



JB Hi-Fi Limited  
ABN 80 093 220 136

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



## Proxy Form

**For your vote to be effective it must be received by 11.30am (AEDT) Monday 12th October 2009**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

*Your secure access information is:*



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of JB Hi-Fi Limited hereby appoint

the Chairman of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of JB Hi-Fi Limited to be held at Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford Victoria on Wednesday, 14th October 2009 at 11.30am (AEDT) and at any adjournment of that meeting.

**Important for Item 5:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 5 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 5 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 5 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

## STEP 2 Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### ORDINARY BUSINESS

	For	Against	Abstain
Item 2 Adoption of the Remuneration Report (advisory only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a Re-election of Mr Patrick Elliott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b Re-election of Mr Gary Levin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4a Approval of grant of Options to Mr Richard Uechtriz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4b Approval of grant of Options to Mr Terry Smart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Increase in Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_



**JB Hi-Fi Limited**  
ABN 80 093 220 136

**All correspondence to:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000  
Facsimile 61 3 9473 2555  
[www.computershare.com](http://www.computershare.com)



Dear Shareholder

I have pleasure in inviting you to attend our Annual General Meeting and have enclosed the Notice of Meeting, which sets out the items of business. The meeting will be held at the Computershare Conference Centre, 'Yarra Falls', 452 Johnston Street, Abbotsford, Victoria 3067 on Wednesday, 14 October 2009 at 11.30 am (AEDT).

If you are attending this meeting, please bring this letter with you to facilitate registration into the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 61 3 9473 2555 so that it is received by 11.30 am (AEDT) on Monday, 12 October 2009.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I also enclose an Annual Report (if you indicated that you wanted to receive this document). Electronic copies of the Annual Report are available from the Company's website: [www.jbhifi.com.au](http://www.jbhifi.com.au).

I look forward to your attendance at the meeting.

Yours sincerely,

Mr Patrick Elliott  
Chairman

Encl:

**Notice of Annual General Meeting**  
**Wednesday 14 October 2009**

**JB Hi-Fi Limited** ABN 80 093 220 136

Notice is hereby given that the Annual General Meeting of the shareholders of JB Hi-Fi Limited ("**Company**") will be held at the Computershare Conference Centre, 'Yarra Falls', 452 Johnston Street, Abbotsford, Victoria 3067 on Wednesday 14 October 2009 at 11.30 am (AEDT).

**Ordinary Business:**

**Item 1 Consider Accounts and Reports**

To receive and consider the financial report of the Company for the financial year ended 30 June 2009 together with the directors' report and auditor's reports for the financial year ended 30 June 2009.

**Item 2 Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report for year ending 30 June 2009 be adopted."

**Item 3 Re-election of Mr Elliott and Mr Levin**

To re-elect Directors of the Company, each election to be voted on separately:

- (a) "In accordance with the Company's Constitution, Mr Patrick Elliott retires by rotation and, being eligible, offers himself for re-election."
- (b) "In accordance with the Company's Constitution, Mr Gary Levin retires by rotation and, being eligible, offers himself for re-election."

**Special Business:**

**Item 4 Approval of grant of Options to Executive Directors - 2009**

- (a) Approval of grant of Options to an Executive Director – Mr Richard Uechtritz

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of 174,656 Options over Shares in the Company to Mr Richard Uechtritz, exercisable at \$14.92 each, on the terms and conditions described in the Explanatory Notes."

(b) Approval of grant of Options to an Executive Director – Mr Terry Smart

"That pursuant to ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of 92,311 Options over Shares in the Company to Mr Terry Smart, exercisable at \$14.92 each, on the terms and conditions described in the Explanatory Notes."

**Item 4 - Exclusion from Voting on Resolutions 4(a) and (b)**

The Company will disregard any votes cast on Resolutions 4(a) and (b) by either Mr R Uechtritz or Mr T Smart and any associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Item 5 Increase in Directors' Fees.**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, pursuant to article 9.9 of the Company's Constitution and ASX Listing Rule 10.17, the total amount or value which may be provided in each year by the Company to its Directors for their services be increased from \$600,000 to \$900,000."

**Item 5 - Exclusion from Voting on Resolutions 5:**

The Company will disregard any votes cast on Resolution 5 by a Director of the Company and by any associate of such Director. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Other Business**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

Dated this 7<sup>th</sup> day of September 2009

By order of the Board



Richard Murray  
Company Secretary

## EXPLANATORY NOTES

### Voting entitlements

The Board has determined, in accordance with the Company's Constitution and the Corporations Act 2001, that all of the Company's Shares that are quoted securities at 7.00 pm (AEDT) on Monday 12 October 2009 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time ("**Entitlement Time**"). Only holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Annual General Meeting.

### Proxies

A shareholder entitled to attend and vote at the Annual General Meeting has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy's appointment and, if signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority, must be deposited at the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne Victoria 3001 or by facsimile to Computershare on (03) 9473 2555 or to the Company on (03) 8530 7611.

### Item 2 Remuneration Report

The directors' report for the year ended 30 June 2009 contains a Remuneration Report, which sets out the policy for the remuneration of the Directors and the Company Secretary. The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

### Item 3 – Election of Directors

Mr Elliott and Mr Levin retire by rotation in accordance with the Company's Constitution. Each of these Directors offers themselves for re-election as a Director.

The Board recommends that shareholders vote in favour of the resolutions re-electing each of Messrs Elliott and Levin as a Director.

The following information has been provided by each candidate in support of their re-election as a Director.

#### Patrick Elliott

**Chairman, Non-Executive Director**

**B.Comm, LLB, MBA (Hon)**

Mr Elliott is an executive director of Next Capital Pty Limited, a private equity manager. He is also a non-executive director of Steelforce Holdings Pty Limited and RPG Holdings Pty Ltd. Prior to founding Next Capital Pty Limited, Mr Elliott was an executive director of Macquarie Direct Investment Limited, the private equity division of Macquarie Bank Limited. Mr Elliott was appointed to the Board in July 2000 and was Chairman from July 2000 to March 2006 and was reappointed Chairman in September 2007.

**Gary Levin**  
**Non-Executive Director**  
**B.Comm, LLB**

Mr Levin has over 25 years experience on the boards of public and private companies in the retail, investment and renewable energy fields in executive and non-executive roles. He is currently on the board of a number of private investment companies. Mr Levin holds a Bachelor of Commerce and Bachelor of Laws from the University of New South Wales and is a member of the New South Wales Bar Association and the Australian Institute of Company Directors. Mr Levin has been a director and member of the Audit and Risk Management Committee of JB Hi-Fi since November 2000.

**Item 4 – Approval of Issue of Options to Executive Directors - 2009**

Shareholder approval is sought for the grant to:

- (a) Mr Uechtritz of 174,656 Options over 174,656 Shares; and
- (b) Mr Smart of 92,311 Options over 92,311 Shares.

There are presently a total of approximately 108,123,904 Shares on issue and the Options proposed to be issued to Mr Uechtritz and Mr Smart represent approximately 0.25% of the current issued Shares. During the 12 months prior to the date of this notice, the Shares traded in the range of \$6.87 to \$19.15.

Since the last approval of Options to the Executive Directors at the Annual General Meeting on 14 October 2008, the Company has granted the following Options in accordance with that prior approval:


- (a) Mr Uechtritz has been granted 221,555 Options over 221,555 Shares; and
- (b) Mr Smart has been granted 147,703 Options over 147,703 Shares.

The Non-Executive Directors of the Company (none of whom have any personal interests in the outcome of this resolution) consider that the proposed grant of Options to Mr Uechtritz and Mr Smart in 2009 is reasonable given the circumstances of the company, and each recommend in favour of approval by shareholders.

The Options vest in three equal tranches on the second, third and fourth anniversary of issue if the performance criteria are satisfied. Once vested, they may be exercised anytime (subject to executive trading windows) up until their expiry. See below for the rules on when the Options expire.

The key terms of the Options are summarised as follows:

- The Options vest in three equal tranches, on the second, third and fourth anniversary of their issue if the performance criteria are satisfied;
- The vesting of each tranche of Options is subject to a performance criteria related to earnings per share. In order for 70% of the Options in each tranche to vest, a compound annual earnings per share growth of 10% is necessary with the vesting of the remaining 30% of Options requiring a compound annual earnings per share growth of 15% being obtained;
- The Options have a nil issue price. The Exercise Price is \$14.92 per Option. The Exercise Price is calculated as being the closing volume weighted average share price of the Company's shares over the 5 trading days prior to and including the date of approval by the Board (29 June 2009);

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- The term of each option ("Exercise Period") will be determined as follows. Each Option lapses where the Option:
    - (i) has not vested in and become exercisable by the Option holder, the earlier of (a) - immediately upon the Option holder ceasing to be employed or engaged by the Company; and (b) 5 pm on the date which is 5 years from the date the Option is granted to the Option holder; or
    - (ii) has vested in and become exercisable by the Option holder, the earlier of (a) within 30 days of the date on which the Option holder ceases to be employed or engaged by the Company; and (b) 5 pm on the date which is 5 years from the date the Option is granted to the Option holder.
  - There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the Exercise Period;
  - If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed as follows:
    - (a) if there is a consolidation of the Share capital of the Company, the number of Options must be consolidated in the same ratio as the Share capital and the Exercise Price must be amended in inverse proportion to that ratio;
    - (b) if there is a sub-division of the Share capital of the Company, the number of Options must be sub-divided in the same ratio as the Share capital and the Exercise Price must be amended in inverse proportion to that ratio;
    - (c) if there is a return of capital of the Company, the number of Options must remain the same and the Exercise Price of each Option must be reduced by the same amount as the amount returned in relation to each Share;
    - (d) if there is a reduction in the Share capital of the Company by a cancellation of Share capital that is either lost or not represented by available assets, the number of Options and the Exercise Price of each Option must remain unaltered;
    - (e) if there is a pro-rata cancellation of Shares, the number of Options must be reduced in the same ratio as the Share capital and the Exercise Price of each Option must be amended in inverse proportion to that ratio;
    - (f) if there is any other reconstruction of the issued capital of the Company, the number of Options or the Exercise Price of the Options or both must be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on any Option holder which are not conferred on the shareholders; and
    - (g) (subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of the shareholders approving a reconstruction of capital) in all other respects, the terms for the exercise of the Options remain unchanged.
  - The issue of Options in the Company will occur no later than 12 months from the date of the Annual General Meeting.

The Company intends to use the proceeds raised from the exercise of the Options for general corporate funding requirements.

If Resolutions 4(a) and (b) are passed, the Options will be issued to Mr Uechtritz and Mr Smart, who are directors of the Company. Accordingly, approval for the issue of Options is required pursuant to ASX Listing Rule 10.14. Shareholders should note that the issue of Options to Mr Uechtritz and Mr Smart will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1 (by virtue of the application of Listing Rule 7.2 Exception 9).

## **Item 5 – Increase in Directors' Fees**

Pursuant to article 9.9 of the Company's Constitution and ASX Listing Rule 10.17, the approval of shareholders is sought to increase the total amount or value of the remuneration which may be provided in each year by the Company to its Directors for their services as Directors to \$900,000.

This is an increase of \$300,000 over the present maximum aggregate amount of \$600,000 per annum, which was approved by Shareholders at the Company's Annual General Meeting on 30 October 2007.

No fees are paid to the Managing Director or Executive Directors for their services as a Director. The remuneration for services as a Managing Director or an Executive Director is not included in the maximum aggregate amount for the purpose of this Resolution.

It is not intended to use the increased maximum amount immediately.

The proposed increase in the maximum total amount or value of remuneration:

- provides scope to appoint additional Non-Executive Directors to the Board;
- accommodates increases in fees payable to each Non-Executive Director based on a review of fees paid by comparable companies and, where appropriate, recommendations by external remuneration consultants; and
- reflects the increased size and complexity of the Company and demands on Non-Executive Directors having regard to the additional responsibilities of Directors, the increased role of both the Board and its committees and increased time commitment expected from Directors.