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JB Hi-Fi Limited

2012 Annual General Meeting



31 October 2012



Agenda



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



Chairman's address



Greg Richards

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Chief Executive Officer's address



Terry Smart

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Item 1: Financial and other Reports



To receive and consider the Financial Report, the Directors' Report and Auditor's Report for the financial year ended 30 June 2012.

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Item 2: Remuneration Report



“That the Remuneration Report (which forms part of the Directors’ Report) for the financial year ended 30 June 2012 be adopted.”

Proxies:

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

	Votes Received	% of Eligible Votes Cast (excluding abstentions)
<input type="checkbox"/> For	53,462,501	95.25%
<input type="checkbox"/> Open / Undirected (Chairman)	579,850	1.03%

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

<input type="checkbox"/> Against	1,779,952	3.17%
<input type="checkbox"/> Open / Undirected (Other)	308,960	0.55%
<input type="checkbox"/> Abstain	223,158	n/a



Item 3: Election / Re-election of Directors

- (a) **“That Mr Richard Murray, being a Director of the Company appointed since the last Annual General Meeting, who retires pursuant to the Company’s Constitution, and, being eligible, offers himself for election, is elected as a Director of the Company.”**

Proxies:

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

	Votes Received	% of Eligible Votes Cast (excluding abstentions)
<input type="checkbox"/> For	55,161,015	96.05%
<input type="checkbox"/> Open / Undirected (Chairman)	576,609	1.00%

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

<input type="checkbox"/> Against	1,384,057	2.41%
<input type="checkbox"/> Open / Undirected (Other)	309,710	0.54%
<input type="checkbox"/> Abstain	103,855	n/a

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Item 3: Election / Re-election of Directors

- (b) **“That Mr Greg Richards, 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:

	Votes Received	% of Eligible Votes Cast (excluding abstentions)
<input type="checkbox"/> For	55,198,650	96.12%
<input type="checkbox"/> Open / Undirected (Chairman)	576,609	1.00%

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

<input type="checkbox"/> Against	1,345,231	2.34%
<input type="checkbox"/> Open / Undirected (Other)	309,710	0.54%
<input type="checkbox"/> Abstain	105,046	n/a



Item 3: Election / Re-election of Directors



- (c) **“That Mr James King, 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:

	Votes Received	% of Eligible Votes Cast (excluding abstentions)
<input type="checkbox"/> For	55,174,840	96.08%
<input type="checkbox"/> Open / Undirected (Chairman)	576,609	1.00%

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

<input type="checkbox"/> Against	1,364,599	2.38%
<input type="checkbox"/> Open / Undirected (Other)	309,710	0.54%
<input type="checkbox"/> Abstain	109,488	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) 276,479 options over 276,479 shares in the Company, each option having an exercise price of \$9.75; and**
 - (ii) 43,548 options over 43,548 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:

	Votes Received	% of Eligible Votes Cast (excluding abstentions)
<input type="checkbox"/> For	54,600,621	96.92%
<input type="checkbox"/> Open / Undirected (Chairman)	416,025	0.74%

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

<input type="checkbox"/> Against	1,016,527	1.80%
<input type="checkbox"/> Open / Undirected (Other)	306,330	0.54%
<input type="checkbox"/> Abstain	199,454	n/a

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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) **128,319 options over 128,319 shares in the Company, each option having an exercise price of \$9.75; and**
 - (ii) **20,212 options over 20,212 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:

	Votes Received	% of Eligible Votes Cast (excluding abstentions)
<input type="checkbox"/> For	54,582,027	96.89%
<input type="checkbox"/> Open / Undirected (Chairman)	427,697	0.76%

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

<input type="checkbox"/> Against	1,020,345	1.81%
<input type="checkbox"/> Open / Undirected (Other)	306,330	0.54%
<input type="checkbox"/> Abstain	202,558	n/a