



# J B Hi-Fi Limited

## 2013 AGM



# AGENDA

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- q Chairman's address
- q Chief Executive Officer's address
- q Items of business
  - § Item 1: Financial and other Reports
  - § Item 2: Remuneration Report
  - § Item 3: Re-election of Directors
  - § Item 4: Approval of grant of Options to Executive Directors



CHAIRMAN'S ADDRESS

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GREG RICHARDS



CHIEF EXECUTIVE OFFICER'S ADDRESS

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TERRY SMART



# Item 1: Financial and other Reports

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To receive and consider the Financial Report, the Directors' Report and Auditor's Report for the financial year ended 30 June 2013.



## Item 2: Remuneration Report



**“That the Remuneration Report (which forms part of the Directors’ Report) for the financial year ended 30 June 2013 be adopted.”**

Proxies:

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of Eligible Votes Cast (excluding abstentions)</b>
.. For	67,326,386	97.81%
.. Open / Undirected (Chairman)	246,990	0.36%

The Chairman intends voting his open / undirected proxies in favour of the resolution.

.. Against	1,007,082	1.46%
.. Open / Undirected (Other)	255,742	0.37%
.. Abstain	592,509	n/a



## Item 3: Re-election of Directors



- (a) **“That Ms Beth Laughton, being a Director of the Company who retires by rotation pursuant to the Company’s Constitution, and, being eligible, offers herself for re-election, is re-elected as a Director of the Company.”**

### Proxies:

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of Eligible Votes Cast (excluding abstentions)</b>
.. For	68,798,117	99.15%
.. Open / Undirected (Chairman)	249,125	0.36%

The Chairman intends voting his open / undirected proxies in favour of the resolution.

.. Against	83,256	0.12%
.. Open / Undirected (Other)	256,042	0.37%
.. Abstain	43,169	n/a



## Item 3: Re-election of Directors



- (b) **“That Mr Gary Levin, being a Director of the Company who retires by rotation pursuant to the Company’s Constitution, and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”**

### Proxies:

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of Eligible Votes Cast (excluding abstentions)</b>
.. For	68,794,023	99.14%
.. Open / Undirected (Chairman)	249,125	0.36%

The Chairman intends voting his open / undirected proxies in favour of the resolution.

.. Against	87,290	0.13%
.. Open / Undirected (Other)	256,042	0.37%
.. Abstain	43,229	n/a





## Item 4: Approval of grant of Options to Executive Directors



- (a) **“That approval be and is hereby given to the grant to Mr Terry Smart of:**
- (i) 82,768 options over 82,768 shares in the Company, each option having an exercise price of \$18.93; and**
  - (ii) 21,115 options over 21,115 shares in the Company, each option having a \$0 exercise price,**
- on the terms and conditions described in the Explanatory Notes.”**

### Proxies:

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of Eligible Votes Cast (excluding abstentions)</b>
.. For	67,347,509	97.81%
.. Open / Undirected (Chairman)	249,127	0.36%

The Chairman intends voting his open / undirected proxies in favour of the resolution.

.. Against	1,005,447	1.46%
.. Open / Undirected (Other)	251,062	0.36%
.. Abstain	576,504	n/a



## Item 4: Approval of grant of Options to Executive Directors



- (b) **“That approval be and is hereby given to the grant to Mr Richard Murray of:**
- (i) 38,414 options over 38,414 shares in the Company, each option having an exercise price of \$18.93; and**
  - (ii) 9,800 options over 9,800 shares in the Company, each option having a \$0 exercise price,**
- on the terms and conditions described in the Explanatory Notes.”**

### Proxies:

In respect of this item of business, the following proxies have been received:

	<b>Votes Received</b>	<b>% of Eligible Votes Cast (excluding abstentions)</b>
.. For	67,320,194	97.79%
.. Open / Undirected (Chairman)	249,941	0.36%

The Chairman intends voting his open / undirected proxies in favour of the resolution.

.. Against	1,018,108	1.48%
.. Open / Undirected (Other)	252,062	0.37%
.. Abstain	589,404	n/a