



8 November 2024

## NOTICE OF ANNUAL GENERAL MEETING AND 2024 ANNUAL REPORT

Myer Holdings Limited (ASX:MYR) today released the following documents:

- Notice of Meeting, including sample Voting and Proxy Form, for the 2024 Annual General Meeting, which will be held as a hybrid meeting:
  - in person on Tuesday 10 December 2024 at 2:00pm (Melbourne time) at Clarendon Auditorium, Melbourne Convention and Exhibition Centre – 2 Clarendon Street, South Wharf VIC 3006; and
  - online at [meetings.linkgroup.com/MYR24](https://meetings.linkgroup.com/MYR24);
- Annual Report for the period ended 27 July 2024; and
- Appendix 4G and Corporate Governance Statement.

Shareholders may participate in the AGM either in person or through the online platform and interested parties may also access a live webcast of the AGM via the Myer Investor Centre website at [investor.myer.com.au](https://investor.myer.com.au).

The Online Guide (as attached to this release and available for download at [investor.myer.com.au](https://investor.myer.com.au)) provides further instructions about participation in the meeting for shareholders not attending in person.

The Notice of Meeting and Annual Report will be dispatched to shareholders who have elected to receive hard copies, and are also available for download at [investor.myer.com.au](https://investor.myer.com.au).

This announcement was authorised by the Board of Myer Holdings Limited.

-ends-

**For enquiries please contact:**

Martin Barr, Corporate Affairs & Communications, +61 0418 101 127

# MYER

Notice of Annual  
General Meeting  
2024

Myer Holdings Limited  
ABN 14 119 085 602

# MY STORE

# Message from the Executive Chair



Dear shareholder,

On behalf of the Board, I am pleased to invite you to the 2024 Annual General Meeting (the **AGM** or **Meeting**) of Myer Holdings Limited (the **Company** or **Myer**), to be held on Tuesday 10 December 2024 at 2:00pm (Melbourne time) in person at Clarendon Auditorium, Melbourne Convention and Exhibition Centre – 2 Clarendon Street, South Wharf VIC 3006, and online.

Whilst the FY24 results reflected the challenging trading conditions for Australian retailers, we are well placed to capitalise on the work undertaken by the Myer team in recent years to stabilise the business and establish a foundation for future growth.

With a highly engaged customer base, a leading loyalty program and high levels of trust in the Myer brand, there are significant opportunities for growth.

As previously announced, we have commenced a comprehensive strategic review to increase Myer's profitability and drive sustainable earnings growth. Our objective is to identify opportunities to deliver a step-change in Myer's market position and generate strategic and financial benefits.

While the review remains ongoing, the preliminary phase of the review has identified growth of Myer's private label and exclusive brands portfolio as a strategic priority. In light of this, the Board decided to:

1. Cease the sale process of sass & bide, Marcs and David Lawrence and retain and leverage the equity in these well-known and loved brands
2. Explore a potential combination with Premier Investments' Apparel Brands.

In June 2024, we also announced that the Company had approached Premier Investments to explore a potential acquisition of its Apparel Brands business to create one of the leading retail and apparel companies across Australia and New Zealand.

We believe that this has the potential to generate significant value for shareholders and accelerate the delivery of the Company's key strategic priorities.

We will continue to keep our shareholders updated on the progress of both our strategic review and discussions with Premier Investments.

## FY24 Results

Key highlights of the FY24<sup>1</sup> results include:

- Group comparable sales<sup>2</sup> up 0.4%; Total Sales<sup>3</sup> down 2.9% to \$3,266.1 million (reflecting closure of Brisbane, Frankston and Werribee stores for all or part of the year as well as challenging macroeconomic conditions).
- Operating Gross Profit (OGP) reduced 2.5% to \$1,194.4 million; margin rate increased by 15 basis points (bps) to 36.6%. Excluding a reclassification adjustment of delivery income<sup>4</sup>, underlying margin rate declined 12bps reflecting sales mix changes.
- Cost of Doing Business<sup>5</sup> (CODB) was \$834.7 million, an increase of 1.3%, but was broadly flat if the delivery income reclassification is excluded, reflecting the focus on mitigating cost increases, including the impact on CODB of the store closures.
- Net Profit After Tax<sup>5</sup> (NPAT) of \$52.6 million, reflecting impact of store closures, challenging trading conditions, inflationary cost pressures and underperformance of sass & bide, Marcs and David Lawrence.
- A reset of sass & bide to improve its performance has commenced, including the closure of 10 retail stores in 1H25 (with four stand-alone stores remaining), the restructure of its support operations and new Myer concession pads to open from 1Q25.
- Statutory NPAT of \$43.5 million includes Implementation Costs and Individually Significant Items of \$9.1 million from impairment of store assets including right-of-use lease assets, taxation adjustments related to prior periods, and certain Software as a Service (SaaS) implementation costs that cannot be capitalised.
- Operating cashflow of \$250.4 million was \$8.0 million favourable to the previous corresponding period (pcp), with Net Cash at period end of \$113.8 million. Inventory was well controlled, down \$2.8 million on pcp.
- Net Capital Expenditure of \$69.4 million (versus \$74.5 million in FY23). Key capex projects include three refurbished stores, a new point of sale system and the new National Distribution Centre which has encountered delays in ramping up, increased implementation costs and complexity that are currently being addressed.
- A fully franked final dividend of 0.5 cent per share was declared, bringing total FY24 dividends to 3.5 cents per share (including 3.0 cents per share interim dividend paid in May 2024).
- Pleasingly we hit record levels against our key customer measures with in-store customer satisfaction at 85% and the MYER one tag rate at 77%.

# Message from the Executive Chair continued

## The Board

After nine years on the Myer Board, Mr Dave Whittle will be retiring as a Director of the Company, with effect from the end of the AGM.

On behalf of the Board, I thank Dave for his outstanding contribution to the Board and the Company over the period of his directorship.

At this year's AGM, we will also be seeking shareholder approval for:

- the re-election as a Director of Mr Terry McCartney; and
- the election as a Director of Mr Rob Perry, who was appointed to the Board in May 2024.

More about each of these matters as well as other matters on the meeting agenda is contained in the Explanatory Notes to the Notice of Meeting.

## AGM 2024

The AGM will again be held as a hybrid meeting, with shareholders able to attend either in person or through the online platform at [meetings.linkgroup.com/MYR24](https://meetings.linkgroup.com/MYR24). Interested parties may also listen to a live webcast of the AGM via the Myer website, however this will not allow for voting or the asking of questions.

Further information on how to participate is provided in this Notice of Meeting.

## Summary of Board Recommendations

Resolution	Myer Board Recommends
<b>3</b> Re-Election of Mr Terry McCartney, as a Director	<b>For</b>
<b>4</b> Election of Mr Rob Perry as a Director	<b>For</b>
<b>5</b> Adoption of the Remuneration Report	<b>For</b>
<b>6</b> Grant of Performance Rights to the Executive Chair	<b>For</b>

## Thank You

In closing, we want to thank our customers for their loyalty and support, and you, our shareholders, for your support of the Board and our executive and broader team.

I would also like to acknowledge and thank John King, who retired from the CEO role in June 2024, for his significant contribution over the six years he spent at Myer.

I look forward to providing you with further updates on the above matters at the AGM.

In the meantime, if you have any questions on this year's AGM, please contact either Myer Corporate Affairs (email: [myer.corporate.affairs@myer.com.au](mailto:myer.corporate.affairs@myer.com.au) or phone: +61 3 8667 8104) or our Share Registry on +61 1300 820 260.

**Olivia Wirth**  
Executive Chair & Director

1 Compared to FY23 (52 weeks to 29 July 2023), unless otherwise stated  
2 Group comparable sales excludes the impact of store openings and closures and stores subject to refurbishment. Significant closures include the Frankston and Brisbane City stores, and the temporary closure of Werribee  
3 Revenue from sale of goods excluding concession sales and sales revenue deferred under customer loyalty program was \$2,438.1 million (FY23: \$2,565.8 million)  
4 Reclassification of \$9.1 million of delivery income from CODB to OGP  
5 Excluding Implementation Costs and Individually Significant Items

# Notice of Annual General Meeting

Notice is hereby given that the fifteenth Annual General Meeting of Myer Holdings Limited (ABN 14 119 085 602) (the Company) will be held on Tuesday 10 December 2024 at 2:00pm (Melbourne time) in person at Clarendon Auditorium, Melbourne Convention and Exhibition Centre – 2 Clarendon Street, South Wharf VIC 3006, and online at [meetings.linkgroup.com/MYR24](https://meetings.linkgroup.com/MYR24).

Registration will commence at 1:30pm (Melbourne time).

## Items of Business

### (1) Executive Chair's Presentation

### (2) Financial Statements and Reports

To receive and consider the Financial Report for the period ended 27 July 2024, together with the Directors' Report and Auditor's Report as set out in the Annual Report.

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

### (3) Re-Election of Director

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

**"THAT** Mr Terry McCartney who retires in accordance with rule 8.1(d) of the Company's Constitution and, being eligible, offers himself for re-election, be elected as a Director of the Company."

*Information about Mr McCartney is set out in the attached Explanatory Notes.*

### (4) Election of Directors

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

**"THAT**, Mr Rob Perry (appointed as a Director of the Company on 2 May 2024) 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."

*Information about Mr Perry is set out in the attached Explanatory Notes.*

### (5) 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 period ended 27 July 2024 be adopted."

### (6) Grant of Performance Rights to the Executive Chair

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

**"THAT** the grant of performance rights to the Executive Chair, Ms Olivia Wirth, and the provision of ordinary shares in the Company on the vesting of those performance rights, under the FY25 Long Term Incentive Plan, as described in the Explanatory Notes, be approved."

By order of the Board



**Paul Morris**  
Company Secretary

8 November 2024

# Information for Shareholders

## Share Registry

Link Market Services (part of Link Group) was recently acquired by Mitsubishi UFJ Trust & Banking Corporation, a consolidated subsidiary of Mitsubishi UFJ Financial Group, Inc. (MUFG) on 16 May 2024. Link Group is now known as MUFG Pension & Market Services. Mailing and contact information are currently unchanged. Over the coming months, Link Market Services will also progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

## How to Participate in the Meeting

The AGM will be a hybrid meeting, held in person at Clarendon Auditorium, Melbourne Convention and Exhibition Centre – 2 Clarendon Street, South Wharf VIC 3006, and online at [meetings.linkgroup.com/MYR24](https://meetings.linkgroup.com/MYR24).

Shareholders and proxyholders attending in person will be able to vote and ask questions during the AGM. Shareholders and proxyholders attending online via the online platform will be able to access a webcast of the AGM, vote and submit written questions. A telephone facility will also be available to shareholders and proxyholders to ask a question verbally during the AGM. Interested parties may listen to the AGM via the Myer website, however this will not allow for voting or the asking of questions.

Further information on how to participate in the AGM through each of these options is set out below.

## Listen to the Webcast

The Meeting will be webcast live on the Investor Centre section of Myer's website, [myer.com.au/investor](https://myer.com.au/investor), and will also be archived on this website. Those accessing the webcast through the Myer website will not be able to vote or ask questions (shareholders and proxyholders attending the Meeting via the online platform will be able to access the webcast through that platform). You do not need to be a shareholder to access the webcast through the Myer website.

## Attend the Meeting in Person

Shareholders and proxyholders are welcome to attend the Meeting in person at Clarendon Auditorium, Melbourne Convention and Exhibition Centre – 2 Clarendon Street, South Wharf VIC 3006. If you decide to attend in person, you will need to register at one of

the registration desks on the day of the Meeting. Registration will commence at 1:30pm (Melbourne time). For easier registration, please bring your Voting and Proxy Form with you as it includes your details and can be scanned for convenience.

## Attend the Meeting Online

Shareholders and proxyholders can participate in the Meeting by logging into the online platform provided by the Company's share registry, Link Market Services (**Share Registry**) at [meetings.linkgroup.com/myr24](https://meetings.linkgroup.com/myr24). Online registration will commence at 1:30pm (Melbourne time).

When you log in to the website, you will need to register your details by providing your name, email address, phone number, and company (optional), as well as agreeing to terms and conditions.

Once registered, to ask a question or get a voting card, you will need to click on the "ask a question" or "get a voting card" buttons and:

- if you are a shareholder, provide your shareholder number and postcode (or if you are an overseas shareholder, your country details); and
- if you are a proxyholder, provide your proxy number. Information on how proxies obtain a proxy number is set out in the "Vote Online during the Meeting" section below.

Corporate representatives of corporate shareholders or proxyholders should follow the instructions above to register as the shareholder or proxyholder they represent. Corporate representatives must submit a formal notice of Appointment of Corporate Representative signed by the corporation prior to the Meeting. Information on how to submit this notice is set out in the "Corporate Representative" section below. Further information on voting online is set out in the "Voting" section below.

Further information on submitting questions online is set out in the "Shareholder Questions" section below.

If you require any additional information on how to participate in the Meeting online, please refer to the Virtual Meeting Online Guide lodged by Myer with the ASX. Alternatively, you can contact the Share Registry on +61 1300 820 260 between 9:00am and 5:00pm (Melbourne time).

# Information for Shareholders continued

## Ask Questions via Telephone

A telephone facility will be available through the online platform to shareholders and proxyholders to ask a question verbally during the Meeting.

Further information on submitting questions via the telephone facility is set out in the "Shareholder Questions" section below.

## Voting

### Entitlement to Vote

The Directors have determined that for the purposes of voting at the Meeting, shareholders will be taken to be those persons who are the registered holders of shares in the Company as at 7:00pm on Friday 6 December 2024 (Melbourne time).

### How to Vote

If you are entitled to vote at the Meeting you can exercise your vote in the following ways:

### Voting at the Meeting in Person

Shareholders, proxyholders, attorneys, and corporate representatives who attend the Meeting in person will be able to vote during the Meeting.

### Lodge Your Vote before the Meeting

You can lodge your vote directly at [linkmarketservices.com.au](https://linkmarketservices.com.au) before the Meeting. To lodge your vote via this website, you will need to select the "Investor Login" option on the website, and log in to your shareholding account using your holding details. You will need to provide your shareholder number and the postcode registered on your holding (or if you are an overseas shareholder, your country details).

Once logged in, you can vote by selecting the "Voting" tab, and then under the heading "Action" select the "Vote" option and follow the prompts to lodge your vote.

If you wish to vote online before the Meeting, your vote must be lodged by 2:00pm on Friday 6 December 2024 (Melbourne time).

You can also vote directly before the Meeting by following the voting instructions on your personalised Voting and Proxy Form and submitting this to the Share Registry in one of the following ways:

#### – by mail to:

Myer Holdings Limited  
c/o Link Market Services  
Locked Bag A14  
Sydney South NSW 1235

#### – in person by delivering it to the Share Registry at:

Parramatta Square  
Level 22, Tower 6, 10 Darcy Street  
Parramatta NSW 2150

#### – by facsimile to:

+61 2 9287 0309

Completed Voting and Proxy Forms must be received by the Share Registry no later than 2:00pm on Friday 6 December 2024 (Melbourne time).

### Appoint a Proxy/Attorney before the Meeting to Vote on Your Behalf

Shareholders entitled to vote at the Meeting are entitled to appoint a proxy or attorney to attend and vote on their behalf.

You can appoint a proxy online at [linkmarketservices.com.au](https://linkmarketservices.com.au). To appoint your proxy via this website, you will need to select the "Investor Login" option on the website, and log in to your shareholding account using your holding details (you will need to provide your shareholder number and the postcode registered on your holding, or if you are an overseas shareholder, your country details).

Once logged in to your shareholder account, you can appoint a proxy by selecting the "Voting" tab and then under the heading "Action" select the "Vote" option and follow the prompts to complete your proxy appointment.

If you wish to appoint a proxy online, your appointment must be submitted by 2:00pm on Friday 6 December 2024 (Melbourne time).

You can also appoint a proxy or attorney by following the instructions on your personalised Voting and Proxy Form and submitting this to the Share Registry in one of the following ways:

#### – by mail to:

Myer Holdings Limited  
c/o Link Market Services  
Locked Bag A14  
Sydney South NSW 1235

#### – in person by delivering it to the Share Registry at:

Parramatta Square  
Level 22, Tower 6, 10 Darcy Street  
Parramatta NSW 2150

#### – by facsimile to:

+61 2 9287 0309



# Information for Shareholders continued

Proxy or attorney appointments must be received by the Share Registry no later than 2:00pm on Friday 6 December 2024 (Melbourne time).

If you have appointed an attorney to attend and vote at the Meeting, or if your proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must also be received by the Share Registry by 2:00pm on Friday 6 December 2024 (Melbourne time), unless this document has previously been lodged with the Share Registry for notation. Powers of attorney may be delivered to the Share Registry by mail to the address above.

Further details on the appointment of, and voting by, proxies or attorneys are provided below.

## Vote Online during the Meeting

Shareholders, proxyholders, attorneys, and corporate representatives who attend the Meeting by logging into the online platform [meetings.linkgroup.com/myr24](https://meetings.linkgroup.com/myr24), will be able to vote online during the Meeting.

Registration will open from 1:30pm on Tuesday 10 December 2024 (Melbourne time).

Details on how to login to the website are provided in the "Attend the Meeting Online" section above.

When you log in to the online platform at [meetings.linkgroup.com/myr24](https://meetings.linkgroup.com/myr24) you will be required to register as a shareholder or proxy holder or attorney to be able to vote your shares or the shares you represent as proxy or attorney. Proxies and attorneys will need a proxy number, issued by the Share Registry to register to vote once logged in. The Share Registry will endeavour to provide confirmation of the proxy number via email to nominated proxy holders/attorneys prior to the Meeting and following lodgement of the proxy or attorney appointment. Alternatively, proxy holders or attorneys can call the Meeting help line on +61 1800 990 363 on the day of the Meeting to request confirmation of the proxy number.

Voting on Items 3, 4, 5, and 6 will be by poll and the Chairman of the Meeting will open the poll once the Meeting commences at 2:00pm on Tuesday 10 December 2024 (Melbourne time), and you will be able to vote at any time during the Meeting and for a short time afterwards (you will be notified on the online platform how much time is left).

If you have lodged a direct vote before the Meeting and then vote online during the Meeting, your direct vote lodged before the Meeting will be cancelled.

## Proxies and Attorneys

### Appointing Proxies and Attorneys

Shareholders entitled to vote at the Meeting are entitled to appoint a proxy or attorney to attend and vote on their behalf. A proxy or attorney need not be a shareholder and can be either an individual or a body corporate.

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 or attorneys may specify the percentage of votes or number of shares to be voted by each proxy or attorney when appointing their proxy or attorney. 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 Voting and Proxy Form to ensure that their proxy appointment specifies the way their proxy is to vote on each resolution. In certain circumstances (see below under the heading "Voting Restrictions"), a proxy may be prohibited from voting undirected proxies.

Where the Chairman is appointed proxy, unless they are restricted from voting on a resolution, they will vote in accordance with the shareholder's directions or, in the absence of a direction:

- **in favour** of Items 3, 4, 5, and 6

The Explanatory Notes to the Notice of Meeting contain further information on the Board's recommendations.

Under the *Corporations Act 2001* (Cth) (the **Corporations Act**), if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- 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;



# Information for Shareholders continued

- the appointed proxy is not the Chairman 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 Meeting; or
  - the proxy attends the Meeting but does not vote on the resolution.

## 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 complete and submit a formal notice of Appointment of Corporate Representative signed by the corporation and this must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to the Meeting. A copy of that notice can be obtained from the Share Registry by calling +61 1300 820 260 between 9:00am and 5:00pm (Melbourne time) or at [linkmarketservices.com.au](http://linkmarketservices.com.au)

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

## Voting Restrictions

### Resolution 5 – Remuneration Report

Except to the extent otherwise permitted by law, any member of the key management personnel of the Company's consolidated group (**KMP**) whose remuneration details are included in the Remuneration Report (or a closely related party of any such member), may not vote, and the Company will disregard the votes cast by or on behalf of such persons on resolution 5, unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote on the resolution, the proxy appointment does not specifically direct the way the proxy is to vote, and the proxy appointment expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of a KMP.

### Resolution 6 – Grant of Performance Rights to the Executive Chair

The Company will disregard any votes cast in favour of resolution 6 by Ms Wirth and her associates. Further, a vote must not be cast on resolution 6 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, this does not apply to a vote cast in favour of resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;

- the Chairman (who is a KMP) as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of a KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Shareholder Questions

Shareholders may ask or submit questions in relation to the business of the Meeting as set out below.

### Before the Meeting

Shareholders can submit questions before the Meeting:

- **online at:** [linkmarketservices.com.au](http://linkmarketservices.com.au).

To submit your question via this website, you will need to select the "Investor Login" option on the website, and log in to your shareholding account using your holding details (you will need to provide your shareholder number and the postcode registered on your holding, or if you are an overseas shareholder, your country details). Once logged in, you can submit your question by selecting the "Voting" tab and then under the "Actions" heading, select "Ask a Question" and follow the prompts to submit your question.

- **by mail to:**

Myer Holdings Limited  
c/o Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

- **in person by delivering it to the Share Registry at:**

Parramatta Square  
Level 22, Tower 6, 10 Darcy Street  
Parramatta NSW 2150

- **by facsimile to:**

+61 2 9287 0309

Questions must be received online or by the Share Registry by 5:00pm on Tuesday 3 December 2024 (Melbourne time).

# Information for Shareholders

## continued

### At the Meeting

Shareholders who attend in person will have the opportunity to ask questions at the Meeting.

Shareholders who attend by logging into the online platform [meetings.linkgroup.com/myr24](https://meetings.linkgroup.com/myr24), will be able to submit written questions online or ask a question in real time during the Meeting.

Details on how to login to the website are provided in the "Attend the Meeting Online" section above. Once registered, you will be given details on how to submit written questions during the Meeting.

A telephone facility will also be available through the online platform for shareholders (or their proxy, attorney or corporate representative) who prefer to ask questions verbally. To ask questions during the Meeting using the telephone facility, you can select the "Ask a Question" button and select "Go to Web Phone". Type in your name and hit the green call button.

If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the Meeting. For further information, refer to the Virtual Meeting Online Guide lodged by Myer with the ASX.

# Explanatory Notes

## 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 Meeting. 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 – Re-Election of Director

Rule 8.1(d) of the Company's Constitution requires two of the current Directors, including a Director retiring and offering themselves for re-election under rule 8.1(i), to retire by rotation at the Meeting.

Mr Dave Whittle has notified the Board that, having served nine years as a Director of the Company, he will retire at the end of this year's Meeting, in accordance with the Company's Board Charter.

Rule 8.1(e) of the Company's Constitution requires that no Director, who is not the Managing Director, may hold office without re-election beyond their third AGM following the meeting at which the Director was last elected or re-elected.

Under rule 8.1(g) of the Company's Constitution, the remaining Director to stand for re-election must be determined based on who is the longest in office since their last election or appointment. The two longest serving Directors in office since their last election or appointment are Mr Terry McCartney and Ms Jacquie Naylor, both of whom were last elected in 2022. The Directors have agreed among themselves pursuant to rule 8.1(g) that Mr McCartney will retire as a Director at this year's Meeting and will offer himself for re-election.

Mr McCartney was elected at the 2022 AGM as a nominee of the Company's largest shareholder, Premier Investments. As such, Mr McCartney is not an independent Director.

Further details of the qualifications, experience, and responsibilities of Mr McCartney are provided below.



### MR TERRY MCCARTNEY

- Non-Executive Director
- Member of the Board since 10 November 2022
- Member – Human Resources and Remuneration Committee
- Member – Nomination Committee

Mr McCartney has had a comprehensive career spanning more than 40 years in retail in both Executive and Director positions, spanning the full spectrum of retailing – ranging from luxury goods in department stores to mass merchandise discount operations.

Mr McCartney's career started at Boans Department Stores in Perth, then moved to Grace Bros in Sydney. After the acquisition of Grace Bros by Myer, he relocated to the merged department stores group in Melbourne. His executive career culminated in his roles as Managing Director of Kmart Australia and New Zealand, and Managing Director of Myer Grace Bros.

Mr McCartney has been a Non-Executive Director of Premier Investments Limited since 2016, and Premier's wholly owned subsidiary, Just Group Limited, since 2008. Premier operates a portfolio of retail brands through the Just Group, consisting of Just Jeans, Jay Jays, Peter Alexander, Smiggle, Jacqui E, Portmans and Dottii. He has also served as the Chairman of Premier's Remuneration and Nomination Committee since 2017.

### Board Recommendation

The Board (other than Mr McCartney) unanimously recommends shareholders vote ***in favour*** of Item 3 being the re-election of Mr McCartney.

The Board makes this recommendation because Mr McCartney has and continues to make a significant contribution to the Board, bringing extensive executive and board experience and expertise across the retail industry.

# Explanatory Notes

## continued

### Item 4 – 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 Annual General Meeting following their appointment. Directors so appointed are eligible for election. Mr Rob Perry was appointed since the 2023 Annual General Meeting, and will retire and offer himself for election by shareholders at the Meeting.

Under rule 8.1(k)(2) of the Company's Constitution, a person is eligible for election to the office of a Director if the person has been nominated by the Directors for election at that meeting.

Further details of the qualifications, experience, and responsibilities of Mr Perry are provided below.



#### MR ROB PERRY

- Independent Non-Executive Director
- Member of the Board since 2 May 2024
- Chairman – Audit, Finance and Risk Committee
- Member – Nomination Committee

Mr Perry is a retired Partner of 36 years' experience from global accounting firm Ernst & Young (EY). At EY, Mr Perry was one of the most experienced Retail Audit Partners in the market, performing audit, risk management, internal audit and assurance engagements on large, complex global organisations as well as mid-cap and smaller listed companies. His audit experience gives him a strong understanding of business risks and financial issues.

Mr Perry has provided audit services to clients across a broad range of sectors, primarily focusing his efforts on clients within the retail and consumer goods sector. Mr Perry also led a number of EY's Corporate Risk and Audit engagements across large international and ASX-listed brands.

At EY, Mr Perry also held a number of executive roles, including leader of Risk and Governance Services for the Asia Pacific region and was a member of EY's Global Risk Management Committee. Mr Perry's previous roles also included Managing Partner of Risk Consulting Services for EY in Melbourne.

### Board Recommendation

The Board (other than Mr Perry) considers Mr Perry to be independent, and unanimously recommends shareholders vote **in favour** of Item 4 being the election of Mr Perry.

The Board makes this recommendation because since his appointment Mr Perry has made a significant contribution to the Board, bringing deep experience and expertise in finance, audit and risk management, especially in the retail and consumer space.

### Item 5 – Remuneration Report

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 arrangements and outcomes for each Director and KMP in FY24; and
- the performance conditions that must be met prior to an executive deriving any value from the "at risk" components of their remuneration.

The Remuneration Report is included in the Company's 2024 Annual Report, which is available on the Investor Centre section of the Company's website, [myer.com.au/investor](https://myer.com.au/investor).

At the Meeting, the Chairman will give shareholders a reasonable opportunity to ask or submit 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.

### Board Recommendation

The Board unanimously recommends that shareholders vote **in favour** of Item 5 being the Remuneration Report.

### Item 6 – Grant of Performance Rights to the Executive Chair

#### Why We Are Seeking Shareholder Approval?

ASX Listing Rule 10.14 provides that a listed company must not permit a Director of the company to acquire equity securities under an employee incentive scheme, unless it obtains the approval of shareholders.

Ms Wirth's remuneration package for FY25 (as set out below) includes an award under the Company's long term incentive (LTI) plan, subject to shareholder approval. The FY25 LTI plan award will

# Explanatory Notes

## continued

be in the form of performance rights, which on vesting (subject to the achievement of specified performance hurdles, as described below), give rise to an entitlement to the grant of shares in the Company.

As Ms Wirth is a Director of the Company, the Company is seeking shareholder approval under and for the purposes of ASX Listing Rule 10.14.1 (and all other purposes) to grant such securities to Ms Wirth and the provision of ordinary shares in the Company on the vesting of any performance rights.

If shareholder approval is given, the performance rights will be granted to Ms Wirth shortly after the Meeting and in any event within 12 months of the Meeting. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Ms Wirth, which may not be consistent with Myer's remuneration principles, such as providing an equivalent long term cash incentive subject to the same performance conditions and performance period as described below for the grant of performance rights.

### Why Are Performance Rights Chosen for FY25?

Following the same approach as applicable since FY21, the Board has determined that the FY25 LTI plan grant will be in the form of "performance rights" for all participating executives, including Ms Wirth. This decision to change from performance options to performance rights from FY21 was in response to shareholder feedback, and to avoid the potential dilutive impact of performance options, while still aligning executives' interests with the interests of shareholders through the grant of performance rights without providing ownership in shares unless performance conditions are met.

### Performance Rights

Each performance right entitles Ms Wirth to acquire one fully paid ordinary share in the Company if the applicable performance hurdles (as set out below) are met, subject to adjustments for capital actions. The performance rights will be granted in one tranche and will be broadly on the same terms as performance rights granted to other executives participating in the performance rights LTI plan offer for FY25.

Subject to shareholder approval at the Meeting, Ms Wirth will be granted performance rights to a maximum value of \$1,250,000 which represents 100 percent of her Total Fixed Compensation. No amount will be payable by Ms Wirth for the award of the performance rights.

The key terms of the performance rights are described in more detail below.

### Number of Performance Rights Proposed to be Granted

The number of performance rights granted will be determined by reference to the maximum value of the proposed grant (being \$1,250,000) divided by the face value attributed to the performance rights. The value attributed to each performance right will be \$0.8186, which is the volume weighted average price (**VWAP**) of the Company's shares over the five trading days following the release of the Company's FY24 results on 20 September 2024.

A VWAP of \$0.8186 will result in Ms Wirth receiving 1,526,997 performance rights, i.e. the maximum value of the proposed grant (being \$1,250,000) divided by the value attributed to each performance right (being \$0.8186).

### Performance Hurdles

Two stages of performance testing will apply to the performance rights:

Stage 1: an absolute Total Shareholder Return (**TSR**) test requires the achievement of a positive absolute TSR over the testing period. If the absolute TSR is negative over the testing period, the performance rights lapse.

Stage 2: Only if Stage 1 testing delivers a positive absolute TSR result, will Stage 2 testing be undertaken. Stage 2 testing focuses Executives on sustainable performance against long-term targets. Stage 2 requires two performance hurdles to be met:

- (1) 50% of the performance rights will be subject to a hurdle based on the Company's Total Shareholder Return relative to an agreed peer group across the three-year performance period (**Performance Period**), (**rTSR Hurdle**); and
- (2) 50% of the performance rights will be subject to a hurdle based on the Company's Earnings Per Share (**EPS**) growth (**EPS Hurdle**).

The Stage 2 performance hurdles have been chosen to align with shareholder returns and the delivery of shareholder value over the long-term.

# Explanatory Notes

## continued

The number of performance rights that vest will depend on how well Myer has performed during the Performance Period against the relevant performance hurdles. For outstanding performance, 100% of the performance rights will vest. Only a percentage of performance rights will vest for performance below that level. If Myer does not achieve certain minimum thresholds, then all the applicable performance rights will lapse and no performance rights can vest. Further information regarding the vesting schedule for each of the Stage 2 performance hurdles is set out below.

Performance Hurdle	Description								
rTSR Hurdle	<p><b>Why was it chosen?</b></p> <p>The rTSR Hurdle was selected to ensure alignment between executive and shareholder outcomes. This measure provides a direct comparison of the Company's performance over the Performance Period against a comparator group of companies that would, broadly, be expected to be similarly impacted by changes in market conditions.</p> <p><b>How is it tested?</b></p> <p>The rTSR Hurdle will be tested following the end of the Performance Period by comparing the Company's total shareholder return performance over the Performance Period relative to a comparator group of peer companies. The comparator group includes listed companies from the retail and consumer services sector. The constituents are: Accent Group, Adairs, Baby Bunting, Beacon Lighting, Cettire, Endeavour Group, Harvey Norman Holdings, JB Hi-Fi, Kogan, Lovisa Holdings, Metcash, Michael Hill International, Nick Scali, Premier Investments, Step One Clothing, Super Retail Group, Temple &amp; Webster Group, Universal Store Holdings, Wesfarmers and Woolworths.</p> <p>This group was selected by the Board using the same criteria used by the Board in selecting the group used for the FY24 LTI grant and is viewed as the most appropriate TSR comparator group currently available.</p> <p>The table below sets out the percentage of performance rights subject to the rTSR Hurdle that can vest depending on the Company's relative TSR performance:</p> <table> <tr> <th>rTSR Percentile Ranking</th><th>% of performance rights subject to the rTSR Hurdle that will vest (rounded down to the nearest whole numbers)</th></tr> <tr> <td>Up to but excluding 50th percentile</td><td>Nil</td></tr> <tr> <td>Including 50th percentile and up to but excluding 75th percentile</td><td>Pro rata, with linear progression between 50% and up to 100%</td></tr> <tr> <td>75th percentile or greater</td><td>100%</td></tr> </table>	rTSR Percentile Ranking	% of performance rights subject to the rTSR Hurdle that will vest (rounded down to the nearest whole numbers)	Up to but excluding 50th percentile	Nil	Including 50th percentile and up to but excluding 75th percentile	Pro rata, with linear progression between 50% and up to 100%	75th percentile or greater	100%
rTSR Percentile Ranking	% of performance rights subject to the rTSR Hurdle that will vest (rounded down to the nearest whole numbers)								
Up to but excluding 50th percentile	Nil								
Including 50th percentile and up to but excluding 75th percentile	Pro rata, with linear progression between 50% and up to 100%								
75th percentile or greater	100%								

# Explanatory Notes

## continued

Performance Hurdle	Description								
EPS Hurdle	<p><b>Why was it chosen?</b></p> <p>The Board considers EPS as an effective measure for determining the underlying profitability of the business. When determining normalised EPS for LTI purposes, statutory earnings is adopted as the base and the Board will allow adjustments to be made for significant items on a case-by-case basis.</p> <p>The Board also retains discretion to not exclude a significant item from underlying EPS or not include any non-significant item in underlying EPS, where the Board determines that such treatment is warranted. For example, to the extent a write-down occurs that is recorded as a significant item but considered to have been within Management's control, the Board may determine that it will form a part of the EPS calculation.</p> <p><b>How is it tested?</b></p> <p>The EPS Hurdle will be tested by calculating the compound annual growth rate in the Company's underlying EPS over the Performance Period, using FY24 underlying EPS as the base. The resulting growth rate will be used to determine the level of vesting for the performance rights subject to the EPS Hurdle.</p> <p>The table below sets out the percentage of performance rights subject to the EPS Hurdle that can vest depending on the Company's growth in EPS:</p> <table> <tr> <th>Compound Annual Growth in underlying EPS</th><th>% of performance rights subject to the EPS Hurdle that will vest (rounded down to the nearest whole numbers)</th></tr> <tr> <td>Less than 4%</td><td>Nil</td></tr> <tr> <td>4% to 10%</td><td>Pro rata, with linear progression between 50% and up to 100%</td></tr> <tr> <td>10% or greater</td><td>100%</td></tr> </table>	Compound Annual Growth in underlying EPS	% of performance rights subject to the EPS Hurdle that will vest (rounded down to the nearest whole numbers)	Less than 4%	Nil	4% to 10%	Pro rata, with linear progression between 50% and up to 100%	10% or greater	100%
Compound Annual Growth in underlying EPS	% of performance rights subject to the EPS Hurdle that will vest (rounded down to the nearest whole numbers)								
Less than 4%	Nil								
4% to 10%	Pro rata, with linear progression between 50% and up to 100%								
10% or greater	100%								

Each of the performance hurdles under Stage 2 will be assessed separately and apply to different performance rights. This means that both hurdles do not need to be satisfied for any of the performance rights to vest.

For example, it is possible for some or all of the performance rights subject to the rTSR Hurdle to vest, while none of the performance rights subject to the EPS Hurdle vest (and vice versa).

The performance hurdles will be tested once, following the end of the Performance Period and the release of the Company's FY27 financial results. There will be no retesting.

The Board retains discretion to adjust:

- the absolute TSR performance gateway;
- the relative TSR hurdle; and
- the EPS hurdle,

in exceptional circumstances, including (in the case of the EPS hurdle) to take account of any material transactions which occur during the Performance Period.

The Board also retains discretion to adjust any performance related conditions to protect the financial soundness of the Company, or to respond to significant unexpected or unintended consequences that were not foreseen by the Board or other circumstances that the Board determines warrant such treatment.

### Allocation of Shares Following Vesting

The performance rights issued to Ms Wirth will be eligible to vest following the end of the three-year Performance Period. On vesting, vested performance rights will convert to fully paid ordinary shares on a one for one basis.

### Restriction Period

An additional one-year disposal restriction period applies to shares allocated following vesting of performance rights (**Restriction Period**), to further enhance alignment with shareholders. The Restriction Period will end on the day following release of the Company's FY28 financial results. During this period, the vested shares cannot be sold or otherwise dealt with by Ms Wirth, regardless of whether or not she remains employed by the Company during the Restriction Period.



# Explanatory Notes

## continued

### Dividends and voting rights

Performance rights do not carry entitlements to ordinary dividends, voting rights or other shareholder rights until the performance rights vest and shares are provided. Accordingly, participating executives do not receive dividends during the performance period.

### Other Terms

The terms of the LTI plan also allow the Board to claw back any performance rights which were granted on the basis of, or have become eligible to vest as a result of, a material misstatement in, or omission from, the Company's financial statements or a misstatement concerning the satisfaction of performance conditions applicable to the LTI.

The Board may also take steps to ensure that no unfair benefit is obtained in cases of fraud or dishonest or gross misconduct, or certain actions of participants, including actions that bring the Company to disrepute or have the effect of delivering strong performance in a manner that is unsustainable or involving high-risk and is likely to result in a detrimental impact on Company performance following the end of the performance period.

Subject to applicable law, the Board has the discretion to claw back such performance rights, including by resetting the Vesting Conditions applicable to Performance Rights, lapsing unvested Performance Rights or recoup proceeds from the sale of Shares allocated following the exercise of Performance Rights.

Subject to applicable law relating to the provision of benefits, and unless the Board determines otherwise, the treatment on termination of employment will be as follows:

- If Ms Wirth's employment with the Company ceases prior to the end of the Performance Period:
  - due to resignation or termination for cause (including gross misconduct), all of her unvested performance rights will lapse; and
  - due to any other circumstances, subject to the Board's discretion to determine that a different treatment should apply, a pro-rata portion of the unvested performance rights will lapse, having regard to the portion of the Performance Period that has elapsed as at the date of cessation and the total Performance Period. Any performance rights that do not lapse will remain on foot to be tested against the applicable performance hurdles following the end of the Performance Period in accordance with their normal terms; and
- If Ms Wirth's employment with the Company ceases following the end of the Performance Period, but before the end of the Restriction Period, any vested performance rights will continue unaffected, except where her employment is terminated for

cause (including gross misconduct) in which case, she will forfeit all shares allocated to her, subject to the discretion of the Board.

### Other Required Information – ASX Listing Rules

Ms Wirth's remuneration package was set on her appointment in March 2024. Ms Wirth's package recognises the skills and experience required for the role and the Board is satisfied that the package was appropriate and necessary to attract and retain such a high-quality candidate.

Ms Wirth's maximum remuneration for FY25 is \$3,625,000, comprising:

- \$1,250,000 as Total Fixed Compensation (inclusive of superannuation);
- \$1,125,000 as her maximum opportunity under the Short Term Incentive plan; and
- \$1,250,000 as her maximum earning opportunity under the LTI plan.

Shareholders are referred to the Company's Remuneration Report for further details of Ms Wirth's remuneration.

Ms Wirth has not previously been issued with any other shares, performance options or performance rights in the Company.

No loan will be provided by the Company to Ms Wirth in relation to the grant of performance rights under the FY25 LTI plan.

Details of any performance rights issued under the LTI plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

### Board Recommendation

The Non-Executive Directors have concluded that Ms Wirth's remuneration package, including the proposed award of performance rights, is reasonable and appropriate having regard to the Company's circumstances and Ms Wirth's duties and responsibilities. The Executive Chair's remuneration, with a heavy equity weighting, strongly aligns her interests with creation of shareholder value.

The Board (other than Ms Wirth) recommends that shareholders vote ***in favour*** of Item 6 being the Grant of Performance Rights to the Executive Chair.

**MYMYER**

**MY STORE**

## LODGE YOUR VOTE



### ONLINE

<https://investorcentre.linkgroup.com>



### BY MAIL

Myer Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



### ALL ENQUIRIES TO

Telephone: 1300 820 260

Overseas: +61 1300 820 260



X99999999999

## VOTING AND PROXY FORM

I/We being a member(s) of Myer Holdings Limited (ABN 14 119 085 602) (the **Company**) and entitled to attend, and vote at, the Annual General Meeting of the Company to be held at 2:00pm (Melbourne time) on Tuesday, 10 December 2024 (the **Meeting**) hereby:

**A**

### VOTE DIRECTLY



elect to lodge my/our  
vote(s) directly (mark box)



in relation to the Meeting and at  
any adjournment or postponement  
of the Meeting.

You should mark either "for",  
"against" or "abstain" for each  
resolution.

OR

**B**

### APPOINT A PROXY



the Chairman  
of the Meeting  
(mark box)

OR if you are **NOT** appointing the Chairman  
of the Meeting as your proxy, please write  
the name and email of the person or body  
corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting,  
as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions  
have been given and to the extent permitted by the law, as the proxy sees fit) at the Meeting and at any postponement  
or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Clarendon Auditorium,  
Melbourne Convention and Exhibition Centre - 2 Clarendon Street, South Wharf VIC 3006**, logging in online at  
<https://meetings.linkgroup.com/MYR24>, ask questions verbally via a telephone facility, or watch the webcast via the  
Company's Investor Centre website - refer to the Notice of Meeting for further details.

**Important for Resolutions 5 & 6:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and  
you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the  
undirected proxies in respect of Resolutions 5 & 6, even though such resolutions are connected directly or indirectly with  
the remuneration of the Company's key management personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of all Resolutions.**

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 2:00pm on Friday 6 December 2024  
(Melbourne time).

Please read the voting instructions overleaf before marking any boxes with an ☒

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of all Resolutions.

### Resolutions

For Against Abstain\*

For Against Abstain\*

3 Re-Election of Mr Terry  
McCartney, as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Grant of Performance Rights to  
the Executive Chair

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Election of Mr Rob Perry, as a  
Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Adoption of the Remuneration  
Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

<input type="text"/>
----------------------

<input type="text"/>
----------------------

<input type="text"/>
----------------------

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the Shareholder. If there is a joint holding, either Shareholder may sign. If signed by the Shareholder's attorney,  
the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the  
form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MYR PRX2401N

## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please mark either "**for**", "**against**" or "**abstain**" for each resolution.

If you cast a direct vote and you do not mark either "**for**" or "**against**" on a given resolution, you will be deemed to have not voted on that resolution.

If you complete both Box A and Box B, you will be taken to have voted directly and any instructions in relation to the appointment of a proxy will have no effect.

Shareholders, custodians and nominees may identify on the Voting and Proxy Form the total number of votes in each of the categories "**for**", "**against**" and "**abstain**" and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the relevant box in Box B in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Box B in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted in the way set out in the "voting directions" section of this Voting and Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON RESOLUTIONS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the resolutions of business, your proxy may vote as he or she chooses. If you mark more than one box on a resolution your vote on that resolution will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting and Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting and Proxy Form and the second Voting and Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to the Meeting. A form of the certificate may be obtained from the Company's share registry by calling +61 1300 820 260 between 9:00am and 5:00pm (Melbourne time) or at [linkmarketservices.com.au](http://linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received by one of the methods given below by **2:00pm on Friday, 6 December 2024 (Melbourne time)**. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your Shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Myer Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communications via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

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

Login to the Link website using the holding details as shown on the Voting and Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

### IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible.  
Check your current browser by going to  
the website: **[whatismybrowser.com](http://whatismybrowser.com)**

---

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

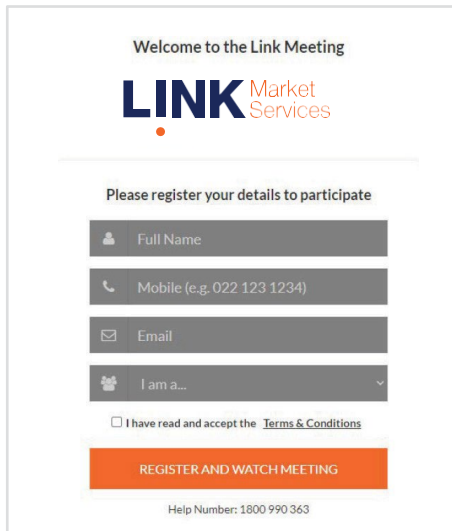
**To attend and vote you must have your  
securityholder number and postcode.**

Appointed Proxy: Your proxy number will  
be provided by Link before the meeting.

**Please make sure you have this  
information before proceeding.**



# Virtual Meeting Online Guide



Welcome to the Link Meeting

**LINK** Market Services

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/MYR24>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

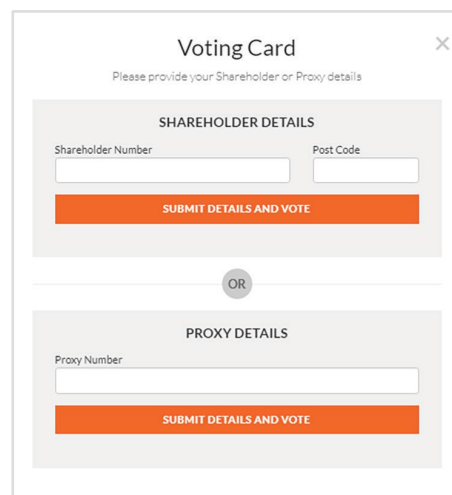
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

**PROXY DETAILS**

Proxy Number

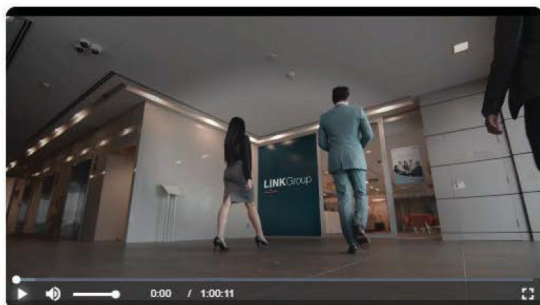
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



## Link Market Services Meeting

**+**  
Get a Voting Card

**?**  
Ask a Question

### Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE

\*\*\*\*\*0014

### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1

For

Against

Abstain

GENERAL BUSINESS

SUBMIT VOTE

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.



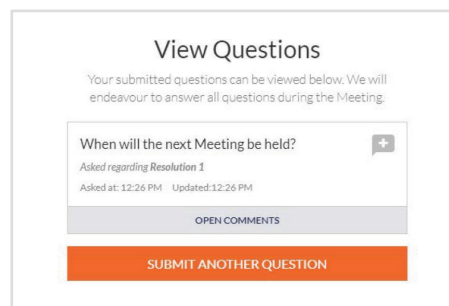
# Virtual Meeting Online Guide *continued*

## 2. How to ask a question

**Note:** Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.


If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



**View Questions**

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

When will the next Meeting be held? 

Asked regarding Resolution 1

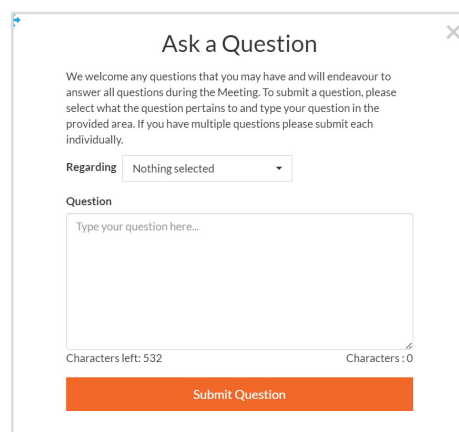
Asked at: 12:26 PM Updated: 12:26 PM

[OPEN COMMENTS](#)

[SUBMIT ANOTHER QUESTION](#)

### 2a. How to ask a written question

The 'Ask a Question' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.



**Ask a Question**

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

**Regarding** Nothing selected

**Question**

Type your question here...

Characters left: 532 Characters: 0

[Submit Question](#)

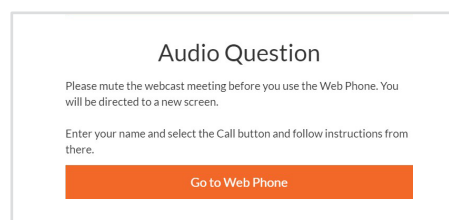
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

### 2b. How to ask an audio question



**Audio Question**

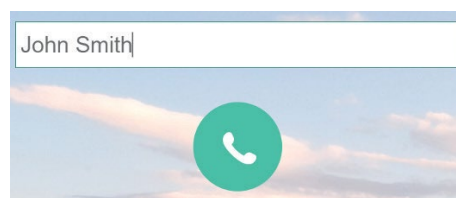
Please mute the webcast meeting before you use the Web Phone. You will be directed to a new screen.

Enter your name and select the Call button and follow instructions from there.


[Go to Web Phone](#)

#### Step 1

Click on 'Go to Web Phone'



John Smith

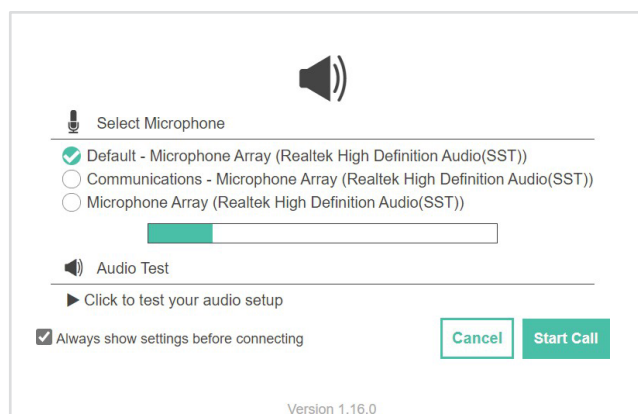


#### Step 2

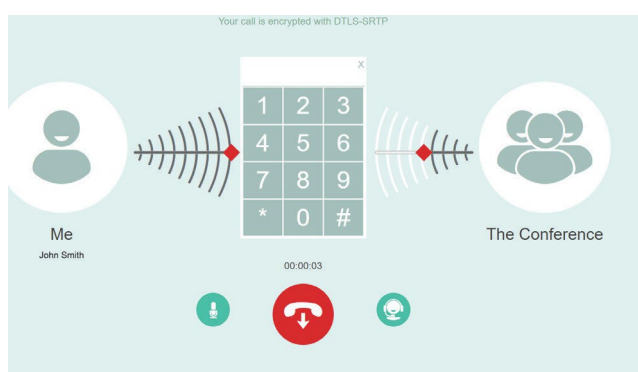
Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.

### Step 3

A box will pop up with a microphone test. Select **'Start Call'**



### Step 4



You are now in the meeting (on mute) and will be able to listen to proceedings.

When the Chair calls for questions or comments on each item of business, press \*1 on the keypad on your screen for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing \*2 on the keypad.

### Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

### Step 6

Your line will be muted once your question or comment has been asked / responded to

### Step 7

You can hang up and resume watching the meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

## Contact us

Australia  
T +61 1800 990 363  
E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)