

COMPANY ANNOUNCEMENT

11 August 2025

Group CEO Transition

The Board of JB Hi-Fi Limited (Company) today announces the appointment of Nick Wells to succeed Terry Smart as Group Chief Executive Officer, following Terry's decision to retire on 3 October 2025.

Nick joined the Company in 2009 and is currently the Group's Chief Operating Officer and an Executive Director having been appointed to the Board in 2021. Prior to his appointment as COO in October 2024, Nick was Group Chief Financial Officer for 10 years. Nick has been heavily involved in the Group's operations, growth and the implementation of significant strategic initiatives.

JB Hi-Fi Chairman, Stephen Goddard, paid tribute to Terry Smart. "On behalf of our shareholders, the Board would like to express its thanks and appreciation to Terry for his significant contribution to the Company over many years since he first joined the Group in 2000. Having returned to the Group in 2017 after a short break, Terry spent 4 years leading the repositioning and significant performance improvement of The Good Guys business and, since his reappointment as Group CEO in 2021, the Company has seen significant growth in sales and profit and its share price rise to record levels. We are sorry to see Terry go and wish him all the best for the future."

Commenting on his decision to leave JB Hi-Fi, Terry said "The decision to leave was a difficult one to make, having been involved with the Company for many years and being able to work with one of Australia's and New Zealand's best and most respected retail teams. I am proud of what we have achieved over the years.

"I have worked very closely with Nick for many years, particularly since my re-appointment as Group CEO in 2021. Nick has a great knowledge of the Group's businesses and is highly respected by both our team members and stakeholders. With the support of the best retail management team in the market, I am sure that the Group will continue to go from strength to strength under Nick's leadership."

Stephen Goddard said "Nick's appointment demonstrates the strength of the Company's succession planning and the quality and depth of our management team. The Board is delighted in having a candidate of the calibre of Nick within our own ranks and we look forward to him applying his considerable talents to the role and putting his own stamp on the Company while continuing with the current strategy."

Nick Wells said "I am excited to take on the role of Group CEO having been part of this great business for the past 16 years. In JB Hi-Fi, The Good Guys and e&s we have three of the most loved, respected and successful retail brands, overseen by an experienced and incredibly talented team. Our businesses are in great shape and are well positioned to maximise the opportunities ahead of them.

"I am fortunate to have worked closely with Terry over many years and thank him for his outstanding leadership. I look forward to building on his great work in the future."

Details of the key terms and remuneration of the new Chief Executive Officer and the key terms of the retirement package for the outgoing CEO are set out in Attachment A.

Authorised by the Board

Media
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ATTACHMENT A

New CEO's remuneration package and key terms

Term

Nick Wells will be appointed Group Chief Executive Officer on an ongoing basis, subject to the termination provisions set out below.

Fixed Remuneration

The Group CEO's fixed annual remuneration will, from appointment, be \$1.65 million per annum. This remuneration level will next be reviewed, in accordance with annual salary reviews, at the end of the 2026 financial year.

Incentives

The CEO is entitled to participate in the Group's Variable Reward Plan. His incentive opportunity will be a maximum of 203% of his fixed remuneration. Under the terms of the Plan, 25% of any incentive earned (subject to the achievement of KPIs) will be paid in cash, with the remaining 75% delivered in restricted shares. Further detail about the Variable Reward Plan can be found in the Company's 2025 Annual Report.

Termination

Either party must give 12 months' notice of termination (other than by the Company for cause). The Company can choose to pay out the notice period, should it terminate the contract for convenience.

Other terms

The remainder of Nick's employment agreement will be on standard terms, including a 12-month non-compete and non-solicitation clause.

Outgoing CEO's Exit Entitlements

Terry Smart will continue to serve as Group CEO and as an Executive Director until his retirement on 3 October 2025.

At the time of his departure, Terry will hold:

- restricted shares in the Company earned in respect of FY23 – FY24 pursuant to the Company's Variable Reward Plan and approved by shareholders at the Company's AGMs; and
- restricted share awards earned under the Variable Reward Plan for FY25.

As a "good leaver" under the terms of the Variable Reward Plan, he will be permitted to continue to hold those shares subject to the applicable restriction periods.

As Terry will leave the business before the Company's AGM on 30 October and noting that shareholder approval of the allocation of restricted shares for FY25 pursuant to the VRP is not required under the Listing Rules as the Company will acquire shares on-market, the Company will not seek shareholder approval for the allocation of these FY25 restricted shares.

Terry will not receive any awards under the Variable Reward Plan for FY26 and will not receive any severance payment.

Terry's employment contract contains a 12-month non-compete and non-solicitation restriction.