



# MYER

Notice of Annual General Meeting 2014

Myer Holdings Limited  
ABN 14 119 085 602



# LOCATION

The fifth Annual General Meeting (AGM) of Myer Holdings Limited will be held at Mural Hall, located on Level 6 of the Myer Melbourne store, Bourke Street Mall, Melbourne, Victoria 3000 on Friday 21 November 2014 at 11.00am (Melbourne time).

## Transport options

### Train stations

Take the train to Flinders Street Station or Melbourne Central Station, both of which are within walking distance from Myer Melbourne.

### Trams

Trams pass directly in front of Myer Melbourne on Bourke Street, while numerous trams travel along Swanston Street and Elizabeth Street, intersecting with Bourke Street.

Phone Public Transport Victoria on 1800 800 007 for precise timetable information and additional transport enquiries.

Further information can be found at [ptv.vic.gov.au](http://ptv.vic.gov.au).

### Car parks

There are numerous public car parking spaces and undercover parking stations close to Myer Melbourne. Rates charged at these car parks vary depending on the provider.

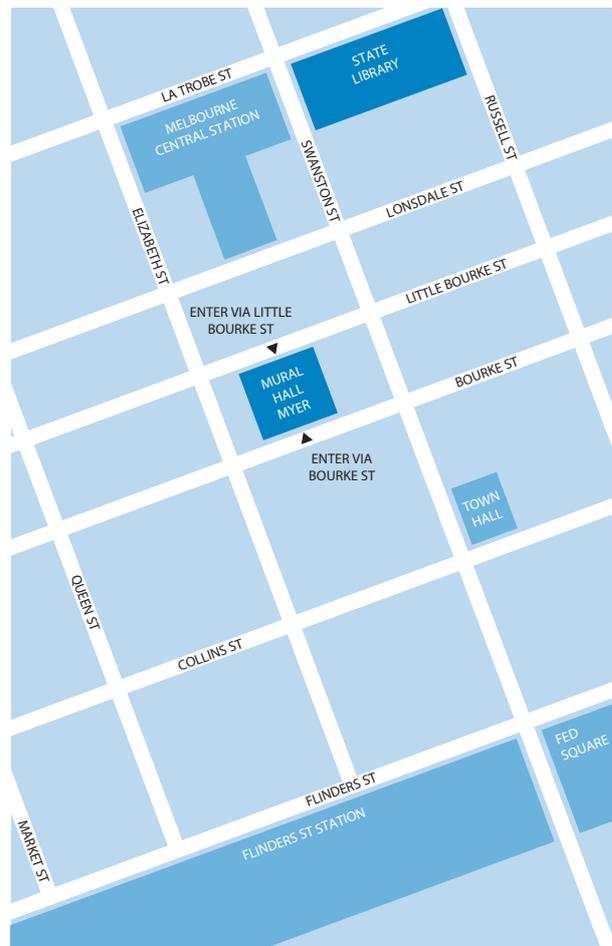
### Taxis

There is a taxi rank on the corner of Bourke and Elizabeth Streets (on the south-east corner).

Taxi companies in the Melbourne and surrounding areas include Black Cabs (phone 13 22 27) and Silver Top Taxi (phone 13 10 08).

### Disabled access

Mural Hall is accessible by the lifts located on the Ground floor of the Myer Melbourne store, in the Cosmetics Hall. Take the lift to Level 6.



For security reasons, please note that parcels, bags (excluding handbags) and umbrellas will need to be checked into the cloakroom at the AGM venue. We reserve the right to inspect all bags that are brought to the AGM.

We reserve the right to restrict the use of video or audio recorders or other electronic devices, including mobile phones, at the AGM.

The AGM will be webcast live on the Investor Centre section of Myer's website, [myer.com.au/investor](http://myer.com.au/investor), and will also be archived on this website for later viewing.

The Company has arranged for photographs to be taken at the AGM. If you attend the meeting in person, you may be included in the webcast or photographs.

# CHAIRMAN'S LETTER

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**MYER**

Myer Holdings Limited  
ABN 14 119 085 602  
800 Collins Street  
Docklands VIC 3008  
Australia

21 October 2014

Dear Shareholder,

I have great pleasure in inviting you to the fifth Annual General Meeting (AGM) of Myer Holdings Limited to be held on Friday, 21 November 2014 at 11.00am (Melbourne time).

I encourage you to read the Notice of Meeting (including the Information for Shareholders and Explanatory Notes), which details the business to be considered at the AGM.

## **Myer Melbourne Mural Hall**

The AGM will take place at Mural Hall, located on Level 6 of the Myer Melbourne store (Bourke Street Mall, Melbourne, Victoria). A venue location map is on the inside front cover of this Notice of Meeting. Tea and coffee will be served before the meeting and light refreshments will be provided at the conclusion of the meeting.

Our Myer Melbourne Flagship Store will be showcasing our new Christmas experience, "Giftorium", which is Australia's largest of its kind and offers customised gifts, in-store theatre events, and personalised services.

We encourage you to take this opportunity to visit the Giftorium as well as our iconic Myer Christmas windows, which will be on display in Bourke Street mall.

If you attend the AGM, you will need to register on the day. Registration will commence at 10.00am. To make registration faster for you, please bring the enclosed Proxy Form with you. The Proxy Form sets out your details, and can be scanned for prompt registration.

We have provided a notification of attendance form with this Notice of Meeting. If you propose to attend the AGM, we request that you return this form in the enclosed envelope.

## **If you are unable to attend**

The AGM will be webcast live on the Investor Centre section of Myer's website, [myer.com.au/investor](http://myer.com.au/investor), and will also be archived on this website for later viewing.

If you are unable to attend the AGM, you are encouraged to lodge a proxy by either completing the enclosed personalised Proxy Form and returning it to the Myer Share Registry in the enclosed envelope or by using the instructions on the front of the Proxy Form to lodge your proxy electronically at [investorvote.com.au](http://investorvote.com.au). The completed Proxy Form must be lodged electronically or be received by no later than 11.00am (Melbourne time) on Wednesday, 19 November 2014.

After reading the Notice of Meeting (including the Information for Shareholders and the Explanatory Notes) and your Proxy Form, I encourage you to consider directing your proxy on how to vote on each resolution by marking either the "For", "Against" or "Abstain" box when completing your Proxy Form.

As an alternative to appointing a proxy, corporate shareholders may appoint a representative. To do so, you need to complete a notice of "Appointment of Corporate Representative", authorising a person to attend on your behalf. A copy of that notice can be obtained from the Myer Share Registry by calling 1300 820 260 within Australia or +61 3 9415 4332 outside Australia between 9.00am and 5.00pm (Melbourne time) or at [investorcentre.com](http://investorcentre.com).

## **Questions at the AGM**

All shareholders can submit questions to be addressed at the AGM, whether or not you are able to attend the AGM.

Shareholders can submit questions in advance of the AGM by emailing them to [myer@computershare.com.au](mailto:myer@computershare.com.au). Alternatively, you can write your questions on the enclosed form, and return it in the enclosed envelope.

We intend to respond to the most frequently asked questions at the AGM.

## **Annual Report**

An electronic version of the Annual Report for the year ended 26 July 2014 is available on the Investor Centre section of Myer's website, [myer.com.au/investor](http://myer.com.au/investor).

My fellow Directors and I look forward to welcoming you to the AGM.

Yours sincerely



**Paul McClintock**  
Chairman

# NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the fifth Annual General Meeting of Myer Holdings Limited (the Company) will be held at Mural Hall, located on Level 6 of the Myer Melbourne store (Bourke Street Mall, Melbourne, Victoria) on Friday, 21 November 2014 at 11.00am.

Registration will commence at 10.00am.

## Items of Business

### 1. Chairman and Chief Executive Officer Presentations

### 2. Financial Statements and Reports

To receive and consider the Financial Report for the year ended 26 July 2014, together with the Directors' Report and Auditor's Report as set out in the Annual Report.

*The Company's Auditor will be present at the meeting to answer questions regarding the audit and the Auditor's Report.*

### 3. Election and re-election of Directors

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

- (a) "THAT Mr Ian Cornell (appointed as a Director of the Company on 6 February 2014), who retires in accordance with rule 8.1(c) of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."
- (b) "THAT Mr Robert Thorn (appointed as a Director of the Company on 6 February 2014), who retires in accordance with rule 8.1(c) of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."
- (c) "THAT Mr Paul McClintock AO, who retires by rotation in accordance with rule 8.1(d) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."
- (d) "THAT Ms Anne Brennan, who retires by rotation in accordance with rule 8.1(d) of the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

*Items 3(a) to (d) will be voted on as separate ordinary resolutions.*

*Information on each of these directors is set out in the attached Explanatory Notes.*

### 4. Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"THAT the Remuneration Report forming part of the Directors' Report for the year ended 26 July 2014 be adopted."

### 5. Grant of performance rights and approval of potential termination benefits to the Chief Executive Officer and Managing Director

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

- (a) "THAT the grant of performance rights to the Chief Executive Officer and Managing Director, Mr Bernie Brookes, and the provision of ordinary shares in the Company on the exercise of those performance rights, under the Myer Equity Incentive Plan as part of his long term incentive arrangements, as described in the Explanatory Notes be approved."
- (b) "THAT the provision of potential termination benefits to the Chief Executive Officer and Managing Director, Mr Bernie Brookes, under the Myer Equity Incentive Plan and otherwise as described in the Explanatory Notes be approved."

*Items 5(a) and 5(b) will be voted on as separate ordinary resolutions.*

### 6. Renewal of proportional takeover provisions in Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"THAT the proportional takeover approval provisions in Article 6 of the Company's Constitution be renewed for a period of three years commencing on the day this resolution is passed."

By order of the Board



**Marion Rodwell**

Company Secretary  
21 October 2014

# INFORMATION FOR SHAREHOLDERS

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## Voting at the meeting

The directors have determined that for the purposes of voting at the AGM, shareholders will be taken to be those persons who are the registered holders of shares in the Company as at 7.00pm (Melbourne time) on Wednesday, 19 November 2014.

## Appointing proxies and powers of attorney

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy or attorney to attend and vote on behalf of the shareholder. A proxy or attorney need not be a shareholder and can be either an individual or a body corporate.

Where the Chairman is appointed proxy, unless he is restricted from voting on a resolution, he will vote in accordance with the shareholder's directions as specified on the Proxy Form or, in the absence of a direction, in favour of the resolutions contained in the Notice of Meeting.

A shareholder that is entitled to cast two or more votes may appoint no more than two proxies or attorneys. Shareholders who wish to appoint two proxies should write the names of each proxy and the percentage of votes or number of shares to be voted by each proxy on Step 1 of the Proxy Form.

If a shareholder appoints two proxies or attorneys and does not specify the percentage of voting rights that each proxy or attorney may exercise, the rights are deemed to be 50% each. Fractions of votes will be disregarded.

## Voting by proxies

Shareholders should consider directing their proxy as to how to vote on each resolution by marking either the "For", "Against" or "Abstain" box when completing their Proxy Form to ensure that their proxy appointment specifies the way their proxy is to vote on each resolution.

Under the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- › the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- › if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- › if the proxy is not the Chairman of the Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- › if the proxy is the Chairman of the Meeting, the proxy must vote on a poll and must vote as directed.

In addition, there are some circumstances where the Chairman of the Meeting will be taken to have been appointed as a

shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman of the Meeting as their proxy. This will be the case where:

- › the appointment of proxy specifies the way the proxy is to vote on a particular resolution; and
  - › the appointed proxy is not the chair of the meeting; and
  - › a poll is called on the resolution; and
- either of the following applies:
- › the proxy is not recorded as attending the AGM; or
  - › the proxy attends the AGM but does not vote on the resolution.

## Lodging your Proxy Form

A personalised Proxy Form accompanies this Notice of Meeting. To be valid, your Proxy Form must be received at the Myer Share Registry by one of the means outlined below by no later than 11.00am (Melbourne time) on Wednesday, 19 November 2014 (Proxy deadline):

- › **by mail or in person to:**  
Computershare Investor Services Pty Limited  
**by mail:**  
GPO Box 242, Melbourne, Victoria 3001  
(by the enclosed envelope)  
**in person:**  
Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067
- › **by facsimile to:**  
Computershare Investor Services Pty Limited  
1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)
- › **online at:**  
investorvote.com.au  
To use this facility please follow the instructions on your enclosed Proxy Form.
- › **online for Intermediary Online users only at:**  
intermediaryonline.com

If a shareholder has appointed an attorney to attend and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Myer Share Registry before the Proxy deadline, unless this document has previously been lodged with the Myer Share Registry for notation.

Powers of attorney may be delivered to the Myer Share Registry by mail (GPO Box 242, Melbourne, Victoria 3001) or by hand (Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067).

## Corporate representatives

In accordance with section 250D of the Corporations Act, any corporate shareholder or proxy may appoint a person to act as its representative. The representative must bring a formal notice of Appointment of Corporate Representative signed in accordance with section 127 of the Corporations Act or the constitution of the corporation. A copy of that notice can be obtained from the Myer Share Registry by calling 1300 820 260 within Australia or +61 3 9415 4332 outside Australia between 9.00am and 5.00pm (Melbourne time) or at [investorcentre.com](http://investorcentre.com).

A copy of the signed Appointment of Corporate Representative, or other evidence satisfactory to the Chairman of the Meeting, must be produced prior to admission to the AGM.

## Voting restrictions

### Resolution 4 – Remuneration Report

A vote must not be cast (in any capacity) on resolution 4 by or on behalf of a member of the Group's Key Management Personnel (KMP), whose remuneration details are included in the Remuneration Report, or a KMP's closely related party. A "closely related party" includes a spouse, dependant and certain other close family members of a KMP, as well as any companies controlled by a KMP.

However, a vote may be cast on resolution 4 by a KMP, or a KMP's closely related party as a proxy, if the vote is not cast on behalf of the KMP or the closely related party and:

- › the proxy appointment is in writing and specifies how the proxy is to vote on resolution 4; or
- › the proxy is the chair of the meeting, and:
  - the appointment does not specify the way the proxy is to vote on resolution 4; and
  - the appointment expressly authorises the chair to exercise the proxy even if resolution 4 is connected directly or indirectly with the remuneration of a KMP.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on resolution 4 on the Proxy Form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of resolution 4.

### Resolution 5(a) – Grant of performance rights to Chief Executive Officer and Managing Director

The Company will disregard any votes cast on resolution 5(a) by Mr Brookes and his associates.

Further, a vote must not be cast on resolution 5(a) by a KMP, or a closely related party of a KMP acting as proxy if their appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote on resolution 5(a) (and that person is not prohibited from voting) if:

- › it is cast by a person identified above as proxy for a person who is entitled to vote on the resolution and the vote is cast in accordance with the directions on the proxy form; or
- › it is cast by the Chairman (who is a KMP) as proxy for a person who is entitled to vote on the resolution and the proxy appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

### Resolution 5(b) – Provision of potential termination benefits to Chief Executive Officer and Managing Director

A vote must not be cast (in any capacity) on resolution 5(b) by or on behalf of Mr Brookes or any of his associates.

Further, a vote must not be cast on resolution 5(b) by a KMP or a KMP's closely related party acting as a proxy if their appointment does not specify the way the proxy is to vote on resolution 5(b).

However, a vote may be cast if:

- › it is cast by a person identified above as proxy and the proxy appointment specifies how the proxy is to vote on the resolution, and it is not cast on behalf of Mr Brookes or any of his associates; or
- › it is cast by the Chairman (who is a KMP) as a proxy and the proxy appointment expressly authorises the Chairman to exercise the proxy even though resolution 5(b) is connected directly or indirectly with the remuneration of a member of the KMP.

### What this means for shareholders

The voting restrictions mean that if you appoint a KMP (such as a director) as your proxy, it is important that you direct them on how to vote on resolutions 5(a) and 5(b), by ticking one of the "For", "Against" or "Abstain" boxes on your Proxy Form. This is because, in certain circumstances, KMP are prohibited from voting undirected proxies on resolutions 5(a) and 5(b).

If the Chairman is your proxy or is appointed your proxy by default, and you do not direct your proxy to vote "For", "Against" or "Abstain" on resolutions 5(a) and 5(b), you expressly authorise the Chairman to exercise the proxy, even though in each case, the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the group.

The Chairman intends to vote undirected proxies in favour of resolutions 5(a) and 5(b).

# EXPLANATORY NOTES ON RESOLUTIONS

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## Item 2 – Financial Statements and Reports

The Corporations Act requires that the financial report and the reports of the directors and auditor be laid before the AGM. There is no requirement for shareholders to vote on these reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the meeting.

## Item 3 – Election and re-election of Directors

Rule 8.1(c) of the Company's Constitution requires a director who was appointed during the year to retire at the next AGM following their appointment. Directors so appointed are eligible for election. Mr Ian Cornell and Mr Robert Thorn, who were appointed as directors since the 2013 AGM, will each retire and offer themselves for election by shareholders at this meeting.

Rule 8.1(d) of the Company's Constitution requires two of the current directors to retire by rotation at this year's AGM. Accordingly, Mr Paul McClintock AO and Ms Anne Brennan will each retire and offer themselves for re-election.

The Board (other than the Director who is the subject of the relevant resolution) recommends the election of Mr Ian Cornell and Mr Robert Thorn and the re-election of Mr Paul McClintock AO and Ms Anne Brennan.

Profiles of the Directors are set out below:



### Ian Cornell

**Independent non-executive director**  
Member of the Board since 6 February 2014  
Member – Human Resources and Remuneration Committee

Ian has extensive experience in the retail industry across a number of senior retail roles including 11 years at Westfield. During his time at Westfield, Ian was Head of Human Resources for seven years and also responsible for retailing relationships in Australia and New Zealand. He also spent three years as the Head of Management and Marketing for Westfield's shopping centres in Australia and New Zealand and has extensive experience in large scale retail operations and responding to changing consumer trends.

Prior to joining Westfield, Ian was Chairman and CEO of supermarket chain, Franklins, and earlier spent 22 years at Woolworths, including his role as Chief General Manager supermarkets.

Ian is also a Fellow of the Institute of Management, a Fellow of the Human Resources Institute, member of

the Institute of Company Directors, and a graduate of the Advanced Management Programme at Harvard. Ian resides in New South Wales and is 60 years of age.

### Other current directorships

Ian is a Director of Goodman Fielder Limited and Inglis Bloodstock.



### Bob Thorn

**Independent non-executive director**  
Member of the Board since 6 February 2014  
Member – Audit, Finance and Risk Committee

Bob brings considerable senior retail management experience to Myer from his nine years as Managing Director of Super Retail Group. During his time at the company, Bob drove Australia and New Zealand expansions and led the creation of the Boating Camping Fishing (BCF) business, the market leader in camping and leisure.

Prior to Bob's 13 years with Super Retail Group, he was previously General Manager at Lincraft, and held senior roles at other major retailers including nine years with David Jones. Bob has also been the Chairman of Cutting Edge, and a Director at WOW Sight and Sound, Babies Galore, and Unity Water. Bob resides in Queensland and is 59 years of age.

### Other current directorships

Bob is a Director of B Mag Pty Ltd.



### Paul McClintock AO

**Chairman**  
**Independent non-executive director**  
Member of the Board since 8 August 2012  
(last elected on 7 December 2012)  
Appointed Chairman 10 October 2012  
Chairman – Nomination Committee

Paul has considerable experience as a director, having held significant chairman and advisory positions across a broad range of industries, as well as government. He is highly regarded for his wide and varied experience, including his role as the Secretary to Cabinet and Head of the Cabinet Policy Unit reporting directly to the Prime Minister and acting as the Prime Minister's most senior personal adviser on strategic directions in policy formulation.

Paul's former positions include Chairman of Medibank Private Limited, the COAG Reform Council, the Expert Panel of the Low Emissions Technology Demonstration Fund, Intoll Management Limited, Symbion Health, Affinity Health, Ashton Mining, Plutonic Resources, and the Woolcock Institute of Medical Research. He was also a Director of the

Australian Strategic Policy Institute and Perpetual Limited, a Commissioner of the Health Insurance Commission, and a member of the Australia-Malaysia Institute Executive Committee.

Paul graduated in Arts and Law from the University of Sydney and is an honorary fellow of the Faculty of Medicine of the University of Sydney and a Life Governor of the Woolcock Institute of Medical Research. Paul resides in New South Wales and is 65 years of age.

#### Other current directorships

Paul is Chairman of Thales Australia, NSW Ports, I-MED Australia, and O'Connell Street Associates. He is also a director of St Vincent's Health Australia and The George Institute for Global Health.



#### Anne Brennan

##### Independent non-executive director

Member of the Board since 16 September 2009 (last re-elected on 7 December 2012)

Chairman – Audit, Finance and Risk Committee

Member – Human Resources and Remuneration Committee

Member – Nomination Committee

Anne brings strong financial credentials and business acumen to Myer, including her experience from senior management roles in both large corporate organisations and professional services firms. Anne has more than 20 years of experience in audit, corporate finance, and transaction services including executive roles as the CFO at CSR, and Finance Director at the Coates Group.

Prior to her executive roles, Anne was a partner in three professional services firms: KPMG, Arthur Andersen, and Ernst & Young. During her time at Ernst & Young, Anne was a member of the national executive team and a board member. Anne was formerly a director of Cuscal Limited. Anne holds a Bachelor of Commerce (Honours) degree from University College Galway. She is a Fellow of the Institute of Chartered Accountants in Australia and a Fellow of the Australian Institute of Company Directors. Anne resides in New South Wales and is 54 years of age.

#### Other current directorships

Anne is currently the Deputy Chair of Echo Entertainment Group Limited, and is a Director of Argo Investments Limited, Charter Hall Group, Nufarm Limited, and Rabobank Limited (Australia and New Zealand). Anne will retire from the Board of Echo Entertainment Group Limited, effective from 1 November 2014.

#### Item 4 – Remuneration Report

The Corporations Act requires a non-binding resolution to be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is included in the Company's 2014 Annual Report.

The 2014 Annual Report is available on the Investor Centre section of the Company's website, [myer.com.au/investor](http://myer.com.au/investor), and copies will also be available at the AGM.

The Remuneration Report includes information on:

- › the remuneration policy adopted by the Board;
- › the relationship between that policy and the Company's performance;

- › the remuneration details of each Director and key management personnel; and
- › the performance conditions that must be met prior to an executive deriving any value from the "at risk" components of their remuneration.

At the AGM, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The shareholder vote on this resolution is advisory only and will not bind the directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policy for directors and executives.

The Board recommends that shareholders vote in favour of this resolution. The Board encourages shareholders to apply the same level of diligence to voting on this resolution as for the binding resolutions.

Additionally, as a result of amendments to the Corporations Act known generally as the "two strikes rule", shareholders should note that the result of the vote on this resolution may affect next year's AGM. If 25% or more of the votes cast on this resolution are "against" the resolution at both the 2014 AGM and the 2015 AGM, then a further resolution on whether to hold a meeting to spill the Board would need to be considered at the 2015 AGM.

#### Item 5(a) – Grant of performance rights to the Chief Executive Officer and Managing Director

On 20 February 2014, the Company announced the renewal of Bernie Brookes' employment contract as the Company's Chief Executive Officer and Managing Director of the Myer Group.

In his role, Bernie has been responsible for the turnaround and rebuilding of the Company's business. Bernie has led the development and implementation of Myer's strategic plan, repositioning the business to meet today's challenges and investing for the future. Bernie's previous contract was due to expire in August 2014. The Board is pleased to have renewed Bernie's contract, and he has the full support of the Board.

Mr Brookes' remuneration package includes:

- › a base salary of \$2,000,000 per annum (including superannuation), subject to annual review;
- › a short term incentive (STI) consisting of a 70% cash award and, subject to shareholder approval, a 30% equity award to be delivered through an allocation of restricted shares; and
- › a long term incentive (LTI) to be delivered in equity through a grant of performance rights under the Myer Equity Incentive Plan (MEIP), subject to shareholder approval.

In light of Mr Brookes' remuneration package outlined above, the Company proposes to provide Mr Brookes with an award of performance rights as part of his LTI for the 2015 financial year. The delivery of shares on the vesting and exercise of any performance rights will be subject to certain lapse conditions and the achievement of performance conditions. Details of the lapse conditions and performance conditions are set out on pages 8 and 9 of this Notice of Meeting.

The proposed grant of performance rights is subject to shareholder approval at this Annual General Meeting.

### Why we are seeking shareholder approval

The Company is required by the ASX Listing Rules to obtain shareholder approval to grant securities to Mr Brookes under an employee incentive scheme (being the MEIP) where shares are (or may be) issued under the scheme.

If shareholder approval is given, performance rights will be granted to Mr Brookes shortly after the Annual General Meeting and in any event within 12 months thereafter.

### Performance rights under the Long Term Incentive Plan

Subject to shareholder approval, Mr Brookes will be granted performance rights to a maximum value of \$600,000 under the MEIP as part of his LTI award for the financial year ending 25 July 2015.

A performance right entitles Mr Brookes to acquire one ordinary share in the Company if the applicable performance hurdles are met. The performance rights will be granted in one tranche and will be broadly on the same terms as performance rights intended to be granted to certain other executives for the year ending 25 July 2015.

### Number of performance rights proposed to be granted

The number of performance rights to be granted will be determined by reference to the maximum value of the proposed grant of performance rights (being \$600,000) divided by the value attributed to the performance rights. The value attributed to the performance rights will be determined using the Volume Weighted Average Price (VWAP) of the Company's shares over the five days prior to the closing date of the offer.

### Performance hurdles

Three performance hurdles apply to the performance rights. The percentage of the performance rights subject to each hurdle is set out in the table below:

Performance hurdle	Percentage of total performance rights
Total Shareholder Return (TSR) Hurdle	50%
Earnings Per Share (EPS) Hurdle	25%
Business Transformation Hurdle	25%

The performance hurdles are broadly the same as the performance hurdles for all other performance rights intended to be granted to certain executives for the year ending 25 July 2015.

### Performance period

The performance hurdles will be tested at the end of a three year performance period (from 27 July 2014 to 29 July 2017). There will be no retesting. Any performance rights which do not vest at the end of the performance period will lapse.

### TSR Hurdle

The TSR Hurdle will be tested following the end of the performance period by calculating the TSR of the Company and the TSR of each company in a peer group of companies over the performance period and ranking the Company based on TSR against those other companies.

The table below sets out the percentage of performance rights subject to the TSR Hurdle that can vest depending on the Company's performance against the TSR Hurdle over the performance period:

TSR performance	% of TSR performance rights which vest
Below the 50th percentile	Nil
Between the 50th and 75th percentile	Straight-line vesting between 50% to 100%
Above the 75th percentile	100%

### EPS Hurdle

EPS is calculated on the compound average growth rate (CAGR) over the performance period. The base number for this calculation will be the Company's fully diluted EPS calculated on the Company's final audited results for the financial year ended 26 July 2014. The CAGR from this base will be calculated on the Company's fully diluted EPS using the Company's final audited results for the financial year ending 29 July 2017. The resulting CAGR will be used to determine the level of vesting for the performance rights that are subject to the EPS Hurdle.

The table below sets out the percentage of performance rights subject to the EPS Hurdle that can vest depending on the Company's performance against the EPS Hurdle over the performance period:

EPS Hurdle rate (CAGR over the performance period)	% of EPS performance rights which vest (rounded down to nearest whole number)
Less than 2%	Nil
Between 2% and 7%	Pro rata, with a linear progression between 50% and up to 100%
7% or greater	100%

### Business Transformation Hurdle

Following the end of the performance period, the Board will compare Myer's actual performance against the Business Transformation Hurdle with Myer's target performance against the Business Transformation Hurdle as set out in Myer's strategic plan. The metrics are based on Myer's strategic plan which is a business improvement plan based on:

- improving customer service;
- enhancing our merchandise;
- strengthening our loyalty offer;
- building a leading omni-channel offer; and
- optimising our store network.

The Board will then determine, in its absolute discretion and subject to applicable law, the percentage of performance rights subject to the Business Transformation Hurdle that is eligible to vest based on the extent to which the Business Transformation Hurdle has been satisfied over the performance period.

### Other terms

No price is payable by Mr Brookes for the grant of performance rights and, as is the case for all executives who hold performance rights, no price is payable by Mr Brookes to exercise the rights if they vest.

Mr Brookes will not be eligible to receive any dividends on the performance rights until the rights vest and shares are provided. The performance rights do not carry any voting rights.

The Board may clawback any performance rights which vest (or may vest) as a result of a material misstatement in, or omission from, the Company's financial statements. Subject to applicable law, the Board has the discretion to clawback such performance rights by requiring a repayment of the overpaid amount or through another form of alteration to Mr Brookes' remuneration.

Details of the treatment of the performance rights if Mr Brookes ceases employment with the Company are set out on page 10 of this Notice of Meeting.

### Other required information – ASX Listing Rules

Since the last approval obtained by the Company for the grant of performance rights to Mr Brookes under the MEIP in 2011, Mr Brookes was granted 2,053,383 performance rights on 9 December 2011. No amount was payable by Mr Brookes for the grant of the performance rights. The number of performance rights granted at that time was based on an average estimated fair value of \$1.67 for the rights subject to the CAGR EPS Hurdle and \$1.08 for the rights subject to the TSR Hurdle which were contained in Mr Brookes' prior contract.

Mr Brookes is the only Director of the Company entitled to participate in the MEIP.

No loans are provided by the Company in connection with the performance rights granted under the MEIP.

### Short term incentive for the 2015 financial year

In previous years (including the 2014 financial year), Mr Brookes has been eligible to receive his STI award in cash only (although, as stated in Myer's 2014 Remuneration Report, the Company's STI plans have not delivered any reward for the 2012, 2013 and 2014 financial years).

However, in light of evolving market practice among ASX listed companies, the Company is proposing to deliver future STI awards to Mr Brookes through a mix of cash payments and restricted shares.

If Mr Brookes becomes eligible to receive an STI award in respect of the 2015 financial year, 30 percent of any STI awarded to him will be delivered through an allocation of restricted shares (subject to shareholder approval, which will be sought at the Company's 2015 Annual General Meeting if an STI for that year is to be paid).

### Board's recommendation

The non-executive directors have concluded that Mr Brookes' new remuneration package, including the proposed grant of performance rights, is reasonable and appropriate having regard to the Company's circumstances and Mr Brookes' duties and responsibilities.

The Board (other than Mr Brookes) recommends that shareholders vote in favour of this resolution.

## Item 5(b) – Approval of the provision of potential termination benefits to the Chief Executive Officer and Managing Director

### Why we are seeking shareholder approval

Shareholder approval is being sought for the purposes of sections 200B and 200E of the Corporations Act for any termination benefits that might be given to Mr Brookes in connection with his cessation of employment and in particular the performance rights granted to him under the MEIP and restricted shares that may be provided if Mr Brookes becomes entitled to receive shares as part of the STI arrangements.

### Treatment of performance rights on cessation of employment

Under Mr Brookes' contract of employment, Mr Brookes will forfeit a pro rata number of performance rights and, at the same time, retain the remaining performance rights if he ceases employment with the Company in certain circumstances.

For example, this will occur if Mr Brookes' employment is terminated by the Company early with notice (i.e. termination other than for misconduct).

The pro rata number of performance rights retained (Retained Performance Rights) would take into account the completed months of service during the three year performance period for the performance rights.

The final determination of what proportion of Retained Performance Rights vest will then be made by the Board after it has assessed, as at the date of Mr Brookes' cessation of employment, performance against the performance hurdles applicable to those rights (being the TSR Hurdle, the EPS Hurdle and the Business Transformation Hurdle).

The performance rights, if any, retained by Mr Brookes cannot be exercised early. So long as they have vested by passing the hurdles described above, Mr Brookes' Retained Performance Rights may only be exercised at the same time as all other executives participating in the performance rights offer for the year ending 29 July 2017 (i.e. after the Company has lodged its full year financial results for 2017 with the ASX). Mr Brookes may, however, request the ability to exercise such number of vested performance rights which is sufficient to meet a liability to pay tax on the number of performance rights he retains on cessation of employment.

If Mr Brookes resigns or his employment is terminated by the Company in circumstances warranting summary dismissal (such as committing an act of dishonesty, fraud, misconduct or wilful breach of duty), the performance rights will lapse immediately on termination, and no shares will be delivered in respect of those performance rights.

The termination arrangements set out above are reflected in Mr Brookes' renewed employment contract. Potential benefits for the purposes of the Corporations Act termination benefit rules that are associated with his performance rights include the ability to test the performance hurdles as at the date he ceases employment and the ability to exercise a portion of vested rights early to enable him to meet a liability to pay tax.

The Board has an existing discretion under the MEIP to provide additional termination benefits in connection with performance rights, including the power to allow MEIP participants to keep some or all of their performance rights on cessation of employment where they would otherwise forfeit those rights. Where available, that discretion can be

exercised in any circumstances deemed appropriate by the Board although the Board would only exercise the discretion in exceptional circumstances. As a result of the termination benefit rules in the Corporations Act and Mr Brookes' contractual entitlements, the Board may not be able to exercise this discretion in respect of Mr Brookes' performance rights without shareholder approval.

The Board would not exercise this discretion in the case of termination for misconduct. Further, before exercising the discretion in respect of Mr Brookes' performance rights, the Board would take into account all relevant facts including Mr Brookes' (and the Company's) performance against applicable performance hurdles and the period of Mr Brookes' service during the performance period.

If this discretion was exercised in respect of Mr Brookes' performance rights, then he would be entitled to retain more than a pro rata number of performance rights on cessation of employment and he could potentially retain all of the performance rights granted to him. Despite the terms of the MEIP, other than as described above, Mr Brookes does not have any contractual entitlement to retain more than a pro rata number of his performance rights on cessation of employment. Shareholder approval is being sought to give the Board the flexibility to apply all of the terms of the MEIP to Mr Brookes should circumstances surrounding any cessation of employment warrant the application of those terms.

#### Treatment of restricted shares on cessation of employment

If Mr Brookes receives an allocation of restricted shares as part of his short term incentive arrangements, those restricted shares will be subject to a trading restriction for two years from the date of allocation. During the two year restriction period, the restricted shares will be held on trust for Mr Brookes and he will not be able to sell, transfer or otherwise deal with the restricted shares until the period ends.

However if Mr Brookes ceases employment with Myer before the end of the two year trading restriction period applicable to the restricted shares, he may be entitled to receive certain termination benefits depending on the circumstances in which he ceases employment. Details of how the restricted shares will be treated if Mr Brookes ceases employment with Myer are set out in the table on the right.

Service condition	Time of event	Treatment of restricted shares
Mr Brookes ceases employment with the Company for any reason (apart from death, total and permanent disablement or redundancy).	During the first 6 months after the date the restricted shares were allocated to Mr Brookes.	Mr Brookes forfeits all interest in the restricted shares.
Mr Brookes ceases employment with the Company by reason of death, total and permanent disablement or redundancy.	During the first 6 months after the date the restricted shares were allocated to Mr Brookes.	Mr Brookes retains his interest in the restricted shares. The restricted shares will be released from the trading restriction condition and will be delivered to Mr Brookes on or shortly after the date on which he ceases employment.
Mr Brookes ceases employment for any reason (other than his resignation or if the Company terminates his employment for cause, including fraud, dishonesty or misconduct).	During the period from 6 months after the date the restricted shares were allocated until the end of the 2 year trading restriction period.	Mr Brookes retains his interest in the restricted shares. The restricted shares will be released from the trading restriction condition and will be delivered to Mr Brookes on or shortly after the date on which he ceases employment.
Mr Brookes resigns or the Company terminates his employment for cause, including fraud, dishonesty or misconduct.	During the period from 6 months after the date the restricted shares were allocated until the end of the 2 year trading restriction period.	Mr Brookes forfeits all interest in the restricted shares.

For the purposes of the Corporations Act termination benefit rules, potential benefits associated with Mr Brookes' restricted shares include:

- (a) the release of his restricted shares from the trading condition before the end of the two year restriction period on Mr Brookes' cessation of employment in certain circumstances as described in the table above;
- (b) the waiver of the service condition in respect of the restricted shares on Mr Brookes' cessation of employment in certain circumstances as described in the table above; and
- (c) the release of the restricted shares from trust and delivery of shares to Mr Brookes before the end of the two year trading restriction on Mr Brookes' cessation of employment in certain circumstances as described in the table above.

### Other termination benefits

In addition to the possible retention of a portion of his performance rights in accordance with his employment contract or otherwise under the MEIP and the early release of the restricted shares from the trading restriction and service conditions, Mr Brookes is entitled to certain other payments on termination.

As stated above, Mr Brookes is entitled to receive a cash award to the value of 70 percent of his total STI entitlement. In general, Mr Brookes would only be entitled to receive the cash award if he continued to be employed with the Company following the end of the performance period applicable to the cash award. However, in the event Mr Brookes' employment is terminated by the Company before the end of the performance period (other than where the Company terminates his employment for cause, including fraud, dishonesty or misconduct) or Mr Brookes ceases employment due to death or total and permanent disablement, he will be eligible to receive a pro rated cash award. The maximum cash award Mr Brookes will be eligible to receive will be pro rated to take into account his completed months of service during the one year performance period. The actual cash award he will receive will be determined following the end of the performance period (at the same time as the other participating executives) and will depend on the satisfaction of the performance hurdles applicable to the cash award for that year.

Mr Brookes may terminate his employment on six months' notice and the Company may make a payment in lieu of notice of all or part of this notice period. If the Company terminates the employment of Mr Brookes on notice (other than for cause), the Company will be required to provide him with 12 months' notice or payment in lieu or a combination of both. Under the terms of Mr Brookes' employment contract, any payment in lieu of notice must be calculated based on the average "total fixed compensation" paid to him over the three year period immediately preceding his termination.

### Value of termination benefits

The exact value of any termination benefits that may be granted to Mr Brookes including by reason of retained performance rights or the early release of restricted shares cannot be determined in advance. This value will depend on a range of factors including:

- › the number of restricted shares and performance rights granted to Mr Brookes as part of his STI and LTI award;
- › in respect of the performance rights and cash award under Mr Brookes' STI arrangements, the satisfaction of the applicable performance hurdles, including EPS, TSR and Business Transformation performance hurdles as at the date of Mr Brookes' termination of employment;
- › in respect of the performance rights, the Company's share price at the date of vesting;
- › in respect of the restricted shares, the Company's share price at the date of allocation;
- › the date, and circumstances in which, Mr Brookes ceases employment; and
- › the value of Mr Brookes' total fixed compensation at the time and over the applicable preceding three years.

### Board's recommendation

The Board (other than Mr Brookes) recommends that shareholders vote in favour of this resolution.

## Item 6 – Renewal of proportional takeover provisions in Constitution

A proportional takeover bid is one under which an offer is made for only a proportion of each shareholder's shares. The existing proportional takeover provisions in the Company's Constitution prohibit the registration of transfers of shares acquired under a proportional takeover bid unless a resolution is passed by the shareholders approving the bid.

The proportional takeover approval provisions were first inserted into the Company's Constitution when the Constitution was first adopted on 21 August 2009 and were renewed on 25 November 2011. As provided in Article 6, the proportional takeover provisions will cease to have effect on the third anniversary of the date on which the provisions were last renewed. Accordingly, if the provisions are not renewed at this Annual General Meeting, the provisions will cease to have effect on 25 November 2014.

### Effect of the provisions proposed to be renewed

If Article 6 is renewed and a proportional takeover bid is made, the Directors will be required to convene a general meeting of the persons entitled to vote on the resolution to approve the proportional takeover bid. The resolution must be voted on before the 14th day before the last day of the bid period.

In the context of a proportional takeover bid, each shareholder has one vote for each fully paid share held. The vote is decided on a simple majority. The bidder and its associates are not allowed to vote. If the resolution is not passed, no transfers of shares will be registered as a result of the takeover bid and the offer will be taken to have been withdrawn. Any documents sent to the bidder accepting the offer must be returned and any contracts formed by any acceptances will be rescinded. If the resolution to approve the bid is not voted on at least 14 days before the last day of the bid period, the bid is taken to have been approved. If the bid is approved (or taken to have been approved) all valid transfers of shares must be registered provided they comply with the Corporations Act and any relevant provisions of the Company's Constitution.

If approved, the renewed provisions will expire after three years, unless again renewed by the shareholders by a special resolution.

### Reasons for proposing the resolution

The Directors consider that shareholders should continue to have the opportunity to vote on any proposed proportional takeover bid. Without the proposed proportional takeover provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without the shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may be exposed to the risk of being left as a minority in the Company and the risks of the bidder being able to acquire control of the Company without payment of an adequate premium for all of their shares.

The proposed proportional takeover provisions lessen this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

#### No knowledge of any acquisition proposals

As at 3 October 2014, none of the Directors is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

#### Review of potential advantages and disadvantages of the provisions

During the period in which Article 6 has been in effect there have been no proportional takeover bids made for the Company. Accordingly, there are no examples against which to review the advantages or disadvantages of the existing proportional takeover provisions.

It may be argued that during the period for which Article 6 has been in effect it has had the disadvantage of discouraging proportional takeover bids and reducing any takeover speculation element in the Company's share price. However, the Directors are not aware of any potential takeover bid that was discouraged by Article 6.

#### Potential advantages and disadvantages of the provisions

The Directors consider that the proposed renewal of the proportional takeover provisions has no potential advantages or potential disadvantages for the Directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved.

The major potential advantage of the proportional takeover provisions for shareholders is that they give shareholders an opportunity to consider a proportional takeover bid proposal and vote on whether it should be permitted to proceed. This should ensure that the terms of any future proportional takeover bids are structured to be attractive to a majority of shareholders. In addition, the provisions may help shareholders to avoid being locked in as a minority and avoid the bidder acquiring control of the Company without paying an adequate control premium (i.e. not being required to pay for all of the shares on issue).

Some potential disadvantages are that inclusion of the proportional takeover approval provisions may reduce the likelihood of a proportional takeover bid being successful and may accordingly discourage the making of a proportional takeover bid. This may reduce the opportunities which shareholders have to sell some of their securities, and it may reduce an element of takeover speculation from the Company's security price.

#### Board's recommendation

The Board considers that, on balance, renewal of the proportional takeover provisions in the Constitution is in the best interests of the shareholders and accordingly recommend that shareholders vote in favour of the resolution.

# VIEW OUR REPORTS ONLINE

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View the 2014 Myer Annual Report online  
**[myer2014.annual-report.com.au](http://myer2014.annual-report.com.au)**

View the Myer Sustainability Report online  
**[investor.myer.com.au/sustainability](http://investor.myer.com.au/sustainability)**



# MYER



**MYER**

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Notice of Annual General Meeting 2014

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## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

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

In Person:

Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnston Street  
Abbotsford, Victoria 3067

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 820 260  
(outside Australia) +61 3 9415 4332

## Proxy Form

 <h3>Vote and view the annual report online</h3> <ul style="list-style-type: none"><li>• Go to <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> or scan the QR Code with your mobile device.</li><li>• Follow the instructions on the secure website to vote.</li></ul>	
<h3>Your access information that you will need to vote:</h3> <p><b>Control Number:</b></p> <p><b>SRN/HIN:</b></p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	



For your vote to be effective it must be received by **11.00am (Melbourne time) on Wednesday, 19 November 2014**

## 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. Subject to voting restrictions set out in the notice of meeting, if you do not direct your proxy how to vote, your proxy may vote or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

**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. Delete titles as applicable.

## 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 "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

**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 Myer Holdings Limited ("the Company") 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of **Myer Holdings Limited** to be held at **Mural Hall, Level 6, Myer Melbourne store, Bourke Street Mall, Melbourne, Victoria 3000 on Friday, 21 November 2014 at 11.00am (Melbourne time)** and at any adjournment or postponement of that meeting.

**IMPORTANT - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default:**

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default) and I/we have not directed my/our proxy to vote "for", "against" or "abstain" on Items 4, 5a and/or 5b, I/we expressly authorise the Chairman to exercise my/our proxy on Items 4, 5a and/or 5b even though Items 4, 5a and/or 5b are connected directly or indirectly with the remuneration of a member of key management personnel of the Company group, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is your proxy (or becomes your proxy by default) you can direct the Chairman to vote "for" or "against" or "abstain" from voting on Items 4, 5a and/or 5b by marking the appropriate box in step 2 below.

## 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.

	For	Against	Abstain
Item 3a Election of Director - Mr Ian Cornell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b Election of Director - Mr Robert Thorn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c Re-election of Director - Mr Paul McClintock AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3d Re-election of Director - Ms Anne Brennan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5a Grant of performance rights to Chief Executive Officer and Managing Director, Mr Bernie Brookes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5b Provision of potential termination benefits to Chief Executive Officer and Managing Director, Mr Bernie Brookes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Renewal of proportional takeover provisions in the Constitution	<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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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 / /



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**RSVP** Yes, I/we will be attending the 2014 Myer Holdings Limited Annual General Meeting No, I/we am/are unable to attend

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**QUESTIONS FROM SHAREHOLDERS**

Your questions are important to us. Please use this form to submit any questions about Myer Holdings Limited that you would like us or the auditor to respond to at the Annual General Meeting (AGM). Your questions should relate to matters that are relevant to the business of the meeting.

Questions will be collated and we intend to address the more frequently asked questions during the course of the AGM. Please note that we will not be able to reply individually.

**Questions: Please tick  if it is a question directed to the Auditor**

1. \_\_\_\_\_

\_\_\_\_\_

2. \_\_\_\_\_

\_\_\_\_\_

3. \_\_\_\_\_

\_\_\_\_\_

4. \_\_\_\_\_

\_\_\_\_\_

**Shareholder questions must be received by Friday, 14 November 2014.**

Please return the form to our Share Registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001 or by facsimile to 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia). The envelope provided for the return of your proxy form may also be used for this purpose.

Alternatively, you may email your questions to [myer@computershare.com.au](mailto:myer@computershare.com.au) or, if you lodge your Proxy Form online at [www.investorvote.com.au](http://www.investorvote.com.au), there is an option to send your questions electronically.

