



The Mercer Group Limited 2012 Annual Meeting was held at the George Hotel, Christchurch on Thursday 29 November 2012 at 3.00pm.

Present were G J Diack (Chairman), R G Rookes, H J D Rolleston, P Smart, R Shepherd (CEO), T Blathwayt (CFO), R Trubuhovich (minute secretary) and 14 attendees (including 4 shareholder[s]).

Mr Diack advised that voting at the meeting would be by show of hands. He also advised that 24 proxies have been received of which 21 are held by himself and directors representing 47% of the total shares able to be voted.

The results of the voting on the following resolutions are as follows:

1 Auditor's Fees

Mr Diack advised that the first resolution on the agenda is to authorise the board of directors to fix the auditor's fees and expenses for the coming year.

There being no discussion Mr Diack moved and Mr Ron Gillatt seconded. The resolution was carried on a show of hands.

2 Re-election of Mr Rolleston

Mr Diack advised that the second resolution on the agenda is the re-election of the Mr Rolleston. Mr Rolleston has retired from the board in accordance with the Company's constitution and, being eligible, offers himself for re-election at this meeting.

There being no discussion Mr Diack moved and Mr Gillatt seconded that Mr Rolleston be re-elected as a Director of the Company. The resolution was carried on a show of hands.

3 Re-election of Mr Shepherd

Mr Diack advised that the third resolution on the agenda is the re-election of Mr Shepherd. Mr Shepherd has retired from the board in accordance with the Company's constitution and, being eligible, offers himself for re-election at this meeting.

There being no discussion Mr Diack moved and Mr Peter Griffin seconded that Mr Shepherd be re-elected as a Director of the Company. The resolution was carried on a show of hands.

4 Re-election of Mr Smart

Mr Diack advised that the fourth resolution on the agenda is the re-election of Mr Smart. Mr Smart has retired from the board in accordance with the Company's constitution and, being eligible, offers himself for re-election at this meeting.

There being no discussion Mr Diack moved and Mr Justin Murray seconded that Mr Smart be re-elected as a Director of the Company. The resolution was carried on a show of hands.

Mr Heal retired from the board in accordance with the Company's constitution. Although being eligible for re-election, Mr Heal decided not to do so and his resignation is effective from the conclusion of this meeting. The board thanks Mr Heal for his valuable contribution to the company over the previous eight years and wishes him well for the future.

The meeting concluded at 3.35pm.

G Diack
Chairman
29th November 2012