

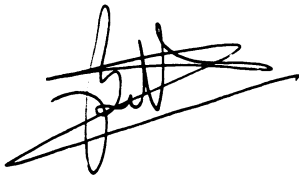
# michael hill

INTERNATIONAL LIMITED

At the Annual meeting of Shareholders of the Company held on the 4<sup>th</sup> November 2011, the following resolutions were passed by the meeting on a show of hands.

1. "That Sir Richard Michael Hill be re-elected as a director of the company."
2. "That Leslie Wayne Peters be re-elected as a director of the company."
3. "That Deeta Wildridge McGeoch be re-elected as a director of the company."
4. "That the Directors be authorized to fix the fees of the Auditors for the ensuing year."
5. "For the purposes of Listing rule 3.5.1, the maximum aggregate remuneration payable to the company's Directors will be increased by \$175,000 from \$395,000 to \$570,000 per annum, which amount may be divided between the directors as the Board deems appropriate."

Pursuant to NZSX Listing rule 3.3.3 (a), the Board has also determined that Gary John Gwynne, Murray Richard Doyle and Deeta Wildridge McGeoch are Independent Directors.



W.K. Butler  
Company Secretary      07/11/2011