



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/300-163-102-829> on Wednesday 22 October 2025 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's Address and Company Presentations

"That Mr Robert Fyfe who retires by rotation in accordance with Rule 38.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Item 2: Financial Statements and Reports

To receive and consider the Company's Annual Report for the financial year ended 29 June 2025, comprising the Financial Report, the Directors' Report and the Auditor's Report.

Item 7: General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

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 29 June 2025 (as set out in the Directors' Report) is adopted."

By order of the Board



Kate Palethorpe
Company Secretary
22 September 2025

Item 4: Re-election of Gary Smith as Director

Resolution 2. Re-election of Gary Smith as Director

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

"That Mr Gary Smith 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 Andrea Slingsby as Director

Resolution 3. Re-election of Andrea Slingsby as Director

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

"That Ms Andrea Slingsby (appointed as a Director of the Company on 8 September 2025), who 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 6: Re-election of Robert Fyfe as Director

Resolution 4. Re-election of Robert Fyfe as Director

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

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 20 October 2025, 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 22 October 2025. Shareholders wishing to participate in the Meeting may do so via computer or a mobile device at <https://meetings.lumiconnect.com/300-163-102-829> and entering the following details:

Meeting ID: 300-163-102-829

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 +61 2 8075 0100 during the online registration period which will open at 9:30am (AEST) on Wednesday 22 October 2025.

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 20 October 2025 via www.investorvote.com.au. Questions for the Auditors of the Company may be submitted by 5pm (AEST) on Wednesday 15 October 2025 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 20 October 2025.

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 20 October 2025 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 the 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 20 October 2025.

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 22 September 2025, or
 - by using a mobile device to scan the personalised QR code contained in the personalised letter to shareholders dated 22 September 2025, or
- 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 850 505 (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 even though that resolution is 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 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 20 October 2025.

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.

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 29 June 2025. The Remuneration Report is set out in the Directors' Report section of the Company's 2025 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 Gary Smith 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.

Gary Smith has held office as a Director without re-election since the Company's Annual General Meeting in 2022, and will retire and offer himself for re-election by shareholders at the Meeting.

Mr Smith's profile follows:

Gary Smith

- Independent Non-Executive Director
- Chair of Audit and Risk Management Committee
- Member of People Development and Remuneration Committee

Gary was appointed as a Director of the Company on 24 February 2016 having previously served as Director of Michael Hill's listed entity in New Zealand commencing 2 November 2012.

Gary has extensive Director experience across a range of boards and tourism related industry bodies. He is Chairman of Flight Centre Travel Group Ltd (ASX: FLT), one of Australia's top public companies and is a member of their Audit and Remuneration sub-committees. He is a Chartered Accountant and a Fellow of the Australian Institute of Company Directors.

While Gary has served on the Board for more than 12 years, the Board is satisfied that the length of Gary's tenure does not compromise his independence and that he brings objective and independent judgement to the Board's deliberations and oversight of Management. Further, as the Group continues to navigate the transition to a new CEO, following the loss of Daniel Bracken and the recent loss of the Group's founder, Sir Michael Hill, the Board believes it is important to maintain stability at the Board level and continue to benefit from Gary's extensive knowledge and experience of the Group.

Recommendation

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

Item 5: Re-election of Andrea Slingsby as Director (Resolution 3)

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.

Andrea Slingsby was appointed as a Director in the period since the 2024 Annual General Meeting, and therefore will retire and offer herself for re-election by shareholders at the Meeting.

Ms Slingsby's profile follows:

Andrea Slingsby

- Independent Non-Executive Director

Andrea has extensive governance, strategic and operational transformational growth expertise developed over more than 20 years in Executive, Board and advisory roles. Her broad industry experience spans retail, high-net-worth family offices, construction and property development, digital/technology, infrastructure and tourism.

Andrea also brings expertise in both domestic and international growth and sustainable scaling of significant ASX-listed businesses including Flight Centre and Blackmores.

Andrea has been Chair of multiple Remuneration Committees with expertise in governance principles and ensuring transparency, accountability, and ethical decision-making. Ms Slingsby is currently a Director of Prime Financial Group (ASX: PFG), Volunteering Gold Coast and an Investment Committee Member at construction company, McNab.

Andrea has a strong understanding of the Company and its operations, having acted as an alternate director of the Company (ASX: MHJ) to Sir Michael Hill from 14 April 2025 to 29 July 2025 and, serving as the Company's Interim Chief People Officer from August

2018 to December 2018, and its Chief Operating Officer from January 2019 to January 2021.

The Board has considered Andrea's independence status including her recent appointment as alternate director of the Company, as well as previous positions which she has held with the Group, and confirms her status as an independent non-executive director of the Company.

Recommendation

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

Item 6: Re-election of Robert Fyfe as Director (Resolution 4)

Rule 38.1(c) of the Company's Constitution requires that one-third of Directors for the time being retire from office, excluding Directors required to submit for re-election because of Rules 38.6 or 36.2 of the Company's Constitution and any Managing Director. If that number is not a multiple of three then the greater of 1 or the number nearest to but not exceeding one-third, must retire from office.

There are 6 Directors on the Board of the Company. Mr Gary Smith is excluded from the Directors retiring under Rule 38.1 as he is required to retire under Rule 38.6. Ms Andrea Slingsby is excluded from the Directors retiring under Rule 38.1 as she is required to retire under Rule 36.2. Therefore one (1) further Director of the Company is required to retire at the Meeting.

Of the remaining Directors, Mr Robert Fyfe has held office the longest having been re-elected as a Director at the 2023 Annual General Meeting. Therefore Rule 38.3 of the Constitution requires that he retires as a Director at the Meeting under Rule 38.1 of the Constitution, and will offer himself for re-election by shareholders at the Meeting.

Mr Fyfe's profile follows:

Robert Fyfe

- Independent Non-Executive Director
- Chair of the Board
- Member of People Development & Remuneration Committee
- Member of Audit & Risk Management Committee

Rob was appointed as a Director of the Company on 9 June 2016 having previously served as Director of Michael Hill's listed entity in New Zealand commencing 6 January 2014. He was appointed Chair of the Board in June 2021.

Prior to joining the Company, Rob served as CEO of Air New Zealand between 2005 and 2012, a period that saw a resurgence of Air New Zealand to become one of the most recognised and awarded airlines in the world and one of the best performers in a tough industry. Rob is also currently a Director of Air Canada.

Rob also has extensive general management and board experience in various retail businesses operating in New Zealand, Australia and Great Britain, across sectors including retail banking, telecommunications, pay television, sport, manufacturing and outdoor apparel. In 2015 Rob was awarded an Honorary Doctor of

Commerce from University of Canterbury and on New Year's Eve 2020, Rob was appointed as a Companion of the New Zealand Order of Merit for services to business and tourism.

While Rob has served on the Board for more than 10 years, the Board is satisfied that the length of Rob's tenure does not compromise his independence and that he brings objective and independent judgement to the Board's deliberations and oversight of Management. Further, as the Group continues to navigate the transition to a new CEO, following the loss of Daniel Bracken and the recent loss of the Group's founder, Sir Michael Hill, the Board believes it is important to maintain stability at the Board level and continue to benefit from Rob's extensive knowledge and experience of the Group.

Recommendation

The Board (other than Mr Fyfe) recommends that shareholders vote **FOR** Resolution 4.

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 29 June 2025.

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

Board means the board of Directors.

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.

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

Listing Rule means the listing rules of the ASX.

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.



MICHAEL HILL

INTERNATIONAL LIMITED

MICHAEL HILL

INTERNATIONAL LIMITED

ACN 610 937 598

MHJ

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

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10am (AEST) Monday, 20 October 2025**.

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:

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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*

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At the Annual General Meeting of Michael Hill International Limited which will be held as a virtual meeting online at <https://meetings.lumiconnect.com/300-163-102-829> on Wednesday, 22 October 2025 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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 Gary Smith as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Andrea Slingsby as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Robert Fyfe as Director	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

MH J

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Computershare



Online Meeting Guide

Michael Hill 2025 AGM

22 Oct 2025, 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/300-163-102-829> 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: 300-163-102-829

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

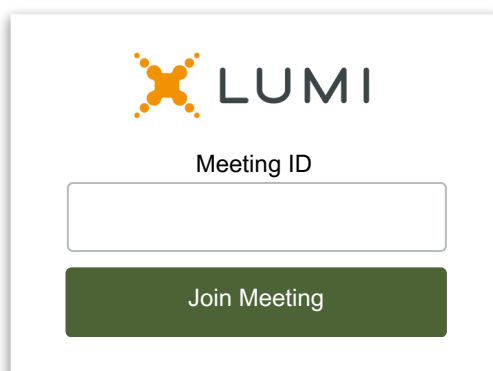
To receive your unique username and password, please contact Computershare on +61 3 9415 4024.

Guests

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

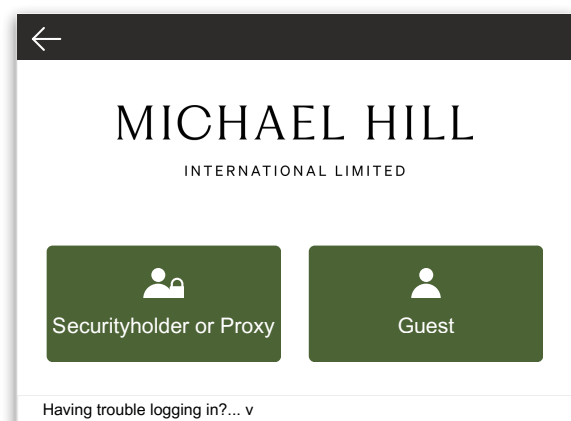
Registering for the meeting

- 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.



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".

- 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 company name "MICHAEL HILL INTERNATIONAL LIMITED" at the top. Below are two green buttons: "Securityholder or Proxy" (with a person icon) and "Guest" (with a person icon). At the bottom, there is a link: "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 application 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" and 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 application 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" and 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.



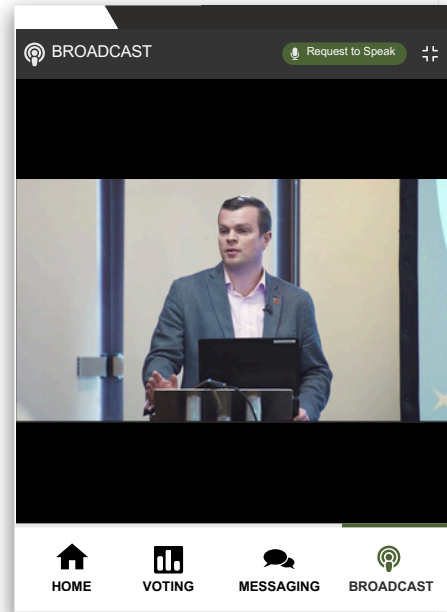
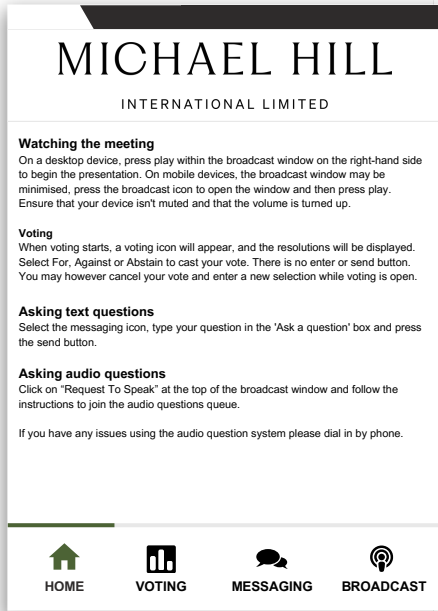
To reduce the webcast to its original size, select the minimise icon.

A screenshot of a desktop 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" and contains instructions for "Watching the meeting", "Voting", "Asking text questions", and "Asking audio questions". At the bottom left, there is a "MEETING ID 300-163-102-829" and "POWERED BY LUMI" logo. 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 blue suit speaking at a podium.


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.

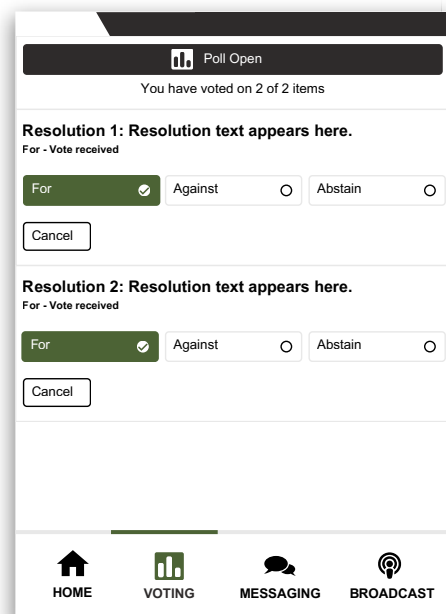
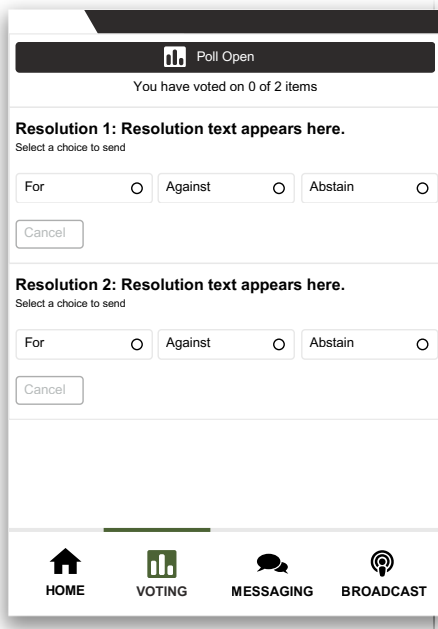
You will still be able to hear the meeting while the broadcast is minimised. Selecting the broadcast icon again will reopen the webcast.





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.

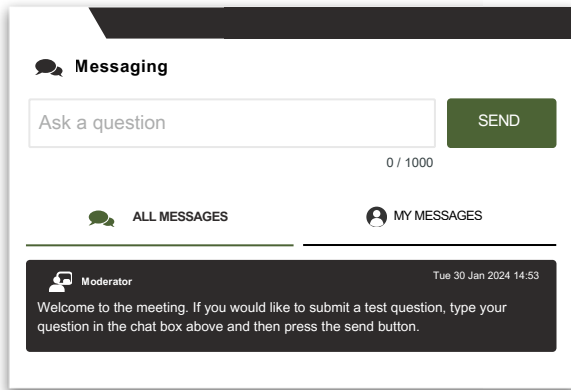
There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.



Text Questions

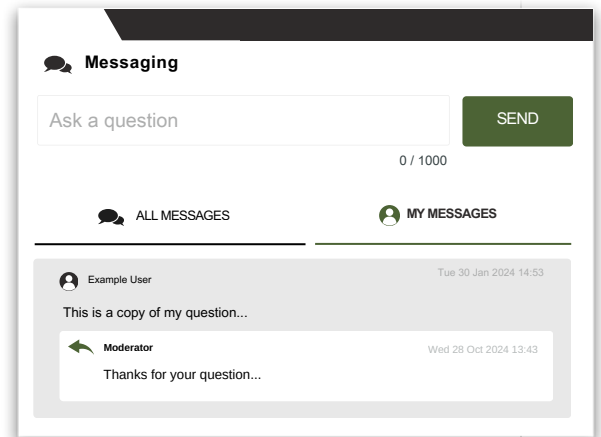
- 7 To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button .

Confirmation that your message has been received will appear.



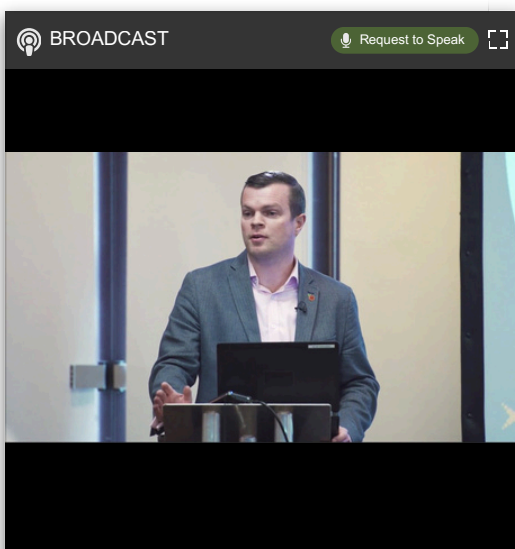
- 8 Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

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



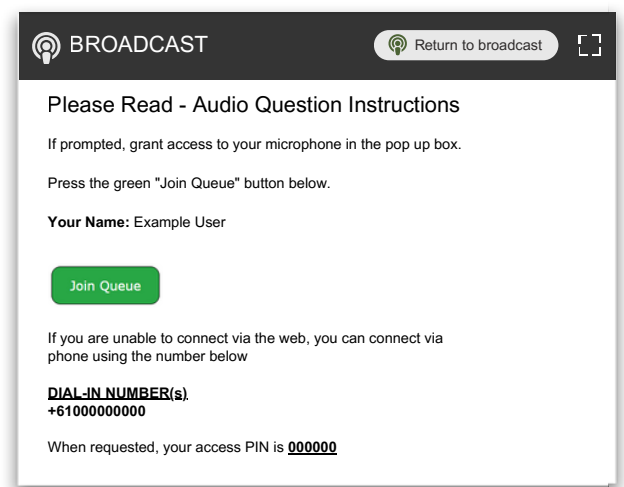
Audio Questions

- 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	MNR	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.