed and contains new requirements which are required to be reflected in listed entities' constitutions in respect of restricted securities.

The new LR 15.12 will apply to the Company if it issues restricted securities in the future. The Company presently does not have any restricted securities on issue and has no current intention to issue restricted securities.

As such, although the new LR 15.12 does not currently affect the Company, it is taking the prudent approach to use the opportunity at this Meeting to amend its Constitution so that it is consistent with the amended LR 15.12.

Consequently, the Company is proposing to delete existing 'Rule 81 Restricted Securities' and replace with the following new Rule 81 which directly aligns with the language in LR 15.12.

### **"81. Restricted Securities**

*81.1 The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities. Without limiting the generality of the above:*

- (a) a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules of the Exchange or the Exchange;*
- (b) if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub register and are to have a holding lock applied for the duration of the escrow period applicable to those securities;*
- (c) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules of the Exchange or the Exchange; and*
- (d) a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules of the Exchange or the Exchange; and*
- (e) if a holder of Restricted Securities breaches a restriction deed or a provision of the Company's Constitution restricting a disposal of those securities, the holder will not be entitled to any Dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues."*



**michael hill**<sup>®</sup>

INTERNATIONAL LIMITED



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INTERNATIONAL LIMITED

ACN 610 937 598

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10am (AEST) Sunday, 25 October 2020.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, any one of the securityholders may sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**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) 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Michael Hill International Limited hereby appoint

the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Michael Hill International Limited (Company) to be held as a virtual meeting online at <https://web.lumiagm.com/350660334>, on **Tuesday, 27 October 2020 at 10am (AEST)** and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), if the Chair is a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, I/we expressly authorise the Chair to exercise my/our proxy on **Resolution 1** (except where I/we have indicated a different voting intention below) even though **Resolution 1** is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

"Key Management Personnel" and "Closely Related Party" have the respective meanings given in the explanatory memorandum for the notice of meeting accompanying this proxy form.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on any resolution by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Ms Jacqueline Naylor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Robert Fyfe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Amendments to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.**

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



Computershare



# Online meeting guide

## Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

### To log in, you must have the following information:

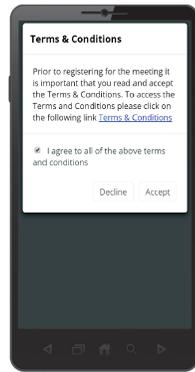
Meeting ID	Australian residents	Overseas Residents	Appointed Proxies
Meeting ID as provided in the Notice of Meeting.	<ul style="list-style-type: none"> <li>&gt; <b>Username</b> (SRN or HIN) and</li> <li>&gt; <b>Password</b> (postcode of your registered address).</li> </ul>	<ul style="list-style-type: none"> <li>&gt; <b>Username</b> (SRN or HIN) and</li> <li>&gt; <b>Password</b> (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.</li> </ul> <p>A full list of country codes is provided at the end of this guide.</p>	To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 Monday to Friday during business hours.

## Participating at the meeting

**1** To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



**2** To proceed into the meeting, you will need to read and accept the Terms & Conditions



**3** To register as a securityholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



**4** To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



**5** To register as a guest, select 'Guest' and enter your name and email address.



**6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



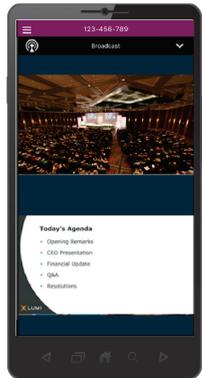
### Icon descriptions

- Voting icon, used to vote. Only visible when the Chair opens the poll.
- Home page icon, displays meeting information.
- Questions icon, used to ask questions.
- The broadcast bar allows you to view and listen to the proceedings.

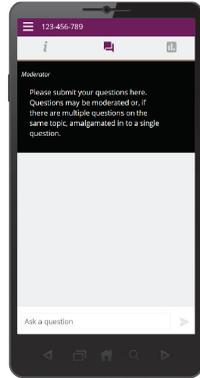
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**7** To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.



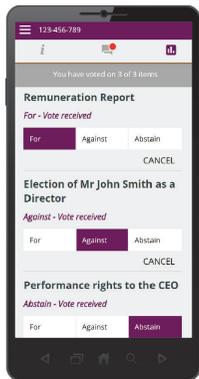
**8** To ask a question tap on the question icon, type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



**9** When the Chair declares the poll open:

- > A voting icon will appear on screen and the meeting resolutions will be displayed
- > To vote, tap one of the voting options. Your response will be highlighted
- > To change your vote, simply press a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



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**For Assistance**  
If you require assistance before or during the meeting please call +61 3 9415 4024

**COUNTRY CODES** Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	REPUBLIC OF	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	DMA ST KITTS AND NEVIS	PRT PORTUGAL	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PRY PARAGUAY	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PSE PALESTINIAN TERRITORY	DEMOCRATIC REP OF
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	OCCUPIED	TMP EAST TIMOR
AND ANDORRA	ECU ECUADOR	LBN LEBANON	PYF FRENCH POLYNESIA	TON TONGA
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	QAT QATAR	TTO TRINIDAD & TOBAGO
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB	NRU NAURU	TKM TURKMENISTAN
ARG ARGENTINA	ESH WESTERN SAHARA	JAMAHIRIYA	NZL NEW ZEALAND	TLS EAST TIMOR
ARM ARMENIA	ESP SPAIN	LCA ST LUCIA	OMN OMAN	DEMOCRATIC REP OF
ASM AMERICAN SAMOA	EST ESTONIA	LIE LIECHTENSTEIN	PAK PAKISTAN	TMP EAST TIMOR
ATA ANTARCTICA	ETH ETHIOPIA	LKA SRI LANKA	PAN PANAMA	TON TONGA
ATF FRENCH SOUTHERN TERRITORIES	FIN FINLAND	LSO LESOTHO	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
ATG ANTIGUA AND BARBUDA	FJI FIJI	LUX LUXEMBOURG	PER PERU	TZA TANZANIA UNITED
AUS AUSTRALIA	FLK FALKLAND ISLANDS (MALVINAS)	LVA LATVIA	PHL PHILIPPINES	REPUBLIC OF
AUT AUSTRIA	FRA FRANCE	MAC MACAO	PLW PALAU	UGA UGANDA
AZE AZERBAIJAN	FRO FAROE ISLANDS	MAF ST MARTIN	PNG PAPUA NEW GUINEA	UKR UKRAINE
BDI BURUNDI	FSM MICRONESIA	MAR MOROCCO	POL POLAND	UMI UNITED STATES MINOR
BEL BELGIUM	GAB GABON	MCO MONACO	PRI PUERTO RICO	OUTLYING
BEN BENIN	GBR UNITED KINGDOM	MDA MOLDOVA REPUBLIC OF	PRK KOREA DEM PEOPLES	URY URUGUAY
BFA BURKINA FASO	GEO GEORGIA	MDG MADAGASCAR	REPUBLIC OF	USA UNITED STATES OF
BGD BANGLADESH	GGY GUERNSEY	MDV MALDIVES	PRT PORTUGAL	AMERICA
BGR BULGARIA	GHA GHANA	MEX MEXICO	PRY PARAGUAY	UZB UZBEKISTAN
BHR SAUDI ARABIA	GIB GIBRALTAR	MHL MARSHALL ISLANDS	PSE PALESTINIAN TERRITORY	VAT HOLY SEE (VATICAN CITY STATE)
BHS BAHAMAS	GIN GUINEA	MKD MACEDONIA FORMER	OCCUPIED	
BIH BOSNIA & HERZEGOVINA	GLP GUADELOUPE	MLI MALI	PYF FRENCH POLYNESIA	VCT ST VINCENT & THE GRENADINES
BLM ST BARTHELEMY	GMB GAMBIA	MLT MALTA	QAT QATAR	VEN VENEZUELA
BLR BELARUS	GNB GUINEA-BISSAU	MMR MYANMAR	REU REUNION	VGB BRITISH VIRGIN ISLANDS
BLZ BELIZE	GRQ EQUATORIAL GUINEA	MNE MONTENEGRO	RUS RUSSIAN FEDERATION	VIR US VIRGIN ISLANDS
BMU BERMUDA	GRC GREECE	MNG MONGOLIA	RWA RWANDA	VNM VIETNAM
BOL BOLIVIA	GRD GRENADA	MNP NORTHERN MARIANA ISLANDS	SAU SAUDI ARABIA KINGDOM OF	VUT VANUATU
BRA BRAZIL	GRL GREENLAND	MOZ MOZAMBIQUE	SAU SAUDI ARABIA KINGDOM OF	WLF WALLIS AND FUTUNA
BRB BARBADOS	GTM GUATEMALA	MRT MAURITANIA	SCG SERBIA AND MONTENEGRO	WSM SAMOA
BRN BRUNEI DARUSSALAM	GUF FRENCH GUIANA	MSR MONTSERAT	SDN SUDAN	YEM YEMEN
BTN BHUTAN	GUM GUAM	MTO MARTINIQUE	SDN SUDAN	YMD YEMEN
BUR BURMA	GUY GUYANA	MWI MALAWI	SEN SENEGAL	DEMOCRATIC
BVT BOUVET ISLAND	HKG HONG KONG	MYS MALAYSIA	SGP SINGAPORE	YUG YUGOSLAVIA SOCIALIST
BWA BOTSWANA	HND HONDURAS	MYT MAYOTTE	SGS STH GEORGIA & STH SANDWICH ISL	FED REP
BLR BELARUS	HRV CROATIA	NAM NAMIBIA	SHN ST HELENA	ZAF SOUTH AFRICA
CAF CENTRAL AFRICAN REPUBLIC	HUN HUNGARY	NCL NEW CALEDONIA	SJM SVALBARD & JAN MAYEN	ZAR ZAIRE
CAN CANADA	IDN INDONESIA	NER NIGER	SLB SOLOMON ISLANDS	ZMB ZAMBIA
CKK COCOS (KEELING) ISLANDS	IMN ISLE OF MAN	NFK NORFOLK ISLAND	SLE SIERRA LEONE	ZWE ZIMBABWE
CHE SWITZERLAND	IND INDIA	NGA NIGERIA	SLV EL SALVADOR	
CHL CHILE	IOT BRITISH INDIAN OCEAN TERRITORY	NIC NICARAGUA	SMR SAN MARINO	
CHN CHINA	IRL IRELAND	NIU NIUE	SPM ST PIERRE AND MIQUELON	
CIV COTE D'IVOIRE	IRN IRAN ISLAMIC REPUBLIC OF	NLD NETHERLANDS	SRB SERBIA	
CMR CAMEROON	IRQ IRAQ	NOR NORWAY	STP SAO TOME AND PRINCE	
COD CONGO DEMOCRATIC REPUBLIC OF	ISL ICELAND	PL PL NEPAL	SUR SURINAME	
COG CONGO PEOPLES REPUBLIC OF	ISM BRITISH ISLES	NRU NAURU	SVK SLOVAKIA	
COK COOK ISLANDS	ISR ISRAEL	NZL NEW ZEALAND	SVN SLOVENIA	
COL COLOMBIA	ITA ITALY	OMN OMAN	SWE SWEDEN	
COM COMOROS	JAM JAMAICA	PAK PAKISTAN	SWZ SWAZILAND	
CPV CAPE VERDE	JEY JERSEY	PCN PITCAIRN ISLANDS	SYC SEYCHELLES	
CRI COSTA RICA	JOR JORDAN	PER PERU	SYR SYRIAN ARAB REPUBLIC	
CUB CUBA	JPN JAPAN	PHL PHILIPPINES	TCA TURKS AND CAICOS ISLANDS	
CXR CHRISTMAS ISLAND	KAZ KAZAKHSTAN	PLW PALAU	THA THAILAND	
CYM CAYMAN ISLANDS	KEN KENYA	PNG PAPUA NEW GUINEA		
CYP CYPRUS	KGZ KYRGYZSTAN	POL POLAND		
CZE CZECH REPUBLIC		PRI PUERTO RICO		