

**MICHAEL HILL INTERNATIONAL LIMITED ANNUAL MEETING
WEDNESDAY, 30 OCTOBER 2013 AT 10.30AM**

Lodge your proxy

 Online
www.investorvote.co.nz

 By Mail
Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand

 By Fax
+64 9 488 8787

For all enquiries contact

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 enquiry@computershare.co.nz

PROXY FORM



Lodge your proxy online, 24 hours a day, 7 days a week:
www.investorvote.co.nz

Smartphone?
Scan the QR code to vote now.



Your secure access information

Control Number:

CSN/Shareholder Number:

PLEASE NOTE: For security reasons it is important that you keep your CSN/Shareholder Number confidential. You will need your CSN/Shareholder Number and FIN to lodge your proxy online.

For your proxy to be effective it must be received by 10:30am, Monday, 28 October 2013.

How to Vote on Items of Business

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

Appointment of Proxy

As a shareholder, you may attend the meeting and vote, or you may appoint a proxy to attend the meeting and vote. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'The Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form. A proxy need not be a shareholder of the Company.

Voting of your holding

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If no box is ticked the proxy will vote as he or she thinks fit. Directors will vote in favour of all resolutions put to the meeting unless otherwise directed. A director cannot vote a discretionary proxy on a particular resolution if they themselves are disqualified from voting.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholder is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Signing Instructions for Proxy Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

If you are joint holders of shares each of you must sign this proxy form and the appointment made in this section is made on behalf of each joint holder.

Power of Attorney

If this proxy form has been signed under a power of attorney please send a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney with this proxy form.

Companies

If you are a company this proxy form must be signed on behalf of the company by a person acting under the company's express or implied authority.

Mailing Instructions

A reusable envelope is provided. If mailing from outside New Zealand affix the necessary postage from the country of mailing.

Go online to appoint your proxy and provide directions, or turn over to complete the form

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder of Michael Hill International Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy/corporate representative to vote for me/us on my/our behalf at the Annual Meeting of Shareholders of the Company to be held at the Stamford Plaza Hotel, 22 Albert Street, Auckland on Wednesday, 30 October 2013 at 10:30am and at any adjournment thereof.

If you wish you may appoint as your proxy "The Chairman of the Meeting."

STEP 2 ITEMS OF BUSINESS - VOTING INSTRUCTIONS/BALLOT PAPER (if a Poll is called)

Please note: If the shares are held jointly, the voting instructions given in this section are given on behalf of each joint holder.

TICK (✓) ONE BOX FOR EACH RESOLUTION	FOR	AGAINST	PROXY DISCRETION	ABSTAIN
ORDINARY BUSINESS				
Resolution 1 (Business Item 2) That Gary John Gwynne be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (Business Item 2) That Emma Jane Hill be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 (Business Item 3) That the Directors be authorized to fix the remuneration of the auditors for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 (Business Item 4) That shareholders approve the increase in the non-Executive Director fees pool size to AUD650,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN SIGNATURE OF SHAREHOLDER(S) This section must be completed.

Shareholder 1

or Duly Authorised Officer/Attorney

Shareholder 2

or Duly Authorised Officer/Attorney

Shareholder 3

or Duly Authorised Officer/Attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP

michael hill
INTERNATIONAL LIMITED

Annual Meeting of Michael Hill International Limited to be held at the Stamford Plaza Hotel, 22 Albert Street, Auckland on Wednesday, 30 October 2013 at 10:30am