

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MICHAEL HILL INTERNATIONAL LIMITED

ABN

25 610 937 598

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Unlisted share rights (Share Rights) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 382,551 |

+ See chapter 19 for defined terms.

3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

The Share Rights are issued pursuant to and on the terms of the Company's Incentive Plan approved by shareholders at the Company's AGM on 31 October 2016 (**Plan**) and the invitation provided to each Participant (**Invitation**).

Upon exercise, the Company will (subject to the Participant's Invitation) issue, allocate or cause to be transferred to that Participant the number of MHJ fully paid ordinary shares (**Shares**) to which the Participant is entitled.

Shares issued upon exercise of the Share Rights (**Resulting Shares**) will rank equally with all other shares on issue in that class.

186,613 of the Share Rights (**Employee Share Rights**) are issued on the basis that they are divided into 3 tranches and vest as follows:

1. Tranche 1 - 25% of Share Rights

25% of the Share Rights granted to participants will vest if the participant has been continuously engaged under an Engagement Arrangement (and have not resigned or been terminated) from the grant date to the date which is 3 years from 1 July 2016 (**Reference Financial Year**).

2. Tranche 2 - 25% of Share Rights

25% of the Share Rights granted to participants will vest if the participant has been continuously engaged under an Engagement Arrangement (and have not resigned or been terminated) from the grant date to the date which is 4 years from 1 July in the Reference Financial Year.

3. Tranche 3 - 50% of Share Rights

50% of the Share Rights granted to participants will vest if the participant has been continuously engaged under an Engagement Arrangement (and have not resigned or been terminated) from the grant date to the date which is 5 years from 1 July in the Reference Financial Year.

195,938 of the Share Rights (**CFO Share Rights**) are issued on the basis that 100% will vest if the participant has been continuously engaged under an Engagement Arrangement (and has not resigned or been terminated) from the grant date to the date which is 3 years from the Reference Financial Year.

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No. The Company's only class of quoted securities are ordinary shares. The securities issued under this Appendix 3B are share rights (not shares) and as such do not rank equally with the Company's ordinary shares in any respect.</p> <p>Upon exercise of vested Share Rights, the resulting shares will rank equally with ordinary shares on issue.</p> <p>Prior to a Share Right being exercised a participant is not entitled to receive any dividends declared by the Company.</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Pursuant to Company's Incentive Plan as approved at the Annual General Meeting of Shareholders on 31 October 2016.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of +securities issued under an exception in rule 7.2	382,551	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	58,115,776	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	20 March 2017	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		387,438,513	ORD

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<p>5,250,000</p> <p>382,551</p> <p>Various classes of unlisted options (details provided in Annexure A).</p> <p>Various unlisted Share Rights (details provided in Annexure A).</p>
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Prior to a Share Right being exercised a participant is not entitled to receive any dividends declared by the Company.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A

Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

19 Closing date for receipt of

N/A

acceptances or renunciations

+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

Appendix 3B New issue announcement

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	Number N/A	+Class N/A

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: *M Greaves* Date: 21 March 2017
(~~Director~~/Company secretary)

Print name: Mary-Anne Greaves

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	383,138,513
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	200,000 (issued 24/11/16) 3,600,000 (issued 8/11/16) 500,000 (issued 22/9/16) 4,300,000 (Total)
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	0
“A”	387,438,513

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	58,115,776
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	0
“C”	0
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	58,115,776
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	0
Total [“A” x 0.15] – “C”	58,115,776 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	N/A
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	N/A
“E”	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	N/A
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	N/A
Total ["A" x 0.10] – "E"	N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Michael Hill International Limited ABN 25 610 937 598

Appendix 3B

Appendix A – Details of Unlisted Options

Name	Issue Date (date of agreement)	Vesting Date	Number of Employee Options as at the date of this Appendix 3B			Exercise Price (\$NZ)	Exercise Period
			Vested	Unvested	Total		
Phil Taylor	7/11/2007	7/11/2007	750,000			\$1.25	17/8/12 - 30/9/17
	18/12/2009	18/12/2009	150,000			\$0.94	15/8/14 - 30/9/19
	18/12/2009	17/09/2010	150,000			\$0.88	14/8/15 - 30/9/20
	18/12/2009	16/09/2011	150,000			\$1.16	See Note 7
	18/12/2009	19/09/2012	150,000			\$1.41	See Note 8
	18/12/2009	18/09/2013	150,000			\$1.82	See Note 9
	2/12/2013	2/12/2013	750,000			\$1.82	See Note 10
					2,250,000		
Stewart Silk	2/12/2013	2/12/2013	500,000			\$1.82	See Note 11
	2/12/2013	18/09/2014	100,000			\$1.63	See Note 12
	2/12/2013	22/01/2016	100,000			\$1.14	See Note 13
	2/12/2013	N/A		300,000		See Note 1	See Note 2
					1,000,000		
Galina Hirtzel	2/12/2013	2/12/2013	500,000			\$1.82	See Note 11
	2/12/2013	18/09/2014	100,000			\$1.63	See Note 12
	2/12/2013	22/01/2016	100,000			\$1.14	See Note 13
	2/12/2013	N/A		300,000		See Note 1	See Note 2
					1,000,000		
Brett Halliday					500,000		

	22/09/2009	22/09/2009	100,000			\$0.94	15/8/14 - 30/9/19
Kevin Stock	17/09/2010	17/09/2010	100,000			\$0.88	14/8/15 - 30/9/20
	16/09/2011	16/09/2011	100,000			\$1.16	See Note 14
	16/09/2011	19/09/2012	100,000			\$1.41	See Note 15
	16/09/2011	18/09/2013	100,000			\$1.82	See Note 16
					500,000		
			12,050,000	600,000	12,650,000		
Total							

Note 1: The options will vest in 3 equal tranches (**Tranches**) in September 2016, September 2017 and September 2018 (**Tranche Year**). Upon vesting, the exercise price per ordinary share will be 30% above the volume weighted average price of the Company's ordinary shares in the 20 business days following the ASX announcement in August of the relevant year of the Company's results for the financial year immediately preceding the relevant calendar year.

Note 2: For each Tranche, the exercise period is the period immediately following the announcement of the Company's annual financial results for the financial year ending on 30 September in the 5th year after the Tranche Year.

Note 3: Exercise period commences immediately following the announcement of the Company's annual financial results for the year ending 30 June 2018 to NZX (or any other registered securities exchange on which the Company's Ordinary Shares are at the relevant time listed) and ending on 30 September 2023.

Note 4: Exercise period commences immediately following the announcement of the Company's annual financial results for the year ending 30 June 2016 through to 30 September 2021.

Note 5: Exercise period commences immediately following the announcement of the Company's annual financial results for the year ending 30 June 2017 through to 30 September 2022.

Note 6: Exercise period commences immediately following the announcement of the Company's annual financial results for the year ending 30 June 2018 through to 30 September 2023.

Note 7: Exercise period commences on the date immediately following the announcement of the Company's annual financial results for the year ending 30 June 2014 and ends on 30 September 2019.

Note 8: Exercise period commences on the date immediately following the announcement of the Company's annual financial results for the year ending 30 June 2015 and ends on 30 September 2020.

Note 9: Exercise period commences on the date immediately following the announcement of the Company's annual financial results for the year ending 30 June 2016 and ends on 30 September 2021.

Note 10: Exercise period commences immediately following the announcement of the Company's annual financial results for the year ending 30 June 2018 and ending on 30 September 2023.

Note 11: Exercise period commences on the date immediately following the announcement of the Company's annual financial results for the year ending 30 June 2018 and ends on 30 September 2023.

Note 12: Exercise period commences on the date immediately following the announcement of the Company's annual financial results for the year ending 30 June 2019 and ends on 30 September 2024.

Note 13: Exercise period commences on the date immediately following the announcement of the Company's annual financial results for the year ending 30 June 2020 and ends on 30 September 2025.

Note 14: Exercise period commences on the date immediately following the announcement of the Company's annual financial results for the year ending 30 June 2016 and ends on 30 September 2021.

Note 15: Exercise period commences on the date immediately following the announcement of the Company's annual financial results for the year ending 30 June 2017 and ends on 30 September 2022.

Note 16: Exercise period commences on the date immediately following the announcement of the Company's annual financial results for the year ending 30 June 2018 and ends on 30 September 2023.

Appendix A – Details of Unlisted Share Rights

Name	Share Rights	Issue Date (date of agreement)	Vesting Date	Number of Share Rights as at the date of this Appendix 3B			Exercise Price	Exercise Period
				Vested	Unvested	Total		
Phil Taylor	Employee Share Rights	20.03.2017	1 July 2019	0	16,913		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2020	0	16,913		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2021	0	33,829		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
						67,655		
Galina Hirtzel	Employee Share Rights	20.03.2017	1 July 2019	0	5,456		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2020	0	5,456		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2021	0	10,912		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
						21,824		
Stewart Silk	Employee Share Rights	20.03.2017	1 July 2019	0	4,621		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2020	0	4,621		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2021	0	9,242		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
						18,484		
Kevin Stock	Employee Share Rights	20.03.2017	1 July 2019	0	7,280		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2020	0	7,280		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2021	0	14,560		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
						29,120		
Brett Halliday	Employee Share Rights	20.03.2017	1 July 2019	0	6,369		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)

Name	Share Rights	Issue Date (date of agreement)	Vesting Date	Number of Share Rights as at the date of this Appendix 3B			Exercise Price	Exercise Period
				Vested	Unvested	Total		
	Employee Share Rights	20.03.2017	1 July 2020	0	6,369		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2021	0	12,741		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
						25,479		
Matt Keays	Employee Share Rights	20.03.2017	1 July 2019	0	6,012		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2020	0	6,012		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
	Employee Share Rights	20.03.2017	1 July 2021	0	12,027		Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
						24,051		
TOTAL EMPLOYEE SHARE RIGHTS						186,613		

Name	Share Rights	Issue Date (date of agreement)	Vesting Date	Number of Share Rights as at the date of this Appendix 3B			Exercise Price	Exercise Period
				Vested	Unvested	Total		
Phil Taylor	CFO Share Rights	20.03.2017	1 July 2019	0	195,938	195,938	Not applicable	15 th anniversary of the Grant Date (i.e. 1 July 2016)
TOTAL CFO SHARE RIGHTS						195,938		