



MICHAEL HILL

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://meetings.lumiconnect.com/300-136-073-881> on Wednesday 23 October 2024 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 financial year ended 30 June 2024, comprising the Financial Report, the Directors' Report and the Auditor's Report.

Item 3: Remuneration Report

Resolution 1. Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2024 (as set out in the Directors' Report) is adopted."

Item 4: Re-election of Michael Hill as Director

Resolution 2. Re-election of Michael Hill as Director

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

"That Sir Michael Hill 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: Re-election of Emma Hill as Director

Resolution 3. Re-election of Emma Hill as Director

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

"That Ms Emma Hill 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 herself for re-election, be re-elected as a Director of the Company."

Item 6: Re-election of Claudia Batten as Director

Resolution 4. Re-election of Claudia Batten as Director

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

"That Ms Claudia Batten (appointed as a Director of the Company on 30 August 2024), in accordance with ASX Listing Rule 14.4 and Rule 36.2 of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Item 7: Grant of share rights to the Managing Director & Chief Executive Officer

Resolution 5. Approval of grant of share rights to Mr Daniel Bracken under the Company's Equity Incentive Plan

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to grant 1,986,468 share rights to the Managing Director & Chief Executive Officer of the Company, Mr Daniel Bracken, and on the vesting and exercise of those share rights, to issue up to an equivalent number of ordinary shares in the Company, under the Equity Incentive Plan (as defined in the Explanatory Notes to this Notice) for FY25 as part of his long-term incentive arrangements, as described in the Explanatory Notes."

Item 8: Loan to the Managing Director & Chief Executive Officer

Resolution 6. Approval of a related party transaction to loan funds to Mr. Daniel Bracken

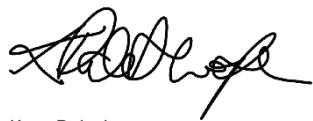
To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purposes of section 208 of the Corporations Act and for all other purposes, approval is given for the Company to loan up to \$1,100,000 to the Managing Director & Chief Executive Officer, Mr Daniel Bracken, on the terms and conditions described in the Explanatory Notes."

Item 9: 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

A handwritten signature in black ink, appearing to read 'Kate Palethorpe', written in a cursive style.

Kate Palethorpe

Company Secretary

23 September 2024

Information for shareholders

PARTICIPATION IS ONLINE ONLY THIS YEAR

All shareholders may attend and will have a reasonable opportunity to participate in the Meeting.

This year's 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 (written and oral) will be facilitated during the Meeting
- submitting your votes by direct vote or in advance of the meeting by proxy. Instructions on how to submit your votes by direct vote or proxy are contained in this section of the Notice
- 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 direct vote or directed proxy by 10am (AEST) on Monday 21 October 2024, 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 Wednesday 23 October 2024. Shareholders wishing to participate in the Meeting may do so via computer or a mobile device at <https://meetings.lumiconnect.com/300-136-073-881> and entering the following details:

Meeting ID: 300-136-073-881

Username: Your unique shareholder number (SRN/HIN/CSN/HRN) which can be found on recent shareholding statements or by contacting the registry on the details below.

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

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

registration period which will open at 9:30am (AEST) on Wednesday 23 October 2024.

QUESTIONS

Only verified shareholders may ask questions or make comments during the Meeting, by submitting their question or comment (written and oral) 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 during the Meeting, written questions to the Board and the Group Executive may be submitted by 10am (AEST) on Monday 21 October 2024 via the share registry. Questions for the Auditors of the Company may be submitted by 5pm (AEST) on Wednesday 16 October 2024 via the share registry. The Company will seek to address the raised relevant questions during 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 7pm (AEST) on Monday 21 October 2024.

All resolutions will be by poll

As shareholders are being asked to participate virtually in the Meeting, 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 by:

- direct voting prior to the Meeting
- electronic direct voting, using the virtual meeting platform during the Meeting
- by appointing a proxy, corporate representative (if the shareholder is a corporation), or attorney prior to the Meeting.

Direct voting prior to the Meeting

Direct votes must be received by the Company's share registry no later than 10am (AEST) on Monday 21 October 2024 to be valid for the Meeting. Instructions on how to direct vote are available at www.investorvote.com.au.

Electronic direct voting during the Meeting

Electronic direct voting will be used at this year's 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

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 voting/proxy forms must be received by the Company's share registry no later than 10am (AEST) on Monday 21 October 2024.

Submitting your proxy

Shareholders may appoint a proxy either:

- online
 - at www.investorvote.com.au using the secure access information contained in the personalised letter sent to shareholders dated 23 September 2024.
 - by using a mobile device to scan the personalised QR code contained in the personalised letter to shareholders dated 23 September 2024.
- by mail or fax, as detailed on the voting/proxy form.

If you wish to appoint a proxy by mail or fax, please contact the Company's share registry by calling 1300 552 270 (or +61 3 9415 4000 if outside Australia) to request a personalised voting/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 the 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 552 270 (or +61 3 9415 4000 if outside Australia) or at 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 lodged with the Company prior to admission to the Meeting.

Appointing the Chair or KMP as your proxy

The Chair of the Meeting intends to vote all available undirected proxies in favour of all of the resolutions (subject to the voting prohibitions and exclusion statements set out below).

If you complete a voting/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/proxy form, the Chair will vote in favour of all resolutions, including Resolution 1 and Resolution 5 even though those resolutions are directly or indirectly connected with the remuneration of a member of the KMP (as defined in the 'Voting prohibitions and exclusion statements' item below).

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

If you appoint as your proxy any Director of the Company (except the Chair of the Meeting) or any other KMP, or any of their Closely Related Parties (as defined in the 'Voting prohibitions and exclusion statements' item below), and you do not direct your proxy how to vote on Resolution 1, Resolution 5, he or she will not vote your proxy on that item of business.

If you appoint Daniel Bracken as your proxy, or any of his Closely Related Parties (as defined in the 'Voting prohibitions and exclusion statements' item below), and you do not direct your proxy how to vote on Resolution 5 and Resolution 6, 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 voting/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 (AEST) on Monday 21 October 2024.

Voting prohibition and exclusion statements

For the purposes of this voting exclusion statement:

- **'KMP'** (or 'key management personnel') means the Directors (Executive and Non-Executive) and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company's consolidated group, either directly or indirectly.
- a **'Closely Related Party'** of a KMP member means:
 - a spouse or child of the member;
 - a child of the member's spouse;
 - a dependent of the member or of the member's spouse;
 - 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.
- an **'Associate'** has the meaning set out in Chapter 19 of the Listing Rules.

Resolution 1 – Adoption of Remuneration Report

Votes must not be cast, and the Company will disregard any vote cast, on Resolution 1 by or on behalf of either of the following persons (**Excluded Person**):

- any KMP member whose remuneration details are included in the Remuneration Report or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- by any person who is a KMP member at the time the resolution is voted on at the Meeting, or a Closely Related Party of such member, as a proxy.

However, this does not apply to a vote cast by an Excluded Person as a proxy if the vote is cast on behalf of a person who is not excluded from voting on Resolution 1 and either:

- the Excluded Person is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- the Excluded Person is the Chair who has been appointed as a proxy for a person entitled to vote on this Resolution, and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on this Resolution; and
 - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 5 – Approval of grant of share rights to Mr Daniel Bracken under the Company’s Equity Incentive Plan

Votes may not be cast and the Company will disregard any votes cast as proxy on Resolution 5 by any of the following persons:

- by or on behalf of Mr Bracken or any of his Associates regardless of the capacity in which the votes are cast;
- by or on behalf of any other Director entitled to participate in the Equity Incentive Plan or any of their Associates, regardless of the capacity in which those votes are cast; or
- by any person who is a KMP member at the time the resolution is voted on at the Meeting, or a Closely Related Party of such member, as a proxy.

However, this does not apply to a vote cast by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides and if acting as proxy, in accordance with an express authorisation in the proxy appointment to cast the vote even if the resolution is connected directly or indirectly with the remuneration of a KMP member; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting,

and is not an associate of a person excluded from voting, on the Resolution; and

- the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval of related party transaction to provide a loan to Mr. Daniel Bracken

In accordance with section 224 of the Corporations Act, votes must not be cast, and the Company will disregard any vote cast, on Resolution 6 by or on behalf of either of the following persons (**Excluded Person**):

- Mr. Daniel Bracken or any of his associates; or
- by any other related party of the Company at the time the resolution is voted on at the Meeting to whom the resolution would permit a financial benefit to be given, or any associate of such related party.

However, this does not apply to a vote cast by an Excluded Person as a proxy if they are appointed by writing that specifies how the proxy is to vote on Resolution 6 and the vote is cast on behalf of a person who is not excluded from voting on Resolution 6.

Further, because this is a resolution directly or indirectly connected with Mr Bracken's remuneration, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- the proxy is either a KMP member or a Closely Related Party of such member; and
- the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair; and
- the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a KMP member.

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 financial year ended 30 June 2024. The Remuneration Report is set out in the Directors' Report section of the Company's 2024 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: Re-election of Michael Hill as Director (Resolution 2)

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.

Michael Hill has held office as a Director without re-election since the Company's Annual General Meeting in 2021, and will retire and offer himself for re-election by shareholders at the Meeting.

Sir Hill's profile follows:

Michael Hill

- Founded Michael Hill in 1979
- Non-Executive Director
- Member of the Board since 24 February 2016

Sir Michael is the founder of Michael Hill, and his visionary leadership

has been the foundation for the Company's listing on the New Zealand Stock Exchange (**NZX**) in 1987 and successful international expansion. Sir Michael's dedication to the jewellery retailing industry and his commitment to excellence have been evident throughout his career. He had 23 years of jewellery retailing experience before establishing Michael Hill in 1979, and his strategic decisions and innovative approaches have played a significant role in the growth and success of Michael Hill.

Sir Michael led the Group as Chairman from when it listed on NZX in 1987 until 2015, and was appointed a Director of the Company on 9 June 2016. In 2008, he was recognised as Ernst & Young's 'Entrepreneur of the Year' and in 2011 was appointed a Knight Companion of the New Zealand Order of Merit for services to business and the arts. As a Knight Companion of the New Zealand Order of Merit, Sir Michael's contribution to both business and the arts has been widely recognized and celebrated. His leadership continues to inspire those within the company and the industry as a whole.

Sir Michael is not a Director of any other listed entities and has not had any directorships of listed entities in the last three years.

Recommendation

The Board (other than Mr Hill) recommends that shareholders vote **FOR** Resolution 2.

Item 5: Re-election of Emma Hill as Director (Resolution 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.

Emma Hill has held office as a Director without re-election since the Company's Annual General Meeting in 2021, and will retire and offer herself for re-election by shareholders at the Meeting.

Ms Hill's profile follows:

Emma Hill

- Non-Executive Director
- Member of the Board since 9 June 2016
- Chair, People Development & Remuneration Committee

Emma was appointed a Director of the Company on 9 June 2016 having previously served as Director of Michael Hill's listed entity in New Zealand commencing 22 February 2007. She served as Deputy Chair of the Group from 2011 until 2015 and as Chair from 2015 until June 2021. Emma has over 30 years' experience working in various roles within the Group, commencing on the shop floor in Whangarei, New Zealand. She held a number of management positions in the Australian company before successfully leading the expansion of the

Group into Canada as Retail General Manager in 2002. Emma holds a Bachelor of Commerce degree and an MBA from Bond University.

Emma is not a Director of any other listed entities and has not had any directorships of listed entities in the last three years.

Recommendation

The Board (other than Ms Hill) recommends that shareholders vote **FOR** Resolution 3.

Item 6: Re-election of Claudia Batten as Director (Resolution 4)

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. Claudia Batten was appointed as a Director in the period since the 2023 Annual General Meeting, and will retire and offer herself for re-election by shareholders at the Meeting.

Ms Batten's profile follows:

Claudia Batten

- Independent Non-Executive Director
- Member of the Board since 30 August 2024
- Member of the People Development & Remuneration Committee

Claudia was appointed a Director of the Company on 30 August 2024. Claudia started her professional career at law firm Russell McVeagh specialising in contract, IP, and technology law before moving to New York in 2002. Claudia was a member of the founding team of Massive Incorporated, a network for advertising in video games which helped pioneer "digital" as a media buy. Massive was sold to Microsoft in 2006, where Claudia spent 3 years scaling the in-game network. In 2009 she co-founded Victors & Spoils, the first advertising agency built on the principles of crowdsourcing which was acquired by French holding company Havas Worldwide just two years later.

Claudia has been widely recognised for her work supporting the technology and start up scene in New Zealand and spent three years running North American operations for NZTE, supporting disruptive thinking for the growth of NZ exports in North America. Claudia is a graduate of Victoria University of Wellington with degrees in Law (Hons) and Commerce.

Claudia is currently a Director of Air New Zealand Limited, Vista Group International Limited and is Chair of Serko Limited. She has not had any other directorships of listed entities in the last three years.

Recommendation

The Board (other than Ms Batten) recommends that shareholders vote **FOR** Resolution 4.

Item 7: Grant of share rights to the Managing Director & Chief Executive Officer (Resolution 5)

The purpose of Resolution 5 is to seek shareholder approval for the issue of 1,986,468 share rights to Daniel Bracken, being a Director of the Company, under the Company's Equity Incentive Plan.

Under ASX Listing Rule 10.14, a listed company must not permit a Director to acquire equity securities (including share rights) under an employee incentive scheme without shareholder approval.

The Company's Equity Incentive Plan was approved at the 2023 Annual General Meeting held on 14 November 2023. Accordingly, if Resolution 5 is approved by shareholders, the Company will be able to grant the share rights the subject of the resolution to Mr Bracken under the Equity Incentive Plan, and the issue of the share rights will not count towards the Company's 15% placement capacity under Listing Rule 7.1.

A voting exclusion statement for Resolution 5 is included in the Notice that accompanies these Explanatory Notes.

Chapter 2E of the Corporations Act – Related Party Provisions

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- a) the giving of the financial benefit falls within one of the exceptions to the provision, including where the benefit is remuneration to a related party as an officer or employee of the public company and to give the remuneration would be reasonable given the circumstances of the public company and the related party's circumstances (including the responsibilities involved in the office or employment); or
- b) prior shareholder approval is obtained to the giving of the financial benefit.

The Directors (excluding Mr Daniel Bracken) consider the share rights proposed to be granted under the Company's Equity Incentive Plan to be reasonable remuneration given the circumstances of the Group and Mr Bracken's responsibilities as Managing Director and Chief Executive Officer (**CEO**), such that shareholder approval is not required under Chapter 2E of the Corporations Act.

Information required by ASX Listing Rule 10.15

For the purposes of the approval sought under ASX Listing Rule 10.14, the following additional information is provided about the proposed issue of share rights under the Company's Equity Incentive Plan:

- (a) Approval is sought to grant 1,986,468 share rights to the Company's Managing Director & CEO, Mr Daniel Bracken;
- (b) Mr Bracken is a current director of the Company and is entitled to participate in the Company's Equity Incentive Plan. He falls under the category of persons in ASX Listing Rule 10.14.1;
- (c) If this Resolution is approved, Mr Bracken will be issued 1,986,468 share rights, calculated as 95% of the fixed component of Mr Bracken's remuneration (see subclause (d) below) divided by the VWAP of shares in the Company traded over the 10 ASX trading days immediately following the release of the Company's FY24 financial statements, being \$0.5352. Each share right entitles the holder to acquire one fully paid ordinary share in the Company if certain Performance Conditions are met. If the Performance Conditions are satisfied, upon exercise of the share rights, each share issued on conversion of a share right will be issued on the same terms as ordinary fully paid shares in the Company.

- (d) Details of Mr Bracken’s maximum total current remuneration package are set out below. Further details of Mr Bracken’s remuneration arrangements can be found in the Company’s Remuneration Report.

Fixed remuneration (salary including superannuation)	\$1,119,113
Maximum short term incentive opportunity (on target component)*	\$514,792 (46% of his Fixed remuneration)*
Maximum short term incentive opportunity (outperformance component)*	\$514,792 (46% of his Fixed remuneration)*
Maximum long term incentive opportunity*	\$1,063,157 (95% of his Fixed remuneration)*

*actual incentive paid (if any) is subject to satisfaction of certain performance and other conditions

- (e) The Company’s Equity Incentive Plan was approved at the 2023 AGM held on 14 November 2023. Details of all securities previously issued to Mr. Bracken under the Equity Incentive Plan are set out below:

Date	Number of securities issued	Average acquisition price
15 December 2023	1,123,592 share rights	Nil

In addition to the above, it is noted that 2,020,831 share rights have previously been granted to Mr Bracken (in his capacity as Managing Director) under the Company’s former employee incentive plan. Mr Bracken’s interest in the Company’s securities as at the date of this Notice are set out below:

Fully paid ordinary shares in the Company	2,936,318
Share rights (excluding the share rights the subject of this Resolution 5)	2,735,601

- (f) A summary of the material terms of the share rights is set out in **Annexure 1**. Share rights have been chosen by the Board to reward and attract executive talent because they create alignment with the interests of shareholders. In addition, share rights are simple to understand, likely to be highly valued by executives (and therefore retentive and incentivising) and are designed to attract, retain and reward high performance.
- (g) If shareholder approval is given, the share rights will be granted to Mr Bracken shortly after the Meeting and in any event within 12 months of the Meeting. If shareholders do not approve the proposed grant of share rights, the Board will consider alternative performance-based incentive remuneration arrangements for Mr Bracken, with regard to the Company’s

executive remuneration policy and framework, and strategic and operational imperatives.

- (h) No issue or exercise price is payable for share rights. Accordingly, no funds are raised from the issue or conversion of share rights to Mr Bracken.
- (i) Annexure 2 contains a summary of the material terms of the Company’s Equity Incentive Plan.
- (j) No loans will be made to Mr Bracken in relation to the issue of the share rights.
- (k) Details of any share rights and any subsequent issue of fully paid ordinary shares under the Company’s Equity Incentive Plan will be published in the Company’s Annual Report relating to the period in which they were issued. A statement will also be included in the Company’s Annual Report that approval for the issue was obtained under ASX Listing Rule 10.14 for all share rights granted to Mr Bracken since his appointment as a Director of the Company.
- (l) At the date of this Notice, Mr Bracken is the only Director eligible to participate in the Company’s Equity Incentive Plan. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 5 is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule.
- (m) A voting exclusion statement is included in the Notice in respect of this resolution.

Recommendation

The Board considers that the proposed grant of share rights under the Equity Incentive Plan for FY25 (which forms part of Mr Bracken’s total remuneration package) is reasonable and appropriate having regard to the Company’s circumstances, business performance, remuneration objectives, and his duties and responsibilities.

The Board (other than Mr Bracken) recommends that shareholders vote **FOR** Resolution 5.

Item 8: Approval of a related party transaction to loan funds to Mr. Daniel Bracken (Resolution 6)

Background

The Company has established the Equity Incentive Plan which provides for the issue of share rights to Executives and other employees as part of its remuneration framework. Each share right permits the holder to be issued one fully paid ordinary share in the Company subject to satisfaction of specified performance and other conditions attached to the share rights over a specified performance period.

On the dates described below, the Group’s Managing Director & CEO, Mr. Daniel Bracken was granted share rights as part of his annual remuneration package for financial years 2019 (**FY19**) to 2021 (**FY21**). Each parcel of share rights was subject to a three-year performance period and satisfaction of an earnings per share and/or total shareholder return performance hurdle. In addition, in financial year 2022 (**FY22**), the Company granted Mr. Bracken under the Equity Incentive Plan share rights in lieu of the Company paying him the outperformance component of his FY22 short term incentive in cash.

The performance hurdles (where applicable) and other conditions attached to the shares rights were satisfied so the share rights vested and were validly exercised, resulting in shares in the Company being issued to Mr. Bracken (**Resulting Shares**).

These share rights were granted, and the Resulting Shares were issued, under the Long-Term Incentive Plan (**LTI Plan**) that was in place at the time the share rights were granted. The Equity Incentive Plan superseded the LTI Plan following approval at the Company's 2023 Annual General Meeting.

	FY19 Tranche 1 and Tranche 2 Shares	FY20 H1 Tranche 1 Shares	FY21 Shares	FY22 Shares
Number of shares	55,008	35,615	2,057,738	480,051
Allocation Date	28 February 2020	6 October 2020	23 April 2021	1 January 2022
Vesting Date	1 July 2023	1 July 2023	1 July 2023	26 June 2023
Issue Date	29 August 2023	29 August 2023	4 September 2023	28 August 2023

Taxation of the Resulting Shares

Under Australian income tax legislation, shares provided to an individual as part of their remuneration package are taxable at the date that the share rights vest. The table below summarises the tax impact of the issue of the Resulting Shares relative to the current price of shares in the Company, assuming:

- taxation at the 47% personal income tax rate;
- 'current price of shares in the Company' of \$0.55, being the VWAP of shares in the Company over the 10 ASX trading days ending on 6 September 2024.

	FY19 Tranche 1 and Tranche 2 Shares	FY20 H1 Tranche 1 Shares	FY21 LTI Shares	FY22 STI Shares**
Number of shares	55,008	35,615	2,057,738	480,051
Vesting Date	1 July 2023	1 July 2023	28 August 2023	26 June 2023

Share price at Vesting Date (\$AUD)	\$0.89	\$0.89	\$0.91	\$0.85
Value at Vesting (Number x Share Price at Vesting Date)	\$48,957.12	\$31,697.35	\$1,872,541.58	\$408,043.35
Estimate Tax Liability (assuming 47% personal income tax rate)	\$23,009.85	\$14,897.75	\$880,094.54	\$191,780.37
Current Value (number of shares x current price of shares in the Company)	\$30,254.40	\$19,588.25	\$1,131,755.90	\$264,028.05
Difference (Current Value less Estimate Tax Liability)	\$7,244.55	\$4,690.50	\$251,661.36	\$72,247.68

**The FY22 STI Shares are included in Mr. Bracken's FY24 tax return as they vest during a blackout period under the Company's Trading Policy and therefore are included in the taxation year in which they were issued.

The 'Value at Vesting' of the Resulting Shares is treated as income for the purposes of Mr. Bracken's financial year 2024 (**FY24**) income tax return which results in the Estimate Tax Liability for each share issue set out above. The Estimate Tax Liability (total \$1,109,782.51) must be declared in Mr. Bracken's personal tax return for FY24 which is due on or before 31 May 2025.

At the assumed 'current price of shares in the Company', Mr. Bracken needs to sell a significant portion of the shares which he holds in the Company to fund the tax liability associated with their issue, in the absence of other funding sources.

Proposed loan by the Company to Mr. Bracken (Resolution 6)

Resolution 6 seeks approval for the Company to provide an unsecured loan of up to \$1,100,000 (**Loan**) to Mr. Daniel Bracken for a period of three (3) years to be utilised to fund the tax liability arising in relation to the issue of the Resulting Shares.

Chapter 2E Approval

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

For the purposes of Chapter 2E of the Corporations Act, financial benefit is defined broadly and includes giving a financial benefit directly or indirectly.

The provision of the Loan constitutes the giving of a financial benefit to Mr Bracken, who is a related party of the Company by virtue of him being a Director. As such, shareholder approval is required for the Company to provide the Loan, unless an exception applies.

Arm's-length exception

Section 210 of the Corporations Act provides that member approval is not required to give a financial benefit that:

- (a) would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a) above.

Whilst Mr Bracken will pay interest under the Loan, the Directors (other than Mr. Bracken) are of the view that the terms of the Loan are not on arm's length terms, and therefore are seeking shareholder approval to provide the Loan to Mr Bracken for the purposes of section 208 of the Corporations Act.

Information required by section 219 of the Corporations Act

For the purposes of section 219 of the Corporations Act, the following additional information is provided in relation to the proposed Loan to Mr. Bracken.

The related party is Mr. Daniel Bracken who has been appointed as a Director of the Company since 28 June 2021. The Company will loan up to \$1,100,000 to Mr. Bracken to fund the tax liability arising in relation to the issue of the Resulting Shares. The Company and Mr. Bracken will enter into a Loan Agreement in relation to the provision of the Loan (**Loan Agreement**). The key terms of the Loan Agreement will be:

- **Term:** 36 months;
- **Security:** the Loan will be unsecured however if, during the term of the Loan Mr Bracken sells shares in the Company, the net

proceeds of the sale of any such shares in the Company must be paid to the Company to be applied to reduce the outstanding amount of the Loan;

- **Use of Loan funds:** the Loan must only be used to pay the tax liability arising in relation to the issue of the Resulting Shares and not for any other purpose;
- **Interest Rate:** the interest rate is a variable rate calculated as the 90-day Bank Bill Swap rate (**BBSW**) on the date of drawdown of the Loan plus a margin of 3% (rounded to 2 decimal spaces). The BBSW rate is published on the ASX website at www.asx.com.au. The interest rate is reviewed at the beginning of each Quarter during the term of the Loan and adjusted based on the 90-day BBSW on the first business day of the relevant Quarter. As at 16 September 2024, the Interest Rate applicable to the Loan would be 7.42%.
This Interest Rate is substantially similar to the average interest rate payable by the Company under its finance facility, ensuring that the interest cost incurred by the Company to provide the Loan is substantially similar to the interest paid by Mr. Bracken;
- **Payment of Interest:** the Loan will be on an interest-only basis with interest payable monthly. The Company may set off any monthly payment due under the Loan Agreement from Mr. Bracken's monthly remuneration payment;
- **Voluntary Prepayment:** Mr Bracken may prepay the Loan in part or in full at any time prior to the expiry of the Term with no penalty. Funds prepaid may not be reborrowed.
- **Default Interest Rate:** If Mr. Bracken fails to pay any amount due under the Loan Agreement, then a default interest rate of 3% above the prevailing interest rate payable on the Loan will apply until the outstanding amount has been paid in full.
- **Event of Default and Consequences:** The Loan Agreement provides for various 'Events of Default' typical for this type of loan arrangement. If an Event of Default occurs the Company may by notice in writing to Mr. Bracken, make the Loan repayable within 60 days of the date of such notice.
- **Termination of Employment:** If Mr Bracken's employment is terminated for any reason he must repay the Loan in full within 90 days of the date of termination of his employment.

The Company intends to advance the Loan utilising a combination of cash reserves and the Company's existing finance facility. The Company will incur additional costs in providing the Loan including advisor fees (legal, accounting, tax) estimated to be approximately \$3,000.

The Company will also incur a fringe benefit tax liability calculated on the difference between the benchmark ATO interest rate and the interest rate payable by the Company on the Loan. This is estimated to be no more than \$50,000 over the term of the Loan.

Except as set out above, no additional fees would be required to be expensed by the Company in future years following the provision of the Loan.

Accordingly, the financial benefit to Mr. Bracken under Resolution 6 is the provision of a loan of up to \$1,100,000 to pay the tax liability arising in relation to the issue of the Resulting Shares.

The Company can advance the Loan funds under the terms of the Group's finance facility and, is satisfied that funding the Loan amount

will not cause the Company to breach any of the financial covenants applicable to the finance facility.

Assuming shareholder approval is obtained under this Resolution 6 and any other consent is obtained, the Company intends to provide the Loan in the second half of financial year 2025 (ahead of Mr. Bracken's tax return being due) and, in any event, no later than 15 months after the Meeting is held.

Details of Mr. Bracken's current remuneration package are set out in Item 7 paragraph (d) of the Explanatory Notes. Paragraph (e) of Item 7 of the Explanatory Notes outlines Mr. Bracken's interests in the Company's securities.

Resolution 6: Director Recommendation

Other than Mr. Bracken, none of the other Directors have an interest in the outcome of Resolution 6 or the Loan. The Directors (excluding Mr. Bracken) each recommend shareholders vote in favour of Resolution 6 for the following reasons:

- (a) The Equity Incentive Plan's objective is to reward and incentivise Executives to deliver sustainable, long-term growth, thereby aligning the Executives' interests with those of the Company and its shareholders. The significant tax liability incurred by Mr Bracken in relation to the issue of the Resulting Shares, combined with low trading volumes in the Company's shares and trading restrictions imposed by the Company's Trading Policy, has created an unintended outcome which significantly impacts the personal financial circumstances of Mr Bracken, and his ongoing performance as CEO of the Group. The Directors (excluding Mr Bracken) are of the view that it is in the best interests of the Group that the Company rectify this unintended outcome by assisting Mr Bracken to fund the tax liability arising in relation to the Resulting Shares, ensuring he remains wholly focussed on leading the Group as Managing Director and CEO.
- (b) Furthermore, by providing a Loan to Mr. Bracken, he can retain his interest in the Resulting Shares which has a strong retentive affect and ensures his interests remain closely aligned with the interests of the Company and its shareholders.
- (c) The Loan is being provided for a term of three (3) years allowing Mr. Bracken sufficient time, if required, to sell a portion of the Resulting Shares to fund the repayment of the Loan. The three (3) year term ensures that if he needs to sell any of his shares in the Company to repay the Loan he is able to do this in an orderly manner taking into account trading restrictions under the Company's Trading Policy and potential illiquid trading in the Company's shares.
- (d) Mr Bracken is required to pay interest on the Loan at a rate which is substantially similar to the average rate payable by the Company under the terms of the Group's finance facility, ensuring the interest cost incurred by the Company in providing the Loan is paid by Mr. Bracken.

Whilst there are risks associated with repayment of the Loan and enforcement due to the unsecured nature of the Loan, particularly if the price of the Company's shares drop during the time the Loan is advanced and the time the Loan is due for repayment, the Directors (excluding Mr. Bracken) are of the view that the three (3) year term of the Loan is sufficient time to enable Mr. Bracken to manage the sale of

shares in the Company to fund the repayment of the Loan or, seek alternate funding to repay the Loan.

In forming their recommendations, each Director also considered other options available to the Company to assist Mr. Bracken with the payment of the tax liability arising in relation to the issue of the Resulting Shares. This included selling the Resulting Shares on-market, a broker assisted third-party purchase of the Resulting Shares or a purchase of some or all the Resulting Shares by the Employee Share Trust.

As noted above, it will be difficult for Mr. Bracken to sell the Resulting Shares on market in a relatively short amount of time due to the trading restrictions which the Company's Trading Policy places on him as well as the lack of liquidity with regards to the tradable market for the Company's shares. As an example, the average daily trading volumes of shares in the Company over the 90-day period prior to the date of this Notice was approximately 190,000 shares. Selling a volume of shares equivalent to the Resulting Shares in a short period of time may lead to erratic trading in the Company's shares which is not in the best interests of the Company or existing shareholders.

Similarly, feedback from brokers in relation to a third-party purchase was that the sale of a volume of shares equivalent to the Resulting Shares would be difficult given current low investor sentiment for shares in retail businesses as well as the relative lack of liquidity with regards to the tradable market for the Company's shares.

The Company also considered a purchase of some or all of the Resulting Shares by the Employee Share Trust. However, such share purchases may not be permitted under the terms of the Group's finance facility and, would have the effect of significantly reducing Mr Bracken's shareholding in the Group, which is at odds with the objective of the Group's LTI scheme. Therefore, the Directors (other than Mr. Bracken) determined that it was in the best interests of the Company to provide the Loan to Mr. Bracken to fund the tax liability arising in relation to the issue of the Resulting Shares.

If shareholder approval for the Loan is not obtained under this Resolution 6 then Mr. Bracken will need to seek alternative options to fund the tax liability arising in relation to the issue of the Resulting Shares. As noted above, the objective of the Group's LTI scheme is to incentivise and retain the CEO and align his interests with those of the Company and shareholders. This would be undermined if he were required to sell his shares in the Company at an accelerated rate to comply with the Company's Trading Policy, and negatively impact the market for the Company's shares.

Except as described above, each of the Directors (excluding Mr. Bracken) does not consider there are significant opportunity costs to the Company, or benefits forgone by the Company, in the Company providing the Loan on the terms proposed.

Each of the Directors (excluding Mr. Bracken) is not aware of any other information that would reasonably be required by shareholders to allow them to decide whether it is in the best interests of the shareholders to pass this Resolution 6.

Definitions

In this Notice and the Explanatory Notes:

AGM means annual general meeting.

Annual Report means the annual report of the Group for the financial year ended 30 June 2024.

ASX means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.

BBSW has the meaning given in Item 8 of the Explanatory notes and is published on the website of the ASX at www.asx.com.au.

Board means the board of Directors.

CAGR means the compound annual growth rate.

CEO means Chief Executive Officer of the Company.

Chair means the chair of the Company.

Company means Michael Hill International Limited ACN 25 610 937 598.

Corporations Act means the *Corporations Act 2001* (Cth) as amended.

Director means a director of the Company.

Employee Share Trust means the trust established by the Company to administer the Company's Equity Incentive Plan.

EPS has the meaning given in Annexure 1.

Equity Incentive Plan means the Company's equity incentive plan in place at the date of this Notice which was approved by shareholders at the 2023 AGM held on 14 November 2023, the material terms of which are summarised in Annexure 2.

Group means the Company and its 'associated entities' (as defined in the Corporations Act).

Listing Rule means the listing rules of the ASX.

Loan has the meaning in Item 8 of the Explanatory Notes.

Performance Conditions means the TSR performance hurdle, the EPS performance hurdle and the service condition relating to Mr Daniel Bracken's proposed grant of share rights, which are summarised in Annexure 1.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report of the Company included in the Directors' Report section of the Annual Report.

Quarter means each 3 month period during a calendar year commencing 1 March, 1 June, 1 September and 1 December.

Resulting Shares has the meaning given in Item 8 of the Explanatory Notes.

TSR has the meaning given in Annexure 1.

VWAP means the volume weighted average price.

ANNEXURE 1: SUMMARY OF THE MATERIAL TERMS OF SHARE RIGHTS

<p>Number of share rights proposed to be granted</p>	<p>If shareholder approval is obtained, Mr Bracken will be granted 1,986,468 share rights under the Equity Incentive Plan for FY25, calculated as 95% of the fixed component of Mr Bracken’s remuneration (annual salary plus superannuation) divided by the VWAP of shares in the Company over the 10 ASX trading days following the release of the Company’s FY24 financial statements (\$0.5352).</p> <p>50% of share rights are allocated to an earnings per share (EPS) performance hurdle (EPS Share Rights) and 50% of share rights are allocated to a total shareholder return (TSR) performance hurdle (TSR Share Rights). The EPS Share Rights and the TSR Share rights are subject to performance hurdles (described below).</p>								
<p>Performance period and vesting</p>	<p>The performance period is three (3) years, commencing 1 July 2024 and ending the date that is the end of the Company’s 2027 financial year.</p> <p>The number of share rights that vest will depend on how well the Company has performed during the performance period against the relevant performance hurdles. For outstanding performance in relation to each hurdle, 100% of the relevant share rights will vest. Only a percentage of share rights will vest for performance below that level. If the Company does not achieve a specified minimum threshold for each performance hurdle, all of the share rights applicable to that hurdle will lapse so that no share rights vest.</p> <p>Further information regarding the vesting schedule for the TSR Share Rights and EPS Share Rights is set out below.</p>								
<p>EPS Performance hurdle and vesting schedule</p>	<p>The EPS Share Rights are subject to the EPS Performance hurdle. The EPS Performance hurdle requires the achievement of a minimum CAGR in the Company’s normalised EPS over the performance period. If the EPS does not reach that minimum rate over the performance period, the EPS Share Rights lapse.</p> <p>Why EPS?</p> <p>The EPS Performance hurdle was chosen to ensure alignment between incentivising executives and long-term shareholder value creation and because it reflects the underlying profitability of the business.</p> <p>Vesting schedule</p> <p>The table below sets out the percentage of EPS Share Rights subject to the EPS Performance hurdle that can vest depending on the Company’s EPS performance:</p> <table border="1" data-bbox="368 1308 1485 1476"> <thead> <tr> <th>EPS compound annual growth rate ('CAGR')</th> <th>% EPS Share Rights vesting</th> </tr> </thead> <tbody> <tr> <td>Less than 20% CAGR</td> <td>Nil</td> </tr> <tr> <td>Between 20% CAGR and <30% CAGR</td> <td>10% vesting for each 1% increase in CAGR performance</td> </tr> <tr> <td>Equal to or above 30% CAGR</td> <td>100%</td> </tr> </tbody> </table> <p>When determining normalised EPS, statutory earnings is adopted as the base and the Board adjusts for any unusual items.</p>	EPS compound annual growth rate ('CAGR')	% EPS Share Rights vesting	Less than 20% CAGR	Nil	Between 20% CAGR and <30% CAGR	10% vesting for each 1% increase in CAGR performance	Equal to or above 30% CAGR	100%
EPS compound annual growth rate ('CAGR')	% EPS Share Rights vesting								
Less than 20% CAGR	Nil								
Between 20% CAGR and <30% CAGR	10% vesting for each 1% increase in CAGR performance								
Equal to or above 30% CAGR	100%								
<p>TSR Performance hurdle and vesting schedule</p>	<p>The TSR Share Rights are subject to the TSR Performance hurdle. The TSR Performance hurdle requires the achievement of a minimum positive absolute TSR over the performance period. If the TSR does not reach that minimum rate over the performance period, the TSR Share Rights lapse.</p> <p>Why a TSR?</p> <p>The TSR hurdle was chosen to ensure alignment between incentivising executives and long-term shareholder value creation.</p> <p>Vesting schedule</p> <p>The table below sets out the percentage of TSR Share Rights subject to the TSR Performance hurdle that can vest depending on the Company’s TSR performance:</p>								

	TSR compound annual growth rate ('CAGR')	% TSR Share Rights vesting
	Less than 10% CAGR	Nil
	Between 10% CAGR and 20% CAGR	10% vesting for each 1% increase in CAGR performance
	Equal to or above 20% CAGR	100%
	<p>Absolute TSR measures the return received by shareholders from holding shares in a company over a particular period. TSR is calculated by taking into account the growth in a company's share price over the relevant period as well as the dividends received (and assumed to be reinvested back into the company's shares) during that period.</p>	
Service condition	<p>Mr Bracken must have been continuously engaged by the Company (and have not resigned or been terminated) from the date the share rights are granted until after 10 ASX trading days following the release of the Company's FY27 financial results.</p>	
Rights attaching to share rights	<p>Share rights do not carry any dividend or voting rights prior to vesting and are non-transferable, except in limited circumstances under the Equity Incentive Plan rules.</p>	
Allocation of shares following vesting	<p>Following testing of the relevant Performance hurdles at the end of the performance period, and subject to satisfaction of the Service condition, share rights which have vested will be automatically exercised.</p> <p>Any share rights that do not vest following testing of the Performance hurdles will lapse.</p> <p>If expressly permitted in the relevant invitation, a share right which has vested and been exercised may be settled by the Company arranging for Mr Bracken to receive the requisite number of ordinary fully paid shares (Equity Settled), or by a cash equivalent payment to the participant, at the discretion of the Board.</p> <p>For an Equity Settled arrangement, the Company's obligation to deliver shares may be satisfied by issuing new shares, acquiring shares on-market or off-market or by transferring and/or allocating shares from an employee share trust.</p>	
Restriction periods	<p>On vesting there is no additional restriction period, except as specified in the Company's Trading Policy.</p>	

ANNEXURE 2: SUMMARY OF THE EQUITY INCENTIVE PLAN RULES

The key terms of the Equity Incentive Plan (**Plan**) are set out below.

Eligible participants

The following persons may be invited to participate in the Plan:

- an Executive Director of the Company or an 'associated entity' (as defined in the Corporations Act) of the Company (together 'the Group')
- an employee of any Group company
- an individual who provides services to any Group company, or
- a prospective participant to whom the above criteria may apply.

Non-Executive Directors of the Company are not eligible to participate in the Plan.

Invitation to participate

The Board may from time to time in its absolute discretion determine that an eligible participant be invited to participate in the Plan.

Unless otherwise expressly permitted in an invitation, a participant may only submit an application in that participant's name and not on behalf of any other person.

The Board has the discretion to set the terms and conditions (including but not limited to conditions in relation to vesting, exercise, cash settlement, forfeiture, and disposal restrictions) on which it will make invitations under and in accordance with the Plan and may set different terms and conditions which apply to different participants.

The Board also has the discretion to waive vesting, exercise, forfeiture or disposal conditions in relation to a particular participant or in relation to participants generally.

Type of securities

The Plan provides the Board with the ability to grant share rights, subject to the terms of individual offers.

Share rights are an entitlement to receive Shares upon the satisfaction (or waiver) of the applicable vesting and/or exercise conditions and payment of any applicable exercise price (which may, for the avoidance of doubt, be nil).

Unless otherwise determined by the Board, no consideration is required to be paid by the participant in respect of the grant of a share right under the Plan.

The Board has the discretion to determine the number or value of share rights to be granted to participants.

Key terms

Voting and dividends

A participant is not entitled, by virtue of holding a share right, to:

- notice of, or to vote or attend at, a meeting of the shareholders of the Company, or
- receive any dividends declared by the Company.

Shares delivered to (or on behalf of) a participant upon vesting and exercise of a share right will carry dividend and voting rights.

Quoting on an exchange

Unless otherwise determined by the Board in its absolute discretion, a share right granted under the Plan will not be quoted on the ASX or any other recognised exchange.

Dealings

A participant may not sell, assign, transfer, grant a security interest over, or otherwise deal with a share right that has been granted to them, unless the Board in its absolute discretion so approves or the relevant dealing is effected by force of law on death or legal incapacity to the participant's legal or personal representative.

Vesting

The Board has the discretion to determine the vesting conditions (if any) that must be met before a share right will vest.

A share right will vest once all vesting conditions (specified in the invitation related to the share right) have been satisfied (or waived) and a vesting notice in respect of that share right is given by the Company or is deemed to be given to the participant.

A vesting condition for a share right may, subject to the Corporations Act, the ASX Listing Rules (where applicable) and any other applicable laws and regulations, be waived by the Board.

Exercise of share rights

A share right may only be exercised when all vesting conditions and all exercise conditions applicable to that share right are satisfied or have been waived by the Company and the Company has provided (or is deemed to have provided) a confirmation notice to the participant. If there are no exercise conditions, the vesting notice will constitute the confirmation notice.

An exercise condition for a share right may, subject to the Corporations Act, the ASX Listing Rules (where applicable) and any other applicable laws and regulations, be waived by the Board.

The manner in which a share right may be exercised (including whether that share right will be automatically or manually exercised) as well as whether or not that share right

may be Cash Settled will be specified by the Board in the relevant invitation.

Resulting shares

Upon exercise, the Company will (subject to the terms of the invitation) issue, acquire on or off market and transfer, and/or allocate shares from within an employee share trust or other trust or custodian arrangement established by the Company, to (or on behalf of) the participant the number of shares to which that participant is entitled ('Resulting Shares').

If specifically permitted to do so in an invitation to a participant, the Board may determine to Cash Settle exercised share rights with a cash equivalent payment.

Resulting Shares issued will rank equally with all other shares on issue in that class (except as regards to any rights attaching to such other shares by reference to a record date prior to their allocation or transfer). If the class of shares are listed on the ASX, the Company will apply for quotation of the shares issued upon exercise.

The Board may, at its discretion, impose disposal restrictions in an invitation in respect of any Resulting Shares. The Board may also implement any procedures it deems appropriate to ensure a participant's compliance with applicable disposal restrictions in respect of Resulting Shares. This may include imposing a holding lock on relevant Resulting Shares or procuring that a trustee hold the relevant Resulting Shares for part or all of the applicable disposal restriction period.

Any dealing in Resulting Shares is also subject to the Company's Trading Policy.

Cessation of employment

If a participant ceases employment with the Company, the treatment of their share rights (both vested and unvested) will depend on the circumstances of cessation.

For example, where the participant ceases employment due to resignation or termination for cause, they will be entitled to retain their vested and unexercised share rights but will forfeit all of their unvested share rights, unless the Board determines a different treatment.

In other cases, such as a redundancy or bona fide retirement, the participant will be entitled to retain their vested and unexercised share rights, and their unvested share rights. Any unvested share rights will be retained on a pro rata basis (based on the proportion of the vesting period in relation to those Share Rights that will have elapsed on the date the Participant became a Good Leaver (as determined by the Board acting reasonably)). In addition, any vesting conditions applicable to the participant's unvested share rights will automatically be waived, unless the Board determines a different treatment.

Malus and Claw-back

In the event of fraud, dishonesty or a wilful breach of a participant's obligations to any member of the Group, the

Board may deal with, or take any actions it considers appropriate, in respect of the participant's share rights, Resulting Shares or proceeds of any Cash Settlement (if applicable) as to ensure no unfair benefit is obtained by the participant. Such actions may include deeming shares rights or Resulting Shares be forfeited, or requiring the participant to repay all or part of the new proceeds of sale of any Resulting Shares.

Corporate activity

If a 'change of control event' occurs, some or all of the share rights will be vested (such number to be determined by the Board having regard to the proportion of the performance period elapsed up to the date of the relevant change of control event'). The Board will then have discretion in respect of the remaining unvested share rights (including, without limitation, whether to also vest or to forfeit those share rights).

The Board also has the discretion to lift (or not lift) any applicable disposal restrictions on share rights or Resulting Shares.

A change of control event includes (without limitation):

- in connection with a scheme of arrangement which will, upon becoming effective, result in a person (either alone or together with associates) owning more than 50% of the issued capital of the Company (but does not include a scheme which does not involve a change in ultimate beneficial ownership of the Company)
- where a person becomes the legal or beneficial owner of, or has a relevant interest in, more than 50% of the issued capital of the Company
- where a person becomes entitled to acquire, hold or has an equitable interest in more than 50% of the issued capital of the Company
- where a takeover bid is made, the takeover becomes unconditional and the bidder (together with its associates) has a relevant interest in more than 50% of the issued capital of the Company
- a resolution is passed for the voluntary winding-up of the Company
- the shares cease, or will cease, to be quoted on any securities exchange, or
- any other event determined by the Board in good faith to constitute a 'Change of Control Event' for the purposes of the Plan.

Discretions

Under the Plan, the Board has both broad and specific discretions available to it when administering the Plan and the share rights granted under it and may exercise those discretions in relation to a particular participant or in relation to participants generally.

These discretions include (without limitation) the ability:

- to waive in whole or in part any terms and conditions of the Plan insofar as they apply to any share rights or Resulting Shares (including any vesting conditions or any restrictions on dealing) applicable to those share rights or Resulting Shares
- to waive, amend or replace any vesting condition or exercise condition attaching to a share right if it considers that the original condition is no longer appropriate or applicable, provided that either (a) the relevant participants' interests are not materially prejudiced or advantaged relative to the position reasonably anticipated at the time of grant or (b) in the context of a material transaction undertaken by the Group, that the waiver, amendment or replacement is reasonable to the relevant participant given the circumstances of the Company and the circumstances of the participant
- where the Company divests a business or subsidiary designated by the Board as 'material', to make special rules in good faith that apply to some or all of a participant's share rights (including to vary vesting conditions or exercise conditions and/or deem that a participant remains employed or engaged by the Group notwithstanding that they may not be at the relevant time, and
- prior to the delivery of Resulting Shares to a participant upon exercise of share rights issued under the Plan, to grant additional share rights or make any adjustments it considers appropriate to the terms of the share rights in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action or capital reconstruction in relation to the Company.

The Plan includes standard provisions to deal with bonus issues, rights issues, capital reorganisations and other corporate actions.

Trust or custodian arrangement

The Company may establish, administer, operate and fund an employee share trust, custodian or other trust arrangement (**Trust**) for the purposes of holding and/or delivering shares under the Plan.

Participants that have shares held in a Trust on an allocated basis are entitled to dividends paid on those shares and are also entitled to instruct the trustee how to exercise voting attaching to those shares.

Plan administration

The Plan will be administered by the Board. The Plan also has customary and usual terms having regard to Australian law for dealing with the variation and termination of the Plan.

Corporations Act Relief

It is intended that offers of share rights and issues of securities under the Plan will be made under Part 7.12, Division 1A (Employee share schemes) of the Corporations

Act (**ESS Legislation**), which currently governs employee incentive schemes of listed companies.

The ESS Legislation provides holistic regulatory relief (including relief from disclosure document requirements, licensing, hawking and other incidental matters) provided that the conditions specified in the ESS Legislation are satisfied.

The Board also has the discretion to set out in a participant's invitation such terms, conditions or information as the Board considers necessary for the purpose of complying with the requirements of the ESS Legislation.



MICHAEL HILL

INTERNATIONAL LIMITED

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10am (AEST) Monday, 21 October 2024.**

Voting / Proxy Form

How to Vote on Items of Business

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

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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.

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, all of the securityholders should 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/au and select "Printable Forms".

Lodge your Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Voting / Proxy Form

Please mark to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of Michael Hill International Limited which will be held as a virtual meeting online at <https://meetings.lumiconnect.com/300-136-073-881> on Wednesday, 23 October 2024 at 10am (AEST) and at any adjournment or postponement of that meeting, I/We being member/s of Michael Hill International Limited direct the following:

A Vote Directly Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each resolution.

OR

B Appoint a proxy to vote on your behalf I/We 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).

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), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

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 Resolutions 1, 5 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for a resolution, 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. If you are directly voting and you mark the **Abstain** box for a resolution, it will be treated as though no vote has been cast on that resolution and no vote will be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Michael Hill as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Emma Hill as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Claudia Batten as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of grant of share rights to Mr Daniel Bracken under the Company's Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of a related party transaction to loan funds to Mr. Daniel Bracken	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each resolution. 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

MHJ

310468A



Computershare



Online Meeting Guide

Michael Hill 2024 AGM

23 Oct 2024, 10:00 AEST



Scan to join the meeting

Attending the meeting virtually

Those attending online will be able to view a live webcast of the meeting. Shareholders and proxyholders can ask questions and submit votes in real time.

To participate online, visit <https://meetings.lumiconnect.com/300-136-073-881> on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you may require the following information:

Meeting ID: 300-136-073-881

Australian residents

SRN / HIN
(on your proxy form)

Postcode
(postcode of your registered address)

Overseas residents

SRN / HIN
(on your proxy form)

Country Code
(three-character country code)
e.g. New Zealand - **NZL**; United Kingdom - **GBR**; United States of America - **USA**; Canada - **CAN**

A full list of country codes can be found at the end of this guide.

Appointed Proxies

To receive your unique username and password, please contact Computershare on +61 3 9415 4024.

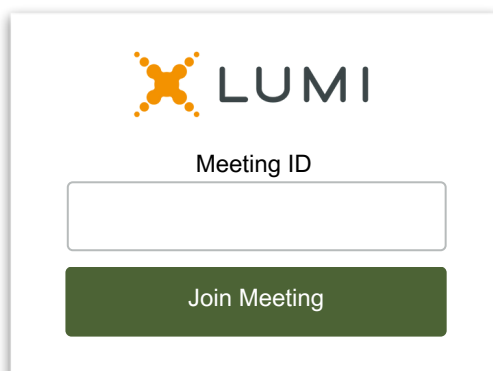
Guests

To register as a guest, you will need to enter your name and email address.

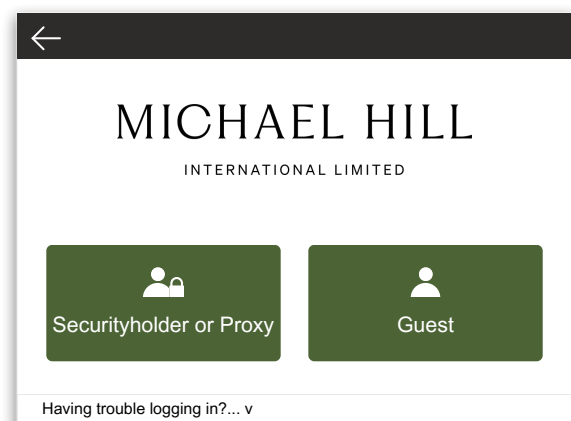
Registering for the meeting

- 1 To participate in the meeting, follow the direct link at the top of the page. Alternatively, visit meetings.lumiconnect.com and enter the unique 12-digit Meeting ID, provided above.

- 2 To proceed into the meeting, you will need to read and accept the Terms and Conditions and select if you are a Securityholder/Proxy or a guest. Note that only Securityholders and Proxies can vote and ask questions in the meeting.



The screenshot shows the LUMI logo at the top, followed by the text "Meeting ID" above a text input field. Below the input field is a green button labeled "Join Meeting".



The screenshot shows the title "MICHAEL HILL INTERNATIONAL LIMITED" at the top. Below the title are two green buttons: "Securityholder or Proxy" and "Guest". At the bottom, there is a link that says "Having trouble logging in?... v".

3 To register as a shareholder, enter your SRN or HIN and Postcode or Country Code and press Sign in.

To register as a proxyholder, 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.

A screenshot of a mobile app login screen. At the top, there is a back arrow icon. Below it, the text "MICHAEL HILL INTERNATIONAL LIMITED" is displayed. There are two input fields: "SRN or HIN *" and "Postcode or Country Code *". Below the input fields, there is a link "Having trouble logging in?... v". At the bottom right, there is a green "Sign in" button.

To register as a guest, enter your name and other requested details and press continue.

A screenshot of a mobile app login screen for guests. At the top, there is a back arrow icon. Below it, the text "MICHAEL HILL INTERNATIONAL LIMITED" is displayed. There are three input fields: "First Name *", "Last Name *", and "Email *". Below the input fields, there is a link "Having trouble logging in?... v". At the bottom right, there is a green "Continue" button.

Watching the meeting

4 On a desktop/laptop device, you will see the home tab on the left, which displays the meeting title and instructions. The webcast will appear automatically on the right. Press play and ensure your devices is not muted.



You can watch the webcast full screen, by selecting the full screen icon.



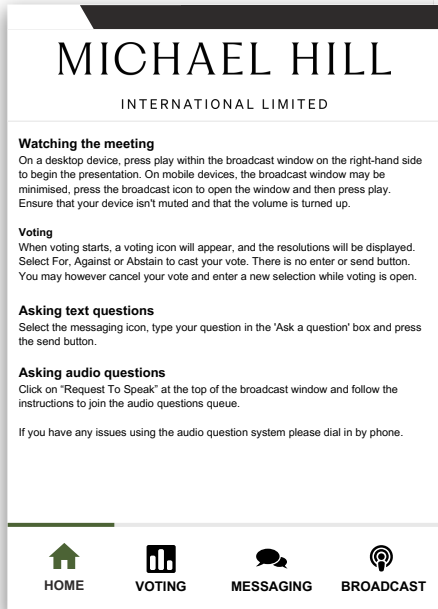
To reduce the webcast to its original size, select the minimise icon.

A screenshot of a desktop web application interface. On the left, there is a navigation menu with "HOME", "VOTING", and "MESSAGING" options. The main content area is titled "MICHAEL HILL INTERNATIONAL LIMITED". Below the title, there are sections for "Watching the meeting", "Voting", "Asking text questions", and "Asking audio questions". On the right, there is a "BROADCAST" window with a "Request to Speak" button and a full screen icon. The broadcast window shows a man in a suit speaking at a podium. At the bottom left, there is a "MEETING ID" field with the value "XXX-XXX-XXX-XXX" and a "LUMI" logo.


5 On a mobile device, select the broadcast icon at the bottom of the screen to open the webcast. Press play and ensure your device is not muted.

During the meeting, mobile users can minimise the webcast at any time by selecting one of the other icons in the menu bar.

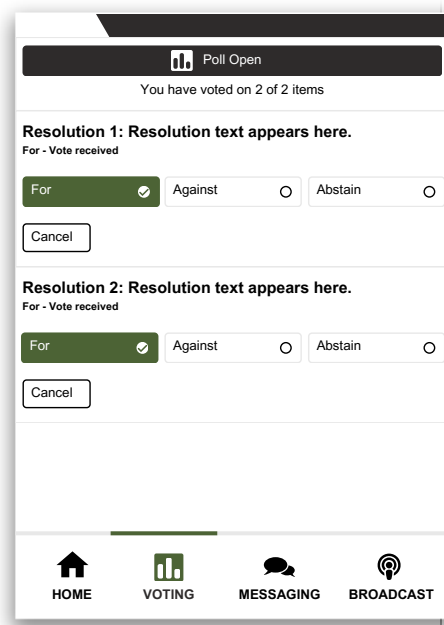
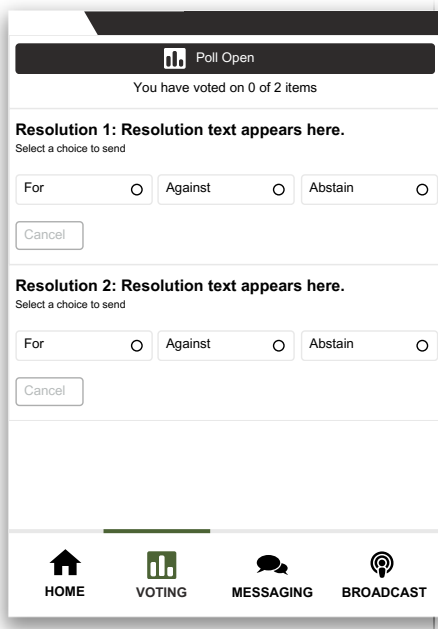
You will still be able to hear the meeting while the broadcast is minimised. Selecting the broadcast icon again will reopen the webcast.





Voting

- 6** When the Chair declares the poll open:
- A voting icon  will appear on screen and the meeting resolutions will be displayed.
 - To vote, select one of the voting options. Your response will be highlighted.
 - To change your vote, simply select a different option to override.

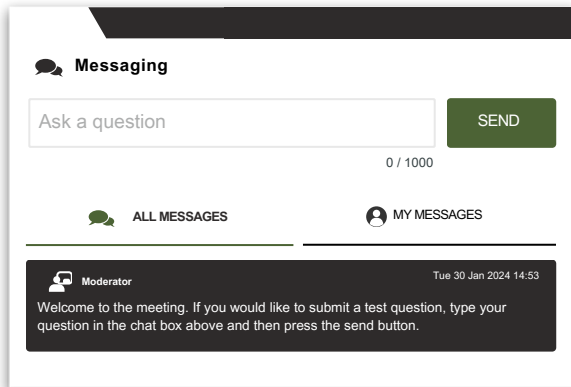
There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.



Text Questions

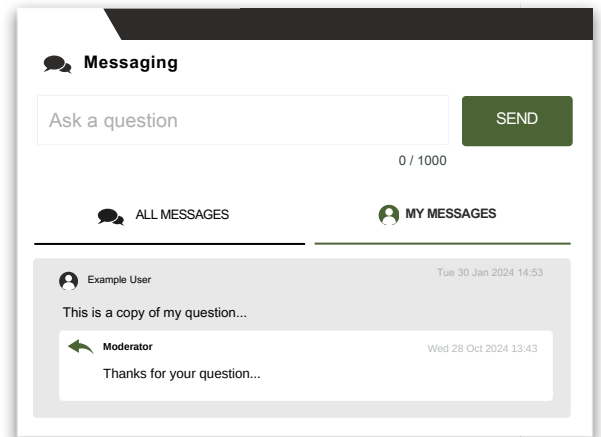
- 7 To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button .

Confirmation that your message has been received will appear.



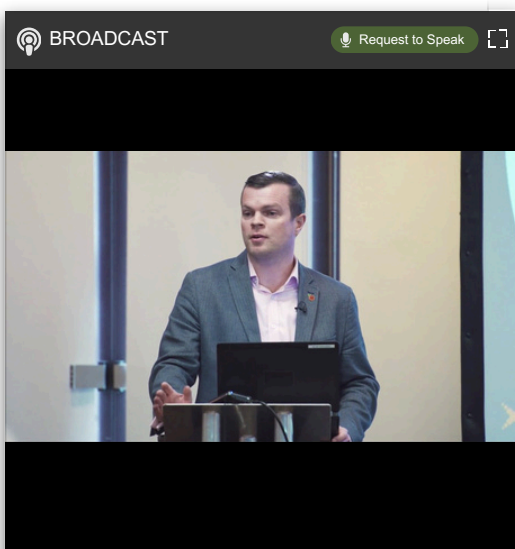
- 8 Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

A copy of your sent questions, along with any written responses, can be viewed by selecting "MY MESSAGES".



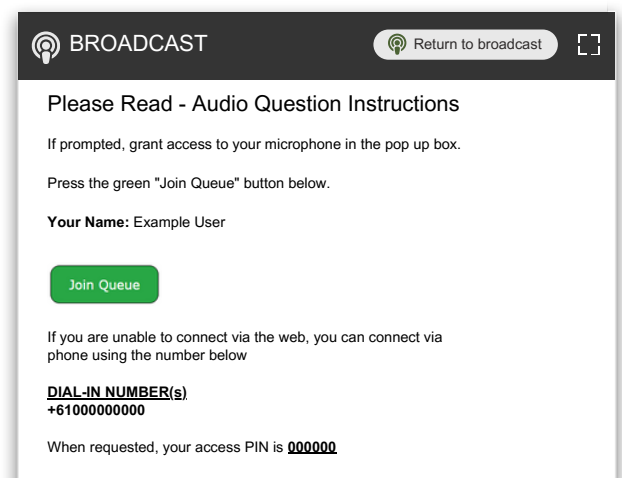
Audio Questions

- 9 If you would like to ask a verbal question, click the 'Request to Speak' button at the top right corner of the broadcast window.



- 10 The audio questions interface will now display. Confirm your details, click 'Submit Request' and follow the instructions on screen to connect.

You will hear the meeting while you wait to ask your question.



Country Codes - Computershare

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW	Aruba	DOM	Dominican Republic	LAO	Lao Pdr	QAT	Qatar
AFG	Afghanistan	DZA	Algeria	LBN	Lebanon	REU	Reunion
AGO	Angola	ECU	Ecuador	LBR	Liberia	ROU	Romania Federation
AIA	Anguilla	EGY	Egypt	LBY	Libyan Arab Jamahiriya	RUS	Russia
ALA	Aland Islands	ERI	Eritrea	LCA	St Lucia	RWA	Rwanda
ALB	Albania	ESH	Western Sahara	LIE	Liechtenstein	SAU	Saudi Arabia
AND	Andorra	ESP	Spain	LKA	Sri Lanka	SDN	Sudan
ANT	Netherlands Antilles	EST	Estonia	LSO	Kingdom of Lesotho	SEN	Senegal
ARE	United Arab Emirates	ETH	Ethiopia	LTU	Lithuania	SGP	Singapore
ARG	Argentina	FIN	Finland	LUX	Luxembourg	SGS	Sth Georgia & Sandwich Isl
ARM	Armenia	FJI	Fiji	LVA	Latvia	SHN	St Helena
ASM	American Samoa	FLK	Falkland Islands (Malvinas)	MAC	Macao	SJM	Svalbard & Jan Mayen
ATA	Antarctica	FRA	France	MAF	St Martin	SLB	Soloman Islands
ATF	French Southern	FRO	Faroe Islands	MAR	Morocco	SCG	Serbia & Outlying
ATG	Antigua & Barbuda	FSM	Micronesia	MCO	Monaco	SLE	Sierra Leone
AUS	Australia	GAB	Gabon	MDA	Republic Of Moldova	SLV	El Salvador
AUT	Austria	GBR	United Kingdom	MDG	Madagascar	SMR	San Marino
AZE	Azerbaijan	GEO	Georgia	MDV	Maldives	SOM	Somalia
BDI	Burundi	GGY	Guernsey	MEX	Mexico	SPM	St Pierre and Miqueion
BEL	Belgium	GHA	Ghana	MHL	Marshall Islands	SRB	Serbia
BEN	Benin	GIB	Gibraltar	MKD	Macedonia Former Yugoslav Rep	STP	Sao Tome and Principle
BFA	Burkina Faso	GIN	Guinea	MLI	Mali	SUR	Suriname
BGD	Bangladesh	GLP	Guadeloupe	MLT	Malta	SVK	Slovakia
BGR	Bulgaria	GMB	Gambia	MMR	Myanmar	SVN	Slovenia
BHR	Bahrain	GNB	Guinea-Bissau	MNE	Montenegro	SWE	Sweden
BHS	Bahamas	GNQ	Equatorial Guinea	MNG	Mongolia	SWZ	Swaziland
BIH	Bosnia & Herzegovina	GRC	Greece	MNP	Northern Mariana Islands	SYC	Seychelles
BLM	St Barthelemy	GRD	Grenada	MOZ	Mozambique	SYR	Syrian Arab Republic
BLR	Belarus	GRL	Greenland	MRT	Mauritania	TCA	Turks & Caicos
BLZ	Belize	GTM	Guatemala	MSR	Montserrat	TCD	Chad
BMU	Bermuda	GUF	French Guiana	MTQ	Martinique	TGO	Congo
BOL	Bolivia	GUM	Guam	MUS	Mauritius	THA	Thailand
BRA	Brazil	GUY	Guyana	MWI	Malawi	TJK	Tajikistan
BRB	Barbados	HKG	Hong Kong	MYS	Malaysia	TKL	Tokelau
BRN	Brunei Darussalam	HMD	Heard & McDonald Islands	MYT	Mayotte	TKM	Turkmenistan
BTN	Bhutan	HND	Honduras	NAM	Namibia	TLS	East Timor Republic
BUR	Burma	HRV	Croatia	NCL	New Caledonia	TMP	East Timor
BVT	Bouvet Island	HTI	Haiti	NER	Niger	TON	Tonga
BWA	Botswana	HUN	Hungary	NFK	Norfolk Island	TTO	Trinidad & Tobago
CAF	Central African Republic	IDN	Indonesia	NGA	Nigeri	TUN	Tunisia
CAN	Canada	IMN	Isle Of Man	NIC	Nicaragua	TUR	Turkey
CCK	Cocos (Keeling) Islands	IND	India	NIU	Niue	TUV	Tuvalu
CHE	Switzerland	IOT	British Indian Ocean Territory	NLD	Netherlands	TWN	Taiwan
CHL	Chile	IRL	Ireland	NOR	Norway	TZA	Tanzania
CHN	China	IRN	Iran Islamic Republic of	NPL	Nepal	UGA	Uganda
CIV	Cote D'ivoire	IRQ	Iraq	NRU	Nauru	UKR	Ukraine
CMR	Cameroon	ISL	Iceland	NZL	New Zealand	UMI	United States Minor Outlying
COD	Democratic Republic of Congo	ISM	British Isles	OMN	Oman	URY	Uruguay
COK	Cook Islands	ISR	Israel	PAK	Pakistan	USA	United States of America
COL	Colombia	ITA	Italy	PAN	Panama	UZE	Uzbekistan
COM	Comoros	JAM	Jamaica	PCN	Pitcairn Islands	VNM	Vietnam
CPV	Cape Verde	JEY	Jersey	PER	Peru	VUT	Vanuatu
CRI	Costa Rica	JOR	Jordan	PHL	Philippines	WLF	Wallis & Fortuna
CUB	Cuba	JPN	Japan	PLW	Palau	WSM	Samoa
CYM	Cayman Islands	KAZ	Kazakhstan	PNG	Papua New Guinea	YEM	Yemen
CYP	Cyprus	KEN	Kenya	POL	Poland	YMD	Yemen Democratic
CXR	Christmas Island	KGZ	Kyrgyzstan	PRI	Puerto Rico	YUG	Yugoslavia Socialist Fed Rep
CZE	Czech Republic	KHM	Cambodia	PRK	North Korea	ZAF	South Africa
DEU	Germany	KIR	Kiribati	PRT	Portugal	ZAR	Zaire
DJI	Djibouti	KNA	St Kitts And Nevis	PRY	Paraguay	ZMB	Zambia
DMA	Dominica	KOR	South Korea	PSE	Palestinian Territory	ZIM	Zimbabwe
DNK	Denmark	KWT	Kuwait	PYF	French Polynesia		

Need help?

If you require any help using this system prior to or during the meeting, please call +61 2 8075 0100 so we can assist you.