

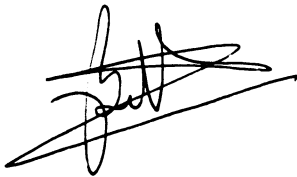
# michael hill

INTERNATIONAL LIMITED

At the Annual meeting of the Company held on the 5<sup>th</sup> November 2010, the following resolutions were passed by the meeting on a show of hands.

1. "That Emma Jane Hill be re-elected as a director of the company."
2. "That Gary John Gwynne be re-elected as a director of the company"
3. " That shareholders approve for the purposes of section 196 of the Companies Act 1993 the appointment of Ernst and Young as the Company's auditors."
4. "That shareholders approve for the purposes of NZSX Listing Rule 7.3.1 the issue of up to a maximum of 2,000,000 options to acquire ordinary shares in the Company to Michael Robin Parsell on the terms and conditions set out in the Explanatory Notes."
5. " That shareholders approve for the purposes of the Takeovers Code, the consolidation of the Hill Family shareholdings in the Company into a single entity through the transfer of the holdings of the Quinten Trust, Michael Hill International Share Trust and the Boxer Hill Trust to Durante Holdings Pty Limited ('Durante') being an entity wholly owned by the Boxer Hill Trust, in the manner set out in the Explanatory Notes"

Pursuant to NZX Listing rule 3.3.1B(a), the Board has also determined that Gary John Gwynne and Murray Richard Doyle are Independent Directors (as defined in the NZX Listing Rules)



W.K. Butler  
Company Secretary

08/11/10