

**MYER**  
MY STORE  
**ASX & MEDIA RELEASE**

**30 November 2018**

## **2018 Annual General Meeting – 30 November 2018 Results of 2018 Annual General Meeting**

Myer Chairman, Garry Hounsell, said that the results of today's vote at Myer's AGM confirmed shareholders' support for Myer's conflict free board, skilled executive team, John King and the Myer Customer First Plan.

"We would like to take this opportunity to thank shareholders who have stood with us and supported the Myer Board today. We are grateful for their support of our directors Lyndsey Cattermole and Dave Whittle, who bring significant skills to the Myer Board," Mr Hounsell said.

"These shareholders have stood with us to ensure that anyone wishing to take over this Company will have to pay shareholders a control premium. They have stood with us to ensure that we won't let a conflicted shareholder and competitor take control of Myer. Importantly, they have stood with us to allow John King and his team time to implement our Customer First Plan.

"These same shareholders have ensured that the spill resolution has failed," Mr Hounsell said.

Mr Hounsell also commented on the vote against the Company's Remuneration Report.

"We are obviously disappointed by this result; particularly given the support received from governance experts including all leading proxy advisors, as well as the Australian Shareholders' Association. However, we are in no doubt that these results reflect broader issues," Mr Hounsell said.

"The Board acknowledges the vote against our remuneration approach today. Like last year, we will consult with shareholders on any improvement or changes we can make for next year.

"Regardless of how shareholders voted today, they can rest assured the Myer Board will lead the Company in a united and cohesive way. We will do this in the best interests of all shareholders, customers, team members and suppliers to rebuild the business and create shareholder value," Mr Hounsell said.

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 (Cth), the Company advises voting results of all resolutions and proxies received as set out in the attached proxy and voting summary.

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**For further information please contact:**

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**MYER HOLDINGS LIMITED**

2018 Annual General Meeting

Friday, 30 November 2018 at 11.00am

Mural Hall, Myer Melbourne

**3a Election of Ms Lyndsey Cattermole AM as a Director**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstention	Proxy's discretion
287,941,529 (56.48%)	218,051,785 (42.77%)	2,132,504	3,779,648 (0.74%)

The motion was carried as an ordinary resolution on a poll, the details of which are:

For	Against	Abstain
292,858,263 (57.26%)	218,602,027 (42.74%)	2,134,454

**3b Re-election of Mr Dave Whittle as a Director**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstention	Proxy's discretion
320,408,590 (63.02%)	184,219,758 (36.23%)	3,499,506	3,777,612 (0.74%)

The motion was carried as an ordinary resolution on a poll, the details of which are:

For	Against	Abstain
325,064,583 (63.73%)	185,022,019 (36.27%)	3,507,966

**4 Adoption of Remuneration Report**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

For	Against	Abstention	Proxy's discretion
313,980,102 (61.83%)	190,381,017 (37.49%)	1,684,756	3,425,067 (0.67%)

The motion was carried as an ordinary resolution on a poll, the details of which are:

For	Against	Abstain
318,231,779 (62.46%)	191,226,462 (37.54%)	1,701,803

It is noted that more than 25% of votes were cast against this resolution.

**5 Grant of performance options to the Chief Executive Officer and Managing Director, Mr John King**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstention</b>	<b>Proxy's discretion</b>
430,989,689 (84.88%)	20,498,613 (4.04%)	3,985,006	56,287,158 (11.09%)

The motion was carried as an ordinary resolution on a poll, the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
488,349,188 (95.86%)	21,084,861 (4.14%)	4,005,519

**6 Conditional spill resolution**

As 37.54% of votes were cast against the adoption of the Remuneration Report, the conditional spill resolution was required.

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstention</b>	<b>Proxy's discretion</b>
181,522,933 (35.90%)	319,889,543 (63.26%)	3,864,700	4,224,809 (0.84%)

The motion was not carried as an ordinary resolution on a poll, the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
182,156,996 (35.93%)	324,873,584 (64.07%)	4,160,507