



**MICHAEL HILL INTERNATIONAL LIMITED SPECIAL MEETING
THURSDAY, 23 JUNE 2016 AT 9.00AM**

Lodge your proxy

 Online
www.investorvote.co.nz

 By Mail
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Private Bag 92119
Auckland 1142
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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: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.

For your proxy to be effective it must be received by 9:00am, Tuesday, 21 June 2016.

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. All of the directors other than Emma Jane Hill, Sir Richard Michael Hill, and Lady Ann Christine Hill, are willing to act as proxy for any shareholder who wishes to appoint them for that purpose. To do this, enter 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 reply paid 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

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 Special Meeting of Shareholders of the Company to be held at Guineas 3 Room, Eilerslie Event Centre, 80 Ascot Avenue, Auckland on Thursday, 23 June 2016 at 9:00am and at any adjournment thereof.

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

For the purposes of Rule 7(c) of the Takeovers Code, the Shareholders (other than the Hill HoldCo Shareholders and their Associates) approve the acquisition by MHI Australia from the Hill HoldCo Shareholders of all their shares in Hill HoldCo in exchange for one MHI Australia Share for each Share in the Company held by Hill HoldCo ('Hill HoldCo Transaction' and 'Resolution 1').

Resolution 2

For the purposes of Part 15 of the Companies Act, the Shareholders (including Hill HoldCo and its Associates) approve the Scheme whereby:

- a MHI Australia acquires from each Shareholder other than Hill HoldCo all their Shares in the Company in consideration for the issue by MHI Australia of MHI Australia Shares to each such Shareholder on a one-for-one basis subject to and on the terms set out in the Scheme Booklet of which this Notice of Special Meeting forms part;
- b The Company changes its name to 'Michael Hill New Zealand Limited';
- c MHI Australia will change its name to 'Michael Hill International Limited' when, and provided that, it is available under Australian law; and
- d All Employee Options are novated from the Company to MHI Australia on substantially the same terms except that the options will relate to MHI Australia Shares in the place of Shares in the Company, ('Scheme' and 'Resolution 2').

The Scheme will only proceed if both resolutions 1 and 2 are passed and the Hill HoldCo Transaction becomes unconditional.

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

CSN/Shareholder Number:
Number of Shares:



Special Meeting of Michael Hill International Limited to be held at Guineas 3 Room, Eilerslie Event Centre, 80 Ascot Avenue, Auckland on Thursday, 23 June 2016 at 9:00am.