



## Minutes of Meeting

Monday, 1<sup>st</sup> December 2014 at 3.00pm.

The Mercer Group Limited 2014 Annual Meeting was held at the George Hotel, Christchurch.

**Present:** G J Diack (Chairman), R G Rookes, H J D Rolleston, P Smart, R Shepherd (CEO), T Blathwayt (CFO), G Jensen (minute secretary) and 26 attendees (including 9 shareholders).

After opening statements the Chief Executive Officer presented a Mercer CEO presentation 2014 over view.

Mr Diack advised that voting at the meeting would be by show of hands. He also advised that proxies representing a total of 72,080,931 shares have been received of which 71,597,761 were held by himself with the balance held by the New Zealand Shareholders Association representing 24.3% of the total shares.

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

### 1 Auditor's Remuneration

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 Smart

Mr Diack advised that the third 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 Gillatt seconded that Mr Smart be re-elected as a Director of the Company.

The resolution was carried on a show of hands.

The meeting concluded at 3.40pm.

A handwritten signature in blue ink, appearing to read "G Diack".

G Diack  
Chairman