

**Appendix 4E**

**Preliminary Final Report**

**For the year ended 30 June 2024**

**JB Hi-Fi Limited**

**ACN 093 220 136**

This preliminary final report is provided to the Australian Securities Exchange (ASX) under ASX Listing Rule 4.3A.

# JB Hi-Fi Limited

ACN 093 220 136

## Reporting period

Financial year ended 30 June 2024

## Comparative period

Financial year ended 30 June 2023

## Results for announcement to the market

		<i>Percentage change %</i>		<i>Amount \$m</i>
Revenue from ordinary activities	down	0.4%	to	9,592.4
Profit from ordinary activities after tax	down	16.4%	to	438.8
Net profit attributable to members of JB Hi-Fi Limited	down	16.4%	to	438.8

## Dividend information

	<i>Amount per security</i>	<i>Franked amount per security</i>
Final dividend	103.0¢	103.0¢
Special dividend	80.0¢	80.0¢
Interim dividend	158.0¢	158.0¢

Record date for determining entitlements to the dividend:

- final dividend 23 August 2024
- special dividend 23 August 2024
- interim dividend 23 February 2024

Dividend payment date:

- final dividend 6 September 2024
- special dividend 6 September 2024
- interim dividend 8 March 2024

## Net Tangible Assets Per Security

	<i>2024 \$</i>	<i>2023 \$</i>
Net tangible assets per security	4.37	3.18

Net tangible assets include the right-of-use assets recognised under AASB 16 Leases.

## Other information

This report is based on the consolidated financial statements which have been audited by Deloitte.

For a brief explanation of the figures above please refer to the Announcement on the results for the year ended 30 June 2024 and the notes to the financial statements.

# **JB Hi-Fi Limited**

**ACN 093 220 136**

**Annual report for the financial year  
ended 30 June 2024**

**Annual report  
for the financial year ended  
30 June 2024**

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## **GOVERNANCE STATEMENT**

JB Hi-Fi Limited (“the Company” or “JB Hi-Fi”) recognises the importance of governance matters and the Board continually reviews and monitors developments in corporate governance which are relevant to the Group (being the consolidated entity consisting of the Company and the entities it controls). The Company’s Governance Statement is set out below. The Company also recognises the importance of environmental and social matters to its shareholders, suppliers and customers and has released its 2024 Sustainability Report to the ASX at the same time as this Report.

## **CORPORATE GOVERNANCE STATEMENT**

The directors and management of the Group are committed to ensuring that the Group’s business is conducted ethically and in accordance with high standards of corporate governance.

The Board believes that:

- the Group’s policies and practices comply in all material respects with the 4th edition of the ASX Corporate Governance Council Principles and Recommendations (the “ASX Recommendations”); and
- during the 2024 financial year, the Company has been compliant with the spirit of the principles contained in the ASX Recommendations.

This Corporate Governance Statement has been approved by the Board and is effective as at 12 August 2024.

## **THE BOARD**

### **Role**

The primary role of the Board is to protect and enhance long-term sustainable shareholder value. The Board is accountable to shareholders for the performance of the Company, and it directs and monitors the business and affairs of the Group on behalf of shareholders.

The Board’s responsibilities include: overseeing the business and affairs of the Group and demonstrating leadership of the Group; setting (in consultation with management) the strategic and financial objectives of the Group and overseeing management’s implementation of these objectives; overseeing the reliability, adequacy and integrity of the Group’s accounting, financial management, financial reporting and disclosure practices and systems; approving the Group’s financial statements, Annual Report, Sustainability Report and Modern Slavery Statement; overseeing disclosures to the ASX; approval of dividends and other capital management initiatives; approving the appointment of the external auditor; ensuring that the Group has an appropriate risk management framework (for both financial and non-financial risk); setting the risk appetite within which management is expected to operate; establishing a procedure for the selection, appointment and performance review of directors; making recommendations to shareholders regarding the election and re-election of directors; approving the adoption of the Group’s major corporate governance policies; approving the appointment and replacement of senior executives including the Group Chief Executive Officer; monitoring the performance of management and, where required, challenging management and holding it to account; approving the Group’s remuneration framework and satisfying itself that the Group’s remuneration policies are aligned with the Group’s values, strategic objectives and risk appetite; approving the Group’s Statement of Values, Code of Conduct and other relevant documents so as to underpin the desired culture within the Group; establishing measurable objectives with regard to gender diversity within the Group and reviewing progress towards achieving them; oversight of the Group’s plans, actions and reporting in relation to environmental and social risks and opportunities; and approving the Group’s key sustainability policies.

The Group Chief Executive Officer, who is accountable to the Board, is responsible for managing, directing and promoting the profitable operation and development of the Group.

A copy of the Board Charter can be found on the Company’s investor website at <https://investors.jbhifi.com.au/> via the “Investors” and “Corporate Governance” sections.

### **Composition of the Board / Selection and appointment of directors**

Details of each of the directors are set out on pages 11 and 12 of this Report.

The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, knowledge and perspectives to enable it to carry out its obligations and responsibilities.

The Board believes that having a range of different skills, backgrounds, experience and genders ensures a diversity of viewpoints which facilitates effective governance and decision making.

The Company believes that skills and experience in the areas listed in the matrix below are desirable for the Board to perform its role effectively. The Board considers that its current composition possesses an effective blend of these skills and experience which enables it and its Committees to effectively govern the business, operate effectively and add value in the context of the Company's strategy.

<b>Skill/Experience</b>	<b>Description</b>	<b>No. of Directors</b>
Executive / Management Experience	Holds or held an executive leadership position in a publicly listed company or large professional services firm.	9/9
Retail	Holds or held an executive leadership position in a publicly listed or large private retail company, has extensive experience in retail consulting/advisory, or has been a NED of a publicly listed or large private retail company for at least 3 years.	8/9
Financial Acumen	Professional accounting qualifications, experience as the CEO, CFO or Chair of the Audit Committee of a publicly listed company or large private company, or membership of the Audit Committee of at least two publicly listed companies.	9/9
Property	Holds or held an executive leadership position with specific, or ultimate, responsibility for property in a large retailer or is/was a NED of a publicly listed or large private property company.	6/9
Online/Digital	Holds or held an executive leadership position in a digital or technology company or having ultimate responsibility for, or specific focus on, online/digital in a publicly listed company or large private retail company, or extensive experience in online/digital consulting/advisory.	7/9
Other Listed Board Experience / Governance	Is, or has been, a director of one or more other publicly listed companies for at least one year (other than JB Hi-Fi Limited).	7/9
Risk Management	Membership of the risk management committees of at least two publicly listed companies, or executive experience anticipating and identifying risks and monitoring the effectiveness of both financial and non-financial risk management frameworks and controls.	8/9
People & Culture	Experience as a Chair, NED, CEO or senior executive in a publicly listed or large private company or professional services firm in overseeing workplace culture, people management, development and succession planning, setting remuneration frameworks and promoting diversity & inclusion.	9/9
Strategy / Mergers & Acquisitions / Capital Management	Experience in a publicly listed company, large private company or large professional services firm in understanding and defining strategic objectives, assessing business plans, mergers & acquisitions and/or capital management.	9/9
Sustainability, Corporate Social Responsibility and Community Engagement	Understanding and experience in social responsibility and sustainability initiatives, management of workplace health & safety, community relations/workplace giving.	9/9

The Company maintains a majority of non-executive directors on its Board. The Board currently comprises nine directors, being seven non-executive directors, including the Chairman, and two executive directors, being the Group Chief Executive Officer and the Group Chief Financial Officer. The Company has written agreements with each director setting out the terms of their appointment. Apart from the Group Chief Executive Officer, directors are subject to shareholder re-election by rotation at least every three years. The Company provides shareholders with all material information in its possession relevant to the election or re-election of a director.

A copy of the Company's Board Composition & Succession Policy, which includes the procedure for the selection and appointment of directors, can be found on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections. The Board will undertake appropriate checks before appointing any person, or putting forward to shareholders a candidate for election, as a director, including checks to ensure that the candidate has sufficient capacity to perform the role.

Details of the directors as at the date of this Report, including further information about their experience, expertise and term of office, are set out in the Directors' Report.

### **Independence**

The Company considers that each of its directors (including the Chairman) is independent, with the exception of Terry Smart (Group Chief Executive Officer) and Nick Wells (Group Chief Financial Officer).

The Board regards directors as independent directors if they: do not have a material relationship with the Company other than solely as a result of being a director; are independent of management; and do not have any business or other relationship that could compromise the independent exercise of their judgement and their ability to act in the best interests of the Company. The independence of each director is considered on a case-by-case basis.

Richard Uechtritz was Chief Executive Officer of the Company between July 2000 and May 2010 and a consultant to the Company from May 2010 to November 2013. Given the passage of time, the Board is of the opinion that Richard is an independent director, and that neither these previous roles, nor his relationship with current management, compromises his ability to exercise independent, unfettered judgement or act in the best interests of the Company.

Beth Laughton was a non-executive director of GPT Funds Management Limited ("GPTFM"), the responsible entity for the GPT Wholesale Shopping Centre Fund, for 8 years prior to November 2023. The Board notes that, during that time, the GPT Wholesale Shopping Centre Fund had ownership interests in shopping centres in which the Group leased stores. The Board is, and throughout the year has been, of the opinion that Beth is an independent director on the basis that at the relevant time individual leasing arrangements within the Group and GPTFM were generally determined at a managerial level rather than Board level. In addition, the Company's internal protocols provided that Beth would be excluded from any discussion and decision making where any conflict of interest arose between her role as a director of the Company and of GPTFM.

Geoff Roberts was previously a partner at Deloitte until 2015. During the period that Geoff was a partner, Deloitte were the appointed auditors of the Group, however at no stage during the term of his partnership was Geoff involved in the provision of audit or other services to the Group. The Board is therefore of the opinion that Geoff is an independent director.

### **Conflict of interest**

Directors must keep the Board advised, on an ongoing basis, of any interests that could potentially conflict with those of the Company. Directors are required to promptly disclose to the Board interests in contracts, other directorships or offices held, possible related party transactions and any other material personal interests in a matter relating to the Company's affairs. If a material conflict of interest arises, the director concerned does not receive the relevant Board papers, is not present at the meeting whilst the item is considered and takes no part in decision making in relation to that item.

### **Board meetings**

The Board meets regularly, dependent on business requirements. Prior to any meeting, the directors receive all necessary Board papers. As well as holding regular Board meetings, the Board also meets to comprehensively review business plans and the strategy of the Group.

### **Access to information and independent advice**

Each director has the right of access to all relevant Company information and to the Group's executives. Subject to prior consultation with the Chairman, each director may seek independent professional advice at the Company's expense.

### **Professional development of directors**

The Company recognises the need for its directors to develop and maintain the skills and knowledge needed to perform their roles as directors effectively. The Company periodically reviews the need for directors to undertake professional development to maintain the skills and knowledge necessary to perform their roles. This includes, where necessary, management (including the Group Chief Financial Officer and the Company Secretary & General Counsel) and external advisors providing the directors with briefings and advice on developments in both the law and current practice in areas relevant to the Company and their role as directors (including, for example, corporate governance, accounting and remuneration). Individual directors also take advantage of professional development opportunities provided by third parties such as the Australian Institute of Company Directors and major accounting and legal firms.

The Company also has an induction program for new directors.

### **BOARD COMMITTEES**

Details of the Committees established by the Board are set out below.

#### **Audit and Risk Management Committee**

The Board has an Audit and Risk Management Committee.

The Audit and Risk Management Committee is charged primarily with assisting the Board in its:

- oversight of the reliability, adequacy and integrity of the Group's financial management, financial reporting and disclosure, its related non-financial reporting and disclosure practices, and its financial reporting framework;
- oversight of the independence, performance, appointment and removal of the external auditor;
- review of the Group's policies on risk oversight and management, including assessing whether management has developed and implemented effective systems to manage the material financial and non-financial risks affecting the Group's business (including environmental, health & safety, social, governance and cyber-security risks, and compliance with all material laws); and
- review of the Group's plans, actions and reporting in relation to sustainability, including climate.

A copy of the Audit and Risk Management Committee Charter can be found on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

During the 2024 financial year, the Audit and Risk Management Committee comprised the following non-executive directors, all of whom were independent and have relevant financial, commercial and risk management experience, including an independent chair who is not the Chair of the Board:

- Beth Laughton: Ongoing Member and Chair of the Committee;
- Geoff Roberts: Ongoing Member of the Committee;
- Melanie Wilson: Ongoing Member of the Committee;
- Christy Boyce: Member of the Committee since 16 September 2023; and
- Mark Powell: Member of the Committee until 31 December 2023.

Details of the background and experience of each of these non-executive directors are included in the Directors' Report.

The Audit and Risk Management Committee meets regularly. Details of the meetings held and members' attendance during the 2024 financial year are listed in the Directors' Report. Directors who are not members of the Audit and Risk Management Committee may attend any Audit and Risk Management Committee meeting.

#### **Remuneration and Nominations Committee**

The Board has a Remuneration and Nominations Committee.

The Remuneration and Nominations Committee is charged primarily with:

- reviewing and making recommendations to the Board regarding the framework, structure and quantum of remuneration of executive officers and non-executive directors; and



- reviewing and making recommendations to the Board regarding Board succession planning, the appointment and re-appointment of non-executive directors, the induction and continuing professional development of non-executive directors, the process for evaluating the performance of the Board, its committees and directors, and the succession of the Group Chief Executive Officer and other senior executives.

A copy of the Remuneration and Nominations Committee Charter can be found on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

During the 2024 financial year, the Remuneration and Nominations Committee comprised the following directors, each of whom are considered by the Company to be independent:

- Stephen Goddard: Ongoing Member and Chair of the Committee;
- Beth Laughton: Ongoing Member of the Committee;
- Mark Powell: Ongoing Member of the Committee; and
- Geoff Roberts: Member of the Committee since 31 December 2023.

The Remuneration and Nominations Committee meets as required. Details of the meetings held and members' attendance during the 2024 financial year are listed in the Directors' Report. Directors who are not members of the Remuneration and Nominations Committee may attend a Committee meeting at the invitation of the Chair when considered appropriate.

## **COMPANY SECRETARY**

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

## **CODE OF CONDUCT**

The Group acknowledges the need for directors, executives and employees to observe the highest ethical standards of corporate behaviour. The Group has adopted a Code of Conduct to provide directors, executives and employees with guidance on what the Group deems to be acceptable behaviour. The Group will ensure that the Board and/or Audit and Risk Management Committee is informed of any material incidents in breach of this Code.

A copy of the Code of Conduct can be found on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

## **WHISTLEBLOWER POLICY AND ANTI-BRIBERY, CORRUPTION & FRAUD POLICY**

The Group has a Whistleblower Policy and an Anti-Bribery, Corruption & Fraud Policy. The Group will ensure that the Board and/or Audit and Risk Management Committee is informed of any material incidents reported under or in breach of these policies.

Copies of these policies are available on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

## **DIVERSITY**

The Group recognises the importance of diversity and values the competitive advantage that is gained from a diverse range of skills, backgrounds, experience and gender at all levels of the organisation. The Group has a Diversity Policy which is available on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

The Group has a Group Diversity Strategy for both the JB Hi-Fi and The Good Guys businesses. This strategy is focussed on identifying and growing internal talent, underpinned by common and meaningful competency-based criteria. The Group Diversity Strategy and associated program of work is fundamental to enabling diversity by supporting women's progression to leadership roles, and is further supported by work to identify and remove potential barriers to this progression.

Details of the Group's diversity initiatives, measurable objectives and performance are set out in the Group's Sustainability Report which can be found on the Company's investor website at <https://investors.jbhifi.com.au/> in the "Corporate Social Responsibility" section.

## **SAFETY**

The Group is committed to providing a healthy and safe work environment for all its team members, contractors, customers and visitors. Details of the Group's health and safety policies and performance are set out in the Group's Sustainability Report which can be found on the Company's investor website at <https://investors.jbhifi.com.au/> in the "Corporate Social Responsibility" section.

## **SHAREHOLDINGS OF DIRECTORS AND EMPLOYEES**

Directors' current shareholdings are detailed in the Directors' Report and are updated by notification to the ASX as required. The Board has approved and adopted a Securities Trading Policy setting out the rules and procedures applying to directors, officers and employees dealing in securities.

All Key Management Personnel (being all Non-Executive Directors and the Executive KMP listed on page 33), are subject to the Company's Minimum Shareholding Policies which require:

- Non-Executive Directors to hold the equivalent of 1.0 times base Board fees in shares;
- the Group Chief Executive Officer to hold the equivalent of 1.5 times fixed pay in shares; and
- other Executive KMP to hold the equivalent of 1.0 times fixed pay in shares.

This level of shareholding is required to be built over 5 years from the introduction of the policy in FY2019 (or appointment, if later).

Subject to certain specific and limited exceptions, directors and key employees may only trade in the Company's shares, and any other securities of the Company, during designated Trading Windows. These four-week Trading Windows follow the release of the Company's Final Results (August/September), Interim Results (February/March) and the Annual General Meeting (October/November). Directors and Group executives are required to obtain the Chairman's consent in advance of any such trading and any transaction conducted by directors in shares of the Company is notified to the ASX.

A copy of the Securities Trading Policy can be found on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

## **INTEGRITY OF REPORTING**

The Company has controls designed to ensure the integrity of its financial reporting and that the Company complies with all regulatory requirements relevant to this reporting.

In accordance with the Corporations Act and the ASX Recommendations, the Group Chief Executive Officer and Group Chief Financial Officer have stated in writing to the Board that, in their opinion:

- (a) the financial records of the Group (consisting of the Company and the entities it controlled during the financial year) for the financial year ended 30 June 2024 have been properly maintained in accordance with section 286 of the Corporations Act;
- (b) the financial statements for the financial year and the notes required by the accounting standards give a true and fair view of the consolidated entity's financial position and performance, and comply with the accounting standards;
- (c) the consolidated entity disclosure statement required by section 295(3A) of the Corporations Act is true and correct;
- (d) the statements in (a) and (b) above are founded on a sound system of risk management and internal control which is operating effectively; and
- (e) subsequent to 30 June 2024, no changes or other matters have arisen that would have a material effect on the operation of the risk management and internal control systems of the Group.

The Company's full year financial statements and remuneration report are subject to an annual audit by an independent, professional auditor who also reviews the Company's half-yearly financial statements. The Audit and Risk Management Committee oversees this process on behalf of the Board. Deloitte has been the Company's external auditor since 2002. The audit engagement partner is rotated every five years and a new audit engagement partner was appointed for FY2024.

Information on procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners can be found in the Charter of the Audit and Risk Management Committee on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

The Company also has a process in place to verify the integrity of any periodic corporate report that it releases to the market that is not audited or reviewed by the independent auditor. Such reports are written by the relevant members of the Company's senior management team and are then independently reviewed by appropriate executives to ensure the information is accurate and stated assumptions or opinions are reasonable. Data is verified by reference to a reliable source of information and information is checked to ensure that it is consistent with any audited reports where relevant. A 'third line' check is then completed by an independent internal review team. Finally, the reports are reviewed in detail by the Company's Audit and Risk Management Committee and then by the full Board which must formally authorise the release of any such report to the market.

## **CONTINUOUS DISCLOSURE**

The Company seeks to provide relevant and timely information to its shareholders and is committed to fulfilling its continuous disclosure obligations.

The Board has approved a Continuous Disclosure Policy to ensure that the procedures for identifying and disclosing material price sensitive information in accordance with the Corporations Act and ASX Listing Rules are clearly articulated. This policy sets out the obligations of employees in respect of such information. The Group Chief Executive Officer, in consultation with the Chairman where appropriate, is responsible for communication with the ASX.

A copy of the Continuous Disclosure Policy can be found on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

The Company ensures that the Board receives copies of all material market announcements before, or promptly after, they have been made.

The Company releases a copy of any substantive investor or analyst presentation to the ASX ahead of the presentation.

## **SHAREHOLDER COMMUNICATIONS**

The Company communicates to shareholders, potential investors and other interested parties in the following ways:

- (a) by making information available on its website for investors at <https://investors.jbhifi.com.au/>, including:
  - an overview of its business;
  - information about the Company's directors and senior executives;
  - the Company's Constitution;
  - the Company's Board and Committee Charters;
  - the Company's core corporate governance policies;
  - the Company's Code of Conduct;
  - a calendar of key corporate events;
  - a summary of the Company's dividend policy and its dividend payment history;
  - details of how investors can contact the Company and its share registry; and
  - the information set out in paragraphs (b) and (c) below.
- (b) in its disclosures to the ASX (including, amongst other things, its Annual Report, financial results, trading updates, Sustainability Report and investor presentations);
- (c) at its Annual General Meeting and the associated Notice of AGM;
- (d) through its engagement program with institutional investors and analysts, including post-results briefings;
- (e) through its engagement with the Australian Shareholders' Association;
- (f) through its engagement with proxy advisers and the Australian Council of Superannuation Investors;
- (g) where appropriate, by responding to questions submitted via its investor website; and
- (h) through its engagement with the financial media.

Shareholders can elect to receive communications from, and send communications to, the Company's share registry electronically. The registry also gives shareholders the opportunity to manage their account details and holdings electronically. Shareholders are also able to send communications to the Company and receive responses to these communications electronically.

The Company has an investor relations program which involves regular meetings with significant current and potential investors, and with analysts and the financial media.

The Company holds an Annual General Meeting to which all shareholders are invited. In 2023, the Company held a "hybrid" Annual General Meeting, allowing shareholders to attend either in person or online, and the Company will hold its AGM in this format in 2024. All resolutions at Annual General Meetings are decided by a poll rather than a show of hands. Shareholders who are unable to attend are able to appoint a proxy to attend and vote or, alternatively, can vote by proxy in advance of the Meeting or online during the meeting. The Company ensures that the external auditor attends its Annual General Meetings and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Further detail is set out in the Company's Shareholder Communication Policy which can be found on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

## **RISK IDENTIFICATION AND MANAGEMENT**

The Group's policy is to consider the balance of risk and reward, as far as practicable, in order to optimise the returns gained from its business activities, and to meet the expectations of its shareholders, other key stakeholders and the broader community.

The Board has delegated to the Audit and Risk Management Committee responsibility for overseeing the implementation of policies and procedures aimed at ensuring that the Group conducts its operations in a manner that adequately manages risk to protect its people, the environment and the Group's assets and reputation. The Group has an effective risk management framework in line with ISO31000 which enables management to identify and manage risk appropriately. The Committee regularly reviews and revises this framework and the Board reviews the framework at least annually to satisfy itself that it continues to be sound and that the Group is operating with due regard to the risk appetite set by the Board. The risk management framework was last reviewed by the Board in November 2023.

Risk identification and management is also a key focus of the executive and management teams.

The Group does not have a formal internal audit function. Instead, risk identification and management is managed on a day-to-day basis by a dedicated risk management and business assurance team. The risk management and business assurance team evaluate and look to continually improve the effectiveness of the Group's governance, risk management and internal control processes.

A copy of the Group's Risk Management Policy can be found on the Company's investor website at <https://investors.jbhifi.com.au/> via the "Investors" and "Corporate Governance" sections.

## **SUSTAINABILITY AND ENVIRONMENTAL AND SOCIAL RISKS**

The Group recognises the material environmental and social risks that are relevant to its activities and takes action to manage those risks. A Group Sustainability Plan has been established to provide a foundational framework to integrate sustainability and the management of these risks into the operations and strategic priorities of the Group's businesses. Governance and oversight of the approach and progress is provided by the Audit and Risk Management Committee. Further detail about these environmental and social risks is set out in the Operating and Financial Review.

The Company has released its 2024 Sustainability Report to the ASX and this Report can be found on the Company's investor website at <https://investors.jbhifi.com.au/> in the "Corporate Social Responsibility" section. This Report provides disclosure around the material sustainability-related issues for the Group's businesses and how the Group plans to prioritise and manage these going forward.

## **OUR PURPOSE & VALUES**

The Group's purpose is to connect customers with the products and services that make life better.

The Group aims to do this through its two iconic and trusted retail brands, JB Hi-Fi (a leading retailer of technology and consumer electronics) and The Good Guys (a leading retailer of home appliances and consumer electronics).

Set out below are the Values which the Group and all of its team members are guided by in their activities.

**Passion** - We love what we do. We:

- are passionate about our people, our customers and our products
- show enthusiasm and take pride in our work
- strive to exceed our customers' expectations and create amazing experiences

**Respect and Empower** - We value and respect everyone. We:

- empower, support and trust our people
- treat everyone fairly and without discrimination
- act with humility, listen openly, and value others' opinions

**Integrity** - We act honestly and do the right thing. We:

- accept responsibility for our actions
- act lawfully, ethically and responsibly
- call out things that aren't right

**Innovative** – We embrace change and adapt quickly. We:

- never stand still and constantly evolve
- are entrepreneurial and look for opportunities
- are not afraid to fail and we learn from our mistakes

**Driven** – We are focused and deliberate. We:

- are results oriented and deliver on the things we commit to
- make decisions based on facts and experience
- focus on productivity and efficiency

**Social Conscience** – We care about our people, our community and our environment. We:

- give back to the communities where we live and work
- ensure our business is safe, inclusive and welcoming for everyone
- strive to minimise our impact on the environment

**Authentic** – We are diverse and embrace individuality. We:

- are informal and don't take ourselves too seriously
- are energetic and enthusiastic
- have fun, enjoy ourselves and celebrate success

## **BOARD AND EXECUTIVE PERFORMANCE**

JB Hi-Fi monitors and evaluates the performance of its Board, Board Committees, individual directors and executives in order to fairly review and continuously improve Board and management effectiveness.

In June/July of each year, each director completes a board review and assessment, and one-on-one interviews take place between the Chair and each director which cover:

- review of Board performance as a whole;
- review of the individual director's performance;
- the director's ongoing capacity to continue to perform their role with the Company; and
- review of the Chair's performance.

The Chair reports back to the Board on the discussions and the Board considers any issues as necessary.

Directors may also discuss the Chair's performance with the Chair of the Company's Audit and Risk Management Committee, who will report back to the Board if necessary.

The Chair provides informal feedback to directors throughout the year as necessary.

Each Board Committee reviews its performance and reports the results of the review to the Board. Where necessary, recommendations will be made to the Board for improving the effectiveness of the relevant Committee.

Review of the Group Chief Executive Officer's performance is evaluated by the Chair, with ultimate oversight by the Board. This involves an assessment against both financial and non-financial performance measures. All other Group executives are evaluated by the Group Chief Executive Officer including assessment against both financial and non-financial performance measures. The Group Chief Executive Officer provides a summary of the evaluation of each executive to the Board and the Remuneration and Nominations Committee.

Evaluation of the performance of the Board, Board Committees, individual directors and Group executives has been conducted in respect of the 2024 financial year.

## **DIRECTORS' FEES AND EXECUTIVE REMUNERATION**

### **Directors' fees**

The details of remuneration paid to each non-executive director during the financial year and the principles behind the setting of such remuneration are included in the Remuneration Report.

### **Executive KMP remuneration**

The amount of remuneration, both monetary and non-monetary, for the executives who had authority and responsibility for planning, directing and controlling the activities of the Group during the financial year, and the principles behind the setting of such remuneration, are included in the Remuneration Report.

## DIRECTORS' REPORT

The directors of JB Hi-Fi Limited (the "Company") submit herewith the annual financial report of the consolidated entity consisting of the Company and the entities it controlled (the "Group") for the financial year ended 30 June 2024. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows:

The names and particulars of the directors of the Company during or since the end of the financial year are:

<b>Name</b>	<b>Particulars</b>
<b>Mr Stephen Goddard</b> Non-Executive Director MSc, BSc (Hons)	Stephen was appointed to the Board in August 2016 and became Chairman on 1 July 2020. Stephen is also Chair of the Company's Remuneration and Nominations Committee and was a member of the Audit and Risk Management Committee until 30 June 2020. Stephen has more than 30 years' retail experience having held senior executive positions with some of Australia's best-known retailers. These include Finance Director and Operations Director for David Jones, founding Managing Director of Officeworks, and various senior management roles with Myer. Stephen was previously a non-executive director and Chair of the Audit and Risk Management Committees of Accent Group Limited, Nick Scali Limited and GWA Group Limited.
<b>Ms Christy Boyce</b> Non-Executive Director B.Ec, GAICD, MBA (Distinction)	Christy joined the Board in September 2023 and is a member of the Company's Audit and Risk Management Committee. Christy has over 25 years' advisory experience in Australia and the United States with extensive involvement in retail, including pricing, online strategy, loyalty programs and sales & marketing. Christy was a director (senior partner) of Port Jackson Partners. Prior to this, she was a partner at McKinsey & Co, working in the firm's Sydney, New York and Chicago offices, and was co-leader of its retail/consumer goods practice. Christy is currently a non-executive director of BAI Communications Australia, EMM Consulting and the SCEGGS Darlinghurst Trust. Her previous experience includes acting as a non-executive director of ASX listed companies Greencross Limited, Monash IVF Group Limited, OneView Healthcare Plc and CSR Limited.
<b>Ms Beth Laughton</b> Non-Executive Director B.Ec, FAICD, FCA	Beth was appointed to the Board in May 2011, became Chair of the Audit and Risk Management Committee in June 2012, and is also a member of the Company's Remuneration and Nominations Committee. After qualifying as a Chartered Accountant, Beth spent over 25 years in corporate finance, providing mergers and acquisition advice and arranging equity funding for companies in a range of industries including specialty retail. For 12 years her primary focus was on information technology, telecommunications and entertainment. She is a non-executive director of Region Group (formerly Shopping Centres Australasia Property Group) and Chair of its Audit, Risk Management and Compliance Committee. In November 2023, Beth retired after 8 years as an independent director of GPT Funds Management Limited where she was also Chair of its Audit, Compliance & Risk Management Committee. Beth was previously a member of the Defence SA Advisory Board, a non-executive director of Port Adelaide Maritime Corporation, a non-executive director and Chair of the Audit Committee of both Sydney Ferries and CRC Care Pty Limited, and a non-executive director of the ASX listed Australand Property Group companies.
<b>Mr Mark Powell</b> Non-Executive Director BSc (Hons), MSc, MBA (Distinction), BApp. Theol, MA (Hons)	Mark was appointed to the Board in March 2017. He is currently a member of the Remuneration and Nominations Committee and was a member of the Audit and Risk Management Committee from 2017 to 2023. Following initial training and experience in underground coal mining, Mark has gained over 30 years' executive experience in retail, logistics and wholesale distribution in the UK, Spain, North America, Australia and New Zealand. This includes being UK Logistics Operations Director for Tesco Plc, running Wal-Mart Canada's logistics operations and as CEO of the Warehouse Stationery retail chain in NZ. Mark also spent five years as Group CEO for The Warehouse Group, a NZX listed retail group which includes Noel Leeming, NZ's largest technology and appliances retailer. He was also an advisor to the board of The Good Guys for 18 months prior to its

acquisition by JB Hi-Fi. Mark is currently a non-executive director of Bapcor Limited and a member of its Remuneration and ESG Committee, a non-executive director of My Food Bag Group Limited and Chair of its Nomination and Remuneration Committee, and a non-executive director of Stihl Pty Limited. Mark was previously a non-executive director of Kiwi Property Group and Chair of its ESG Committee and a non-executive director and member of the Strategy and Audit, Compliance & Risk Committees of 7-Eleven Australia.

**Mr Geoff Roberts**  
Non-Executive Director  
Exec. MBA, B.Comm,  
FCA, FAICD

Geoff was appointed to the Board in January 2021 and is a member of both the Audit and Risk Management Committee and the Remuneration and Nominations Committee. Geoff is a non-executive director and honorary treasurer for both the Melbourne Cricket Club and the WEHI Institute of Medical Research, and is a non-executive director of Djerriwarrh Investments Limited. His executive career included 13 years as Group Chief Financial Officer of Seek Limited and AXA Asia Pacific Holdings Limited, and 15 years as a partner with Deloitte, including as Managing Partner Victoria.

**Mr Richard Uechtritz**  
Non-Executive Director

Richard has over 30 years' experience in retailing. He was co-founder of Australia's two leading photo chains, Rabbit Photo and Smiths Kodak Express, and was a director of Kodak (Australasia) Pty Ltd. Richard led the management buy-in of JB Hi-Fi in July 2000 and was CEO and Managing Director until his resignation from these positions in May 2010. Richard re-joined the Board in April 2011 as a non-executive director. He is also a non-executive director of Seven Group Holdings Limited.

**Ms Melanie Wilson**  
Non-Executive Director  
MBA, B.Comm (Hons),  
GAICD

Melanie was appointed to the Board in June 2020 and is a member of the Audit and Risk Management Committee. Melanie gained extensive experience in senior management roles across global retail brands, including Woolworths (Head of Online, Big W and Manager, Strategy Group), Limited Brands (Victoria's Secret and Bath & Bodyworks, New York), and Diva/Lovisa. Her retail experience includes online/e-commerce, store operations, merchandise systems, marketing, brand development and logistics/fulfilment. Melanie has also held roles with Bain & Company (Boston) and Goldman Sachs (Hong Kong/Sydney) and completed an MBA at Harvard Business School. Melanie is currently a non-executive director and Chair of Baby Bunting Group Limited and a member of its Remuneration & Nominations and Audit & Risk Committees. She is also a non-executive director of Property Guru Group (Singapore) and Orotan Group. Melanie was previously a non-executive director of Shaver Shop Group Limited and EML Payments Limited, and a non-executive director and Chair of the Audit & Risk Committee of iSelect Limited.

**Mr Terry Smart**  
Group Chief Executive  
Officer and Executive  
Director

Terry was appointed Group Chief Executive Officer and joined the Board in August 2021. He was previously CEO of JB Hi-Fi from May 2010 to June 2014, following ten years as Chief Operating Officer, and oversaw significant expansion and growth during this time. Terry returned to the JB Hi-Fi Group in April 2017 as Managing Director of The Good Guys and led the repositioning and significant improvement in performance of The Good Guys business.

**Mr Nick Wells**  
Group Chief Financial  
Officer  
and Executive Director  
B.Comm, CA

Nick was appointed Group Chief Financial Officer in 2014 and joined the Board in August 2021. Nick oversees the finance, property, risk, sustainability and M&A functions and, during his time as CFO, has implemented significant strategic initiatives, including leading the acquisition of The Good Guys in 2016. Prior to joining JB Hi-Fi in 2009, Nick was a Manager at Deloitte where he provided audit and assurance services to a broad range of companies, including a number of Australian retail businesses.

Each of the aforementioned directors held office for the whole financial year and since the end of the financial year other than Christy Boyce as set out above.



## Company Secretary

### Mr Doug Smith

BA (Hons). Admitted to legal practice in Victoria & in England and Wales

Doug was appointed Company Secretary in June 2012. Doug joined JB Hi-Fi as General Counsel in September 2010 and has over 30 years' legal and company secretarial experience in-house and in private practice.

## Directorships of other listed companies

Directorships of other listed companies held by directors in the 3 years immediately before the end of the financial year, and since the end of the financial year, are as follows:

Name	Company	Period of Directorship
Stephen Goddard	GWA Group Limited Accent Group Limited Nick Scali Limited	October 2016 – June 2023 November 2017 – November 2023 March 2018 – December 2023
Christy Boyce	CSR Limited	March 2023 – July 2024
Beth Laughton	Region Group	Since December 2018
Mark Powell	Kiwi Property Group Limited (NZX) Bapcor Limited My Food Bag Group Limited (NZX)	October 2017 – May 2023 Since September 2020 Since November 2022
Geoff Roberts	Djerriwarrh Investments Limited	Since July 2022
Richard Uechtritz	Seven Group Holdings Limited	Since June 2010
Melanie Wilson	Baby Bunting Group Limited iSelect Limited EML Payments Limited	Since February 2016 March 2016 – October 2021 February 2018 – February 2023

## Principal activity

The Group's principal activity in the course of the financial year was the retailing of home consumer products. The Group offers a wide range of leading brands with particular focus on consumer electronics, software (including music, games and movies), whitegoods and appliances. There have been no significant changes in the nature of the principal activity of the Group during the financial year.

## Operating and Financial Review

The Operating and Financial Review, which forms part of this Directors' Report, is presented separately on pages 17 to 30.

## Changes in state of affairs

During the financial year there was no significant change in the state of affairs of the Group.

## Subsequent events

### Acquisition of E&S

On 9 August 2024, the Group entered into an agreement to acquire 75% of the shares of E. & S. Trading Co. (Discounts) Pty. Ltd ("E&S"). E&S is a specialist retailer of premium kitchen, laundry and bathroom products. E&S has 10 showrooms in Victoria, and 1 showroom to open in ACT in August 2024, an online store and a commercial business. E&S FY2024 revenue was circa \$230 million and normalised pre AASB16 EBITDA was circa \$7 million.

The consideration for the initial acquisition of 75% is \$47.8 million which will be funded through existing cash reserves. The Group has also entered into a put and call option arrangement for the acquisition of the remaining 25% of E&S in September 2029.

Completion of the acquisition is subject to customary completion conditions and is expected to occur in September 2024.

### *ACCC Proceedings*

On 11 July 2024, the Australian Competition and Consumer Commission instituted proceedings against The Good Guys Discount Warehouses (Australia) Pty Ltd, a subsidiary of the Company. Refer to Note 28 of the financial statements for further details.

There have been no other matters or circumstances occurring subsequent to the end of the financial year that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

### **Future developments**

Information regarding likely developments in the operations of the Group in future financial years is set out in the Operating and Financial Review and elsewhere in the Annual Report.

### **Environmental regulations**

The Group's operations are not subject to any particular and significant environmental regulation. The Group's Sustainability Report provides disclosure around the material sustainability-related issues for the Group's businesses. The Group has not incurred any significant liabilities under any environmental legislation during the financial year.

### **Dividends**

In respect of the financial year ended 30 June 2023, as detailed in the Directors' Report for that financial year, an interim dividend of 197.0 cents per share and a final dividend of 115.0 cents per share, both franked to 100% at the 30% corporate income tax rate, were paid to the holders of fully paid ordinary shares on 10 March 2023 and 8 September 2023 respectively.

In respect of the financial year ended 30 June 2024, an interim dividend of 158.0 cents per share was paid to the holders of fully paid ordinary shares on 8 March 2024 and the directors have declared the payment of a final dividend of 103.0 cents per share to be paid to the holders of fully paid ordinary shares on 6 September 2024. Both dividends are franked to 100% at the 30% corporate income tax rate. The total ordinary dividend for the financial year of 261.0 cents per share represents a payout ratio of approximately 65% of net profit after tax of \$438.8 million.

The directors have also declared the payment of a special dividend of 80.0 cents per share to be paid to the holders of fully paid ordinary shares on 6 September 2024, franked to 100% at the 30% corporate income tax rate. The special dividend combined with the final dividend will distribute \$200 million to shareholders.

### **Indemnification of officers and auditors**

The Company indemnifies current and former directors and officers for any loss arising from any claim by reason of any wrongful act committed by them in their capacity as a director or officer (subject to certain exclusions as required by law). During the financial year, the Company has paid premiums in respect of contracts insuring the directors and officers against any liability of this nature. In accordance with normal commercial practices, under the terms of the insurance contracts the nature of the liabilities insured against, and the amount of the premiums paid, are confidential. The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such by an officer or auditor.

## Directors' meetings

The following table sets out the number of directors' meetings (including meetings of Committees of directors) held during the 2024 financial year and the number of meetings attended by the members of the Board or the relevant Committee. During the financial year, 13 Board meetings, 4 Remuneration and Nominations Committee meetings, and 6 Audit and Risk Management Committee meetings were held.

Directors	Board of Directors		Remuneration and Nominations Committee		Audit and Risk Management Committee	
	<i>Held</i>	<i>Attended</i>	<i>Held</i>	<i>Attended</i>	<i>Held</i>	<i>Attended</i>
S. Goddard	13	13	4	4	–	–
C. Boyce	9	9	–	–	5	5
B. Laughton	13	13	4	4	6	6
M. Powell	13	13	4	4	2	2
G. Roberts	13	13	2	2	6	6
R. Uechtritz	13	13	–	–	–	–
M. Wilson	13	13	–	–	6	6
T. Smart	13	13	–	–	–	–
N. Wells	13	13	–	–	–	–

## Directors' shareholdings

The following table sets out each director's relevant interest in shares, debentures, and rights or options in shares or debentures of the Company, or a related body corporate, as at the date of this Report.

Directors	Fully paid ordinary shares			Executive share options		
	Direct number	Indirect number	Total	Direct number	Indirect number	Total
S. Goddard	4,500	–	4,500	–	–	–
C. Boyce	–	–	–	–	–	–
B. Laughton	5,804	–	5,804	–	–	–
M. Powell	4,000	–	4,000	–	–	–
G. Roberts	–	4,000	4,000	–	–	–
R. Uechtritz	4,816	–	4,816	–	–	–
M. Wilson	–	3,500	3,500	–	–	–
T. Smart	27,757	135,493	163,250	–	–	–
N. Wells	–	47,950	47,950	–	–	–

## Remuneration Report

The Remuneration Report, which forms part of this Directors' Report, is presented separately on pages 31 to 47.

## Proceedings on behalf of the Company

The directors are not aware of any persons applying for leave under s.237 of the Corporations Act 2001 to bring, or intervene in, proceedings on behalf of the Company.

## Non-audit services

Given the size and complexity of the Group, it can be in the interests of the Group to engage the services of its auditor to assist in a range of related projects. The directors are aware of the issues relating to auditor independence and have in place policies and procedures to address actual, potential and perceived conflicts in relation to the provision of non-audit related services by the Company's auditor.

Details of the non-audit services undertaken by, and amounts paid to, the auditor of the Group are detailed in Note 29 to the financial statements.

The directors are satisfied that the provision of non-audit services during the year by the auditor is compatible with, and do not compromise, the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in the Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Australian Professional & Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

**Auditor's independence declaration**

The auditor's independence declaration is included on page 48 of the Annual Report.

**Rounding off of amounts**

The Company is a company of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, and in accordance with that Corporations Instrument, amounts in the Directors' Report and financial report are rounded off to the nearest hundred thousand dollars, unless otherwise indicated.

Signed in accordance with a resolution of the directors made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the directors



**Stephen Goddard**  
Chairman  
12 August 2024



**Terry Smart**  
Group Chief Executive Officer

## **OPERATING AND FINANCIAL REVIEW**

### **OVERVIEW OF OPERATIONS**

The Group includes two iconic retail brands:

- JB Hi-Fi – a leading retailer of technology and consumer electronics with a strong position with a young tech-savvy demographic; and
- The Good Guys – a leading retailer of home appliances and consumer electronics with a strong position with home-making families.

Both businesses aim to sell the best brands, providing a big range, at low prices, with exceptional customer service provided by passionate, knowledgeable team members.

The Group holds significant market-share in many of its product categories and sells the following products:

- consumer electronics and technology products including televisions, audio equipment, computers, fitness, health and wellbeing products, smart home products and cameras;
- telecommunications products and services;
- home appliances including whitegoods, cooking products, heating & cooling products, small appliances and kitchen accessories; and
- software (music, movies and games) and associated collectibles and merchandise.

The Group also provides information technology and consulting services.

The Group has multichannel sales capability with sales primarily from its branded retail store networks (205 JB Hi-Fi/JB Hi-Fi Home stores in Australia, 19 JB Hi-Fi stores in New Zealand and 106 The Good Guys stores in Australia as at 30 June 2024), online operations (JB Hi-Fi and The Good Guys websites) and over the phone. Sales are also generated from the Group's commercial and education businesses.

The Group Model is underpinned by 4 unique competitive advantages.

#### *Scale:*

- strong and engaged supplier relationships, importance to suppliers both locally and globally
- large, engaged and diversified customer base across the two brands provides suppliers with the ability to execute promotions and new product launches at scale
- young customer base drives ongoing brand importance to suppliers to maximise sales of new technology and innovation
- high volume website traffic provides significant marketing opportunities and reach
- Group function enables business to drive efficiencies across large cost base

#### *Low Cost Operating Model:*

- constant focus on productivity and minimising unnecessary expenditure
- highly productive floor space with high sales per square metre
- efficiency of model allows the Group to:
  - respond to market price activity and maintain focus on market share; and
  - compete effectively with traditional competitors and new market entrants

#### *Multichannel Capability:*

- focus on providing the customer with an integrated and frictionless shopping experience regardless of their chosen sales channel
- customer choice on how to shop with us:
  - in-store - high quality store locations that provide convenience and easy access
  - online - high brand awareness and optimised digital experience drives high traffic through websites
  - over the phone - convenient and personalised sales experience giving customers the ability to negotiate a deal
- fast fulfilment, via in-store shopping, click-and-collect, or delivery from the store network or big and bulky Home Delivery Centres
- aftersales support via any channel provides confidence when buying
- national Commercial business supporting corporate, government and education customers

*People & Culture:*

- knowledgeable and passionate teams who put customers first and provide exceptional customer service
- strong, overarching culture that also reflects the individual brand personalities
- dynamic and flexible environment allows the business to pivot quickly and adapt to any changing market conditions
- highly engaged teams who have a connection with the business and its purpose
- diverse and inclusive workforce
- unrelenting focus on health and safety

## GROUP FINANCIAL PERFORMANCE FY2024 – HIGHLIGHTS

	FY2024	FY2023	Growth	
Total Sales (\$m)	9,592.4	9,626.4	(34.0)	(0.4%)
Earnings before interest and tax (\$m)	647.2	769.0	(121.8)	(15.8%)
Net profit after tax (\$m)	438.8	524.6	(85.8)	(16.4%)
Earnings per share (basic ¢)	401.4	479.9	(78.5 cps)	(16.4%)
Ordinary dividend per share (¢)	261.0	312.0	(51 cps)	(16.3%)

In addition to the FY2024 results, on 12 August 2024 the Group announced that:

- it has entered into an agreement to acquire E. & S. Trading Co. (Discounts) Pty Ltd, with an initial acquisition of 75% for cash consideration of \$47.8 million on a cash free/debt free basis (refer to page 27 for further details); and
- the directors have declared a fully franked special dividend of 80.0 cps, or \$87.5 million, which together with the final dividend will distribute \$200 million to shareholders.

## DIVISIONAL PERFORMANCE

### JB Hi-Fi Australia

	FY2024	FY2023	Growth
Sales (\$m)	6,609.9	6,546.1	+1.0%
Gross Profit (\$m)	1,467.8	1,481.4	(0.9%)
Gross Margin (%)	22.21%	22.63%	(42 bps)
Cost of Doing Business (%)	12.61%	12.07%	+54 bps
EBITDA (\$m)	634.1	690.9	(8.2%)
EBITDA Margin (%)	9.59%	10.55%	(96 bps)
EBIT (\$m)	491.2	551.9	(11.0%)
EBIT Margin (%)	7.43%	8.43%	(100 bps)

Total sales were up 1.0% to \$6.61 billion with comparable sales growth up 0.6% driven by continued customer demand for technology and consumer electronics products, and supported by well-executed Black Friday, Boxing Day and Tax Time promotional periods. The key growth categories during the year were Mobile Phones, Small Appliances, Cameras, Games Hardware and Services. By value, software sales represented 3.6% of total sales (FY2023: 4.1%). Online sales, which include web chat and over the phone sales, increased by 2.8% to \$1.03 billion or 15.5% of total sales (FY2023: 15.3%).

Gross profit decreased by 0.9% to \$1.47 billion, with gross margin decreasing by 42 bps to 22.2%, driven by sales mix and increased levels of on-floor discounting. Cost of Doing Business ("CODB") was up 54 bps to 12.6%, and in absolute terms grew 5.5% for the year, with disciplined cost control helping to manage inflationary cost pressures. Depreciation increased by 2.8% with an increase in depreciation on right-of-use assets partially offset by a decline in depreciation on fixed assets. EBIT was down 11% to \$491.2 million, with EBIT margin down 100 bps to 7.4%.

**JB Hi-Fi New Zealand<sup>(i)</sup>**

	<b>FY2024</b>	<b>FY2023</b>	<b>Growth</b>
Sales (NZ\$m)	327.9	292.1	+12.3%
Gross Profit (NZ\$m)	55.5	46.7	+18.8%
Gross Margin (%)	16.93%	16.00%	+93bps
Cost of Doing Business (%)	15.59%	14.18%	+141 bps
EBITDA (NZ\$m)	4.4	5.3	(17.1%)
EBITDA Margin (%)	1.35%	1.82%	(48 bps)
EBIT (NZ\$m)	(2.3)	4.4	n/m
EBIT Margin (%)	(0.69%)	1.52%	(221 bps)
Underlying EBIT (NZ\$m) <sup>(ii)</sup>	(5.5)	(2.2)	(146.7%)
Underlying EBIT Margin (%)	(1.68%)	(0.77%)	(92 bps)

(i) Amounts disclosed for JB Hi-Fi New Zealand are in local currency to remove the impacts of foreign currency translation on trading performance. The Australian dollar performance is presented in Note 2 of the financial statements.

(ii) Underlying EBIT represents EBIT adjusted depreciation of NZ\$3.2 million (FY2023: NZ\$6.7 million) that would have been recognised if right-of-use assets and fixed assets had not been impaired in previous years.

Total sales were up 12.3% to NZ\$327.9 million, with comparable sales also up 1.6%. The key growth categories in FY2024 were Mobile Phones, Audio, Games Hardware, IT and Small Appliances. Software sales were 5.6% of total sales (FY2023: 6.4%). Online sales grew 32.4% to NZ\$42.6 million or 13.0% of total sales (FY2023: 11.0%). Five new stores were opened during the year, including three standard format stores and two international airport stores.

Gross profit was up 18.8% to NZ\$55.5 million with gross margin up 93 bps on FY2023 to 16.9%, an improvement off a low base in the prior year. CODB was up 141 bps on FY2023 to 15.6%. In absolute terms CODB grew 23.4% due to the continued investment in new stores and strategic initiatives, with comparable CODB up 5.1%. EBITDA was NZ\$4.4 million, down 17.1% and EBIT was also down NZ\$6.7 million to negative NZ\$2.3 million. Underlying EBIT, adjusted for depreciation that would have been recognised if right-of-use assets and fixed assets had not been previously impaired, was negative NZ\$5.5 million, down NZ\$3.3 million on FY2023.

**The Good Guys**

	<b>FY2024</b>	<b>FY2023</b>	<b>Growth</b>
Sales (\$m)	2,679.1	2,813.0	(4.8%)
Gross Profit (\$m)	621.2	658.4	(5.6%)
Gross Margin (%)	23.19%	23.40%	(22 bps)
Cost of Doing Business (%)	14.00%	12.83%	+117 bps
EBITDA (\$m)	246.1	297.4	(17.3%)
EBITDA Margin (%)	9.19%	10.57%	(139 bps)
EBIT (\$m)	158.1	213.0	(25.8%)
EBIT Margin (%)	5.90%	7.57%	(167 bps)

Total sales declined by 4.8% to \$2.68 billion with comparable sales down 4.8%. The Good Guys core Home Appliance categories remained resilient during the year, with the Consumer Electronics categories softer cycling elevated demand in the prior year. Online sales, which include web chat and over the phone sales, for FY2024 were up 1.3% to \$387.2 million or 14.5% of total sales (FY2023:13.6%).

Gross profit for FY2024 was \$621.2 million, with gross margin down 22 bps to 23.2%, driven by increased on-floor discounting. CODB for FY2024 was up 117 bps to 14.0%, and in absolute terms grew 3.9%, with disciplined cost control helping to manage inflationary cost pressures. Depreciation grew by 4.3%, with an increase in both depreciation on right-of-use assets and fixed assets.

EBIT was down by 25.8% to \$158.1 million, with EBIT margin down 167 bps to 5.9%.



## **GROUP BALANCE SHEET, CAPITAL MANAGEMENT AND DIVIDENDS**

The Group's total net assets at the end of the financial year were \$1,559.1 million, which was \$139.5 million higher than at the end of FY2023.

During the year, due to the strong cash position of the Group, the Group's term debt facility was reduced from \$200.0 million to \$50.0 million, while the trade finance facility remained at \$200.0 million. The Group's bank overdraft facilities also remained unchanged at \$29.2 million. The Group now has a total of \$279.2 million external finance facilities which are comprised as follows, with \$264.2 million undrawn at 30 June 2024:

- \$200.0 million trade finance facility renewable annually;
- \$20.0 million and NZ\$10.0 million overdraft facilities renewable annually (total AU\$29.2 million); and
- \$50.0 million term debt facility with an expiry date of February 2025.

The financial covenants included in the Group's financing facilities are leverage and fixed charges cover ratios. The Group has complied with each of its financial covenants throughout the period.

At the end of the financial year the Group had total interest bearing liabilities of \$15.0 million and cash on hand of \$317.7 million, resulting in net cash of \$302.7 million, compared to net cash of \$127.5 million in the prior year.

The total ordinary dividend for the 2024 financial year of 261 cents per share represents a payout ratio of approximately 65% of net profit after tax. The final dividend for the 2024 financial year of 103.0 cents per share fully franked will be paid on 6 September 2024 with a record date of 23 August 2024.

As a result of the Group's continued strong financial performance and cashflow generation, the Group has an elevated net cash position and a significant franking credit balance at the end of the 2024 financial year. Taking this into account, the Board has declared the payment of a special dividend of 80.0 cents per share fully franked to be paid to the holders of fully paid ordinary shares on 6 September 2024. The special dividend will distribute \$87.5 million to shareholders, while continuing to provide capacity for the Group to invest in organic and inorganic opportunities. The combination of the special dividend and the final dividend will distribute \$200 million to shareholders.

The Board will continue to regularly review the Group's capital structure with a focus on maximising returns to shareholders and maintaining balance sheet strength and flexibility.

## **INVESTMENTS FOR FUTURE PERFORMANCE**

Investments of \$74.5 million were made during the financial year in capital expenditure projects, an increase of \$2.5 million from \$72.0 million during the previous financial year. Capital expenditure increased from FY2023 as the Group continued to invest in the store portfolio, online and strategic initiatives. The Group's investing activities are anticipated to contribute towards future earnings growth.

## **WORKING CAPITAL**

Total inventory on hand increased from the previous financial year by \$52.7 million or 5.1% to \$1,093.6 million. Inventory turnover was up 14 bps to 7.0 times from 6.8 times in FY2023.

Payables, which ordinarily grow in line with inventory, were up 9.1% or \$60.3 million in FY2024 compared to FY2023, as strong tax time sales drove incremental buying in June to replenish inventory levels. As a result, at 30 June 2024 net working capital was below normal levels.

Financial and operating leverage remains low as evidenced by solid fixed charges cover<sup>1</sup> of 3.9 times (FY2023: 4.5 times) and interest cover<sup>1</sup> of 327.3 times (FY2023: 170.9 times). The Company's gearing ratio<sup>1</sup> was low at 0.0 (FY2023: 0.1) as there were only \$15.0 million of borrowings at 30 June 2024 (FY2023: \$50.0 million).

Operating cash flows and operating cash conversion continue to be strong. The Group had net cash of \$302.7 million at 30 June 2024, driven by continued strong cash generation and the low net working capital position.

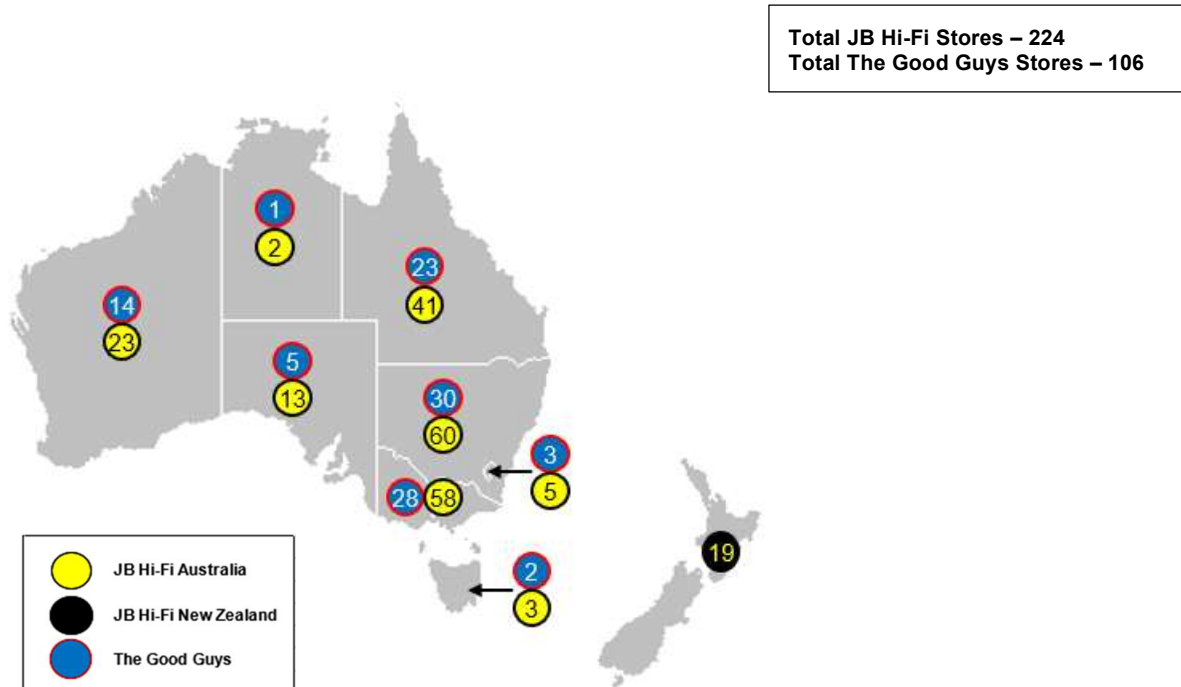
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<sup>1</sup> Calculated prior to the impact of AASB 16

## STORES

The Group's sales are primarily from its branded retail store networks, located both in stand-alone destination sites and shopping centre locations.

The store locations as at 30 June 2024 are set out below.



In Australia, six new JB Hi-Fi stores were opened and three JB Hi-Fi stores were closed in FY2024. In New Zealand, 5 new JB Hi-Fi stores were opened and no stores were closed in FY2024. There were no The Good Guys stores opened or closed in FY2024.

## **BUSINESS STRATEGIES AND PROSPECTS**

The following factors are considered important in understanding the strategy of the Group and the main opportunities and threats that may have a significant effect on its results and its prospects for future years. These factors are listed regardless of whether they were significant in FY2024.

### **Business risks**

There are a number of factors, both specific to the Group and of a general nature, which may threaten both the future operating and financial performance of the Group, and the outcome of an investment in the Group. There can be no guarantee that the Group will achieve its stated objectives or that forward looking statements will be realised. The operating and financial performance of the Group is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest and exchange rates, access to debt and capital markets and government fiscal, monetary and regulatory policies. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, may have an adverse impact on the Group's business or financial condition.

The specific material business risks faced by the Group, and how the Group manages these risks, are set out below.

- Competition – the markets in which the Group operates remain highly competitive and any increased competition from new and existing competitors may lead to price deflation and a decline in sales and profitability. As the #1 player in a fragmented Australian market, the Group's scale allows it to maintain focus on market share and absorb margin pressure during periods of heightened market price activity and consolidation. The Group also believes that its competitive advantages and the plans for growth set out below will allow it to maintain its market leading position.
- A loss or erosion of reputation – both the JB Hi-Fi business and The Good Guys business enjoy a high level of loyalty and trust with customers. Any decline in this high level of loyalty and trust could compromise the market leading positions of the JB Hi-Fi business and The Good Guys business and adversely affect the Group's operating and financial performance. This could occur as a result of a wide range of factors or events, including:
  - a loss or erosion of the reputation of the JB Hi-Fi and The Good Guys businesses for price leadership. The Group constantly reviews and updates its pricing strategy and takes a pro-active approach to responding to the competitive environment, including careful monitoring of its competitors' pricing and strategic and tactical marketing campaigns to maintain its price position;
  - a loss or erosion of the reputation of the JB Hi-Fi and The Good Guys businesses for high levels of customer service, and/or the in-store experience provided by the businesses does not meet customer expectations. The Group seeks to mitigate this risk through the use of customer service and engagement analytics, senior management monitoring of customer complaints, targeted capex investment, optimising floor layouts and category space allocation, the trialling of new store formats, and an ongoing program of work to improve in-store experience and evolve its service model;
  - the online experience provided by the Group's businesses does not meet customer expectations. The Group has demonstrated its ability to capture online sales and continues to invest in its digital and online capability;
  - a major information security breach of the Group's IT systems. Information security breaches remain a key area of focus for organisations globally to mitigate the risk of financial and/or reputational damage. The Group seeks to mitigate this risk through investment in IT security measures, including incident response planning and testing. Noting the constant evolution of the nature and sophistication of external threats, management conduct regular reviews of, and continuous improvement over, the Group's network security and information security controls (including a continuous program of system updates, patching and vulnerability assessments to ensure core systems are kept secure on an on-going basis), and monitors the external environment for new and emerging risks;
  - a major workplace health and safety incident or customer injury. The Group seeks to mitigate this risk through having appropriate occupational health and safety procedures and staff training in place for all of its sites. Particular areas of focus in recent years include mental health and wellbeing of the Group's team members, how to deal with disgruntled or aggressive customers, safety within the Group's home delivery centres, and hazard, incident and injury management. Further detail is set out in the Group's Sustainability Report;

- a significant breach of regulatory or legislative requirements. The Group seeks to mitigate this risk through appropriate staff training on key regulatory and legislative requirements relevant to its business, as well as making legal and regulatory compliance a key focus of the management team. Further detail is set out below (see “Litigation/breach of legal or regulatory requirements”); or
- the Group failing to meet its sustainability or corporate social responsibility objectives, or not operating in accordance with community and stakeholder expectations in these areas and the potential for adverse media coverage should this occur. The Group seeks to mitigate this via its sustainability and corporate social responsibility initiatives under its Group Sustainability Framework, details of which can be found in the Group’s annual Sustainability Reports. Management monitors progress against the Group’s Sustainability Plan and engages with suppliers, investors and across industry forums to ensure that changes in stakeholder expectations are understood. In addition, the Group actively monitors both social and traditional media on an ongoing basis and, where appropriate, responds to issues raised, as well as taking any steps necessary to promptly address valid concerns or underlying issues.
- Consumer discretionary spending and changes in consumer demands – the Group is exposed to both the upside and downside of consumer spending cycles and changes in consumer demand. A reduction in consumer spending and demand (for example, due to high inflation) may lead to a decline in the Group’s sales and profitability. The Group maintains its relevance using its strong market position supported by its low price proposition. Many of the products sold by the Group are now considered less “discretionary” than in the past, with products such as mobile phones and computers now being seen as “essential” by many consumers. The Group’s stores, which are both in convenient and high traffic locations, seek to maximise both destination and impulse sales, reflected in the Group’s high sales per square metre of floor space. The Group also closely monitors changes in the economic environment, consumer demand and new products, and is able to respond quickly to such changes.
- Online competition taking sales from the Group’s stores – the Group seeks to provide customers with a quality online offer, while leveraging the benefits of its physical stores. The Group continues to invest and innovate both in-store and online in order to give customers the choice as to how to transact with the JB Hi-Fi and The Good Guys businesses, and is focusing on continuing to integrate the in-store and online experience. The Group’s market leadership and scale gives it global relevance with suppliers and drives significant buying power which enables the Group to compete successfully with online players, as does its low cost of doing business. The Group also believes that the existence of its store networks will continue to provide confidence in after-sales service and support to its online customers, whilst also enabling fast online fulfilment via delivery from stores and click-and-collect.
- Digitisation of physical software leading to a fall in traditional software sales beyond expectations – the JB Hi-Fi business will maintain a software presence in store while the category is still providing solid returns, whilst adjusting inventory, range and in-store space allocated to the category as appropriate.
- Ineffective inventory management – a failure to maintain sufficient inventory (or holding excessive inventory) may adversely affect the Group’s operating and financial performance. The Group mitigates this risk through regular monitoring of inventory quality and stock levels.
- Shortage of inventory due to supply chain disruption – a shortage of inventory due to global or local supply chain disruption may adversely affect the Group’s operating and financial performance. The Group’s scale and strong relationships with a large number of different suppliers means that it is in a strong position to obtain inventory even when supply chains are disrupted.
- Failure to maintain key supplier relationships – the Group has strong partnerships with all major suppliers, with its dual brand retail approach providing ranging and merchandising optionality and facilitating the execution of strategic initiatives at scale. The Group’s store locations and high traffic websites provide suppliers with high visibility for their products. The Group has significant supplier management processes to mitigate the risk of failing to maintain key supplier relationships and, whilst at any one time certain products and suppliers are more important than others, the large and diverse range of products stocked by the businesses means that reliance on any one supplier or product is less than for some smaller competitors. In addition, the JB Hi-Fi and The Good Guys businesses have proven records of expansion into new product categories and introducing new brands, rather than solely remaining reliant on those products and brands which were successful in previous years.
- Supply chain capability does not support the Group’s growth objectives – the Group continues to develop and improve its supply chain through initiatives such as the Group’s Home Delivery Centres, the improvement of inventory planning and ordering processes, and the expansion of delivery options.

- The “JB Hi-Fi Business”, “JB Hi-Fi Education”, and “The Good Guys Commercial” businesses do not deliver the expected growth outcomes for the Group – the Group continues to invest in these businesses to support their continued growth and expand their product and service offerings.
- Growth from expansion of the Group’s product and services offerings does not deliver the expected growth outcomes for the Group – the Group continues to invest and innovate in these areas to support continued growth.
- Failure to achieve the expected improved results for the JB Hi-Fi New Zealand business may have an adverse impact on the Group’s operating and financial performance – the Group is encouraged by the improved sales performance of the JB Hi-Fi New Zealand business and is investing in the business for future growth.
- Increasing cost of doing business – certain costs of doing business are outside of the Group’s control. For example, the Group’s cost of doing business is impacted by the annual Fair Work Award wage reviews and rising energy costs. However, the increasing scale of the Group’s operations continues to deliver cost benefits and the Group remains focused on controlling costs.
- Leasing arrangements – the ability to identify suitable sites and negotiate suitable leasing terms for new and existing stores and warehouses is key to the Group’s ongoing growth and profitability. The Group believes that it will continue to be able to do this as it has done successfully to date, and management continually assess the Group’s strategy on locations and formats to optimise the store and warehouse network in light of changes in the market.
- Loss of, or inability to attract and retain, key staff – the Group’s ability to attract and retain talented staff is critical to its operating and financial performance. In recognition of this, succession planning and executive/senior management team composition is a key focus for the Board and Group executive team. The Group continues to focus on providing a safe, inclusive and welcoming environment for all of its employees and on developing and improving its programs and strategies relating to diversity & inclusion, the prevention of harassment, discrimination or bullying, and development of its team members. Further detail is set out in the Group’s Sustainability Report.
- IT systems – the Group’s increasing reliance on IT systems means that outages, disruptions and security breaches could have a detrimental impact on its operating and financial performance, and any failure to maintain and upgrade its IT systems over time has the potential to inhibit the achievement of the Group’s business initiatives. To mitigate these risks, the Group has disaster recovery processes (including off-site IT back-up infrastructure) and invests in IT security measures. The Group also continues to invest and develop its IT resources and capabilities to support the Group’s strategic objectives.
- Sustained disruption to operations resulting from external factors – external factors outside of the Group’s control, such as pandemic, disruption to supply chains, systemic utility failures or extreme weather events could materially impact the Group’s businesses. The Group mitigates these risks by contingency planning as far as practicable, and its flexible model allows management to quickly take appropriate action to react to any such risks as they arise.
- Changes in regulatory environment – changes in the regulatory environment in which the Group operates may increase compliance costs, and even (in extreme cases) affect the ability of the Group to sell certain types of products and services or conduct certain activities. Whilst such changes are outside the control of the Group, the Group monitors proposed changes in the regulatory environment so that it can assess the impact of such changes and develop appropriate response strategies where possible.
- Finance – a breach of the Group’s debt covenants or inability to access financing facilities could adversely affect the Group’s operating and financial performance. The Group has significant headroom in both its debt facilities and covenants. Additionally, cash flow forecasts and debt capacity are closely monitored by management. Details of the Group’s financing facilities are set out on page 21.
- Fraud and corruption – the Group has no history of material fraud or corruption and seeks to minimise the risk of loss arising from fraud and corruption through appropriate policies, procedures and controls. Risk identification and management is managed on a day-to-day basis by a dedicated risk management and business assurance team which evaluates, and looks to continually improve, the effectiveness of the Group’s governance, risk management and internal control processes.
- Litigation/breach of legal or regulatory requirements – legal proceedings and claims may arise from time to time in the ordinary course of the Group’s businesses and may result in high legal costs, adverse monetary judgements and/or damage to the Group’s businesses which could have an adverse impact on the Group’s financial position and financial performance. Additionally, a significant breach of regulatory requirements or laws could adversely impact the Group’s ability to carry on parts of its business. The Group makes legal and regulatory compliance a key focus of the management team and seeks to mitigate this risk through its comprehensive compliance program which includes appropriate staff training on key regulatory and legislative

requirements relevant to its business. However, in view of the size and nature of the Group's businesses, the various laws that are relevant to the businesses and the regulatory environment, it is possible that, from time to time, the Group may be involved in legal proceedings. As at the date of this Report, the Group is involved in the following proceedings:

- in July 2024, the ACCC commenced proceedings against The Good Guys relating to the advertising and fulfilment of certain store credit promotions conducted by The Good Guys during the period July 2019 to August 2023 and alleging that The Good Guys contravened the Australian Consumer Law and/or the Australian Securities and Investments Commission Act in relation to these promotions. The Good Guys has always sought to provide value and benefits to its customers and has worked cooperatively with the ACCC throughout its investigation; and
- in December 2023, the JB Hi-Fi business received a writ and statement of claim from Maurice Blackburn filed in the Supreme Court of Victoria in relation to a class action relating to the sale of extended warranties. The proceedings make claims under the Australian Consumer Law, among other matters, in relation to the sale of extended warranties to consumers. The proceedings seek compensation for loss or damage of an unquantified amount, interest and costs for the lead plaintiff and group members. The Group considers that it has complied with relevant laws at all times and intends to vigorously defend the proceedings.

### **Business Strategies**

The Group believes that the following strategies/factors will continue to drive growth in sales and earnings:

- focus on retail execution:
  - enhance visual merchandising: refine and improve in-store visual merchandising practices to ensure an engaging shopping experience;
  - improve conversion rates: maximise existing customer traffic by enhancing conversion rates;
  - solid promotional strategy: focus on a strong promotional program, especially during key sales events like Black Friday and Boxing Day;
  - drive value: maintain a focused approach on actively promoting and demonstrating our exceptional value to customers;
  - operational efficiencies: drive operational efficiencies to reinvest in customer-facing roles and comprehensive team member training;
- multichannel model:
  - new store openings: open two new JB Hi-Fi Australia stores and one The Good Guys store in FY2025;
  - expand membership program: continue to leverage the JB Perks membership program and grow the existing base of 1.6 million customers;
  - launch online marketplace: recently launched a "Marketplace" on the JB Hi-Fi Australia website to capitalise on significant web traffic and expand our range in core categories;
  - enhance sales channels: grow our phone, chat, and video sales channels to meet customers' changing shopping needs;
- JB Hi-Fi New Zealand expansion:
  - new store openings: targeting 5 new stores in FY2025;
  - develop commercial sales: identify and cultivate opportunities for commercial sales;
  - improve gross margins: leverage the growth in retail sales to enhance overall profit margins;
  - invest in people and systems: continue investing in our workforce and systems to support ongoing growth;
- commercial growth:
  - expand customer base: continue to grow our active customer base across corporate, government, and education sectors;
  - leverage new AI device opportunity: leverage our scale and reach to drive sales of new AI-enabled devices;
  - integrate with retail: continue to integrate with the retail business, focusing on business customer lead generation and enhancing the delivery experience;
- supply chain optimisation:
  - enhance delivery options: focus on creating best-in-class customer experiences including launching a new transport management system;
  - optimise inventory flow: improve inventory flow during peak trade periods to enhance stock availability and ensure staff safety;
  - streamline bulky product flow: improve the flow of bulky products into regional stores to maximise in-stock positions and ensure staff safety;

- review supply chain network: continuously review the supply chain network to ensure it aligns with our multichannel strategy and enhances the customer experience; and
- continued mitigation of the business risks faced by the Group detailed on pages 23 to 26.

### **Acquisition of E&S**

On 12 August 2024 the Group announced that it has entered into an agreement to acquire E. & S. Trading Co. (Discounts) Pty Ltd ("E&S").

#### *Overview of the E&S business*

- established in 1962 by the Sinclair family.
- premium offering across the kitchen, laundry and bathroom product segments.
- 10 showrooms in Victoria and Online, plus 1 showroom in ACT to open in August 2024, delivering highly personalised customer service, both pre and post purchase.
- strong delivery capability.
- established commercial offering in Victoria servicing builders, developers and architects, with recent opening in ACT.
- FY2024 revenue of circa \$230 million and normalised pre AASB16 EBITDA of circa \$7 million.

#### *Strategic rationale*

E&S is highly complementary to the Group's existing brands, providing the Group with new and expanded customer segments and product categories, including:

- the premium home appliance customer and category;
- the bathroom category;
- the large commercial construction customer; and
- boutique and volume builders & architects.

The Group expects to be able to continue to grow E&S, both in Victoria and nationally.

#### *Transaction details*

- Initial acquisition of 75% for cash consideration of \$47.8 million on a cash-free / debt-free basis.
- Put and call option arrangement in place for the acquisition of the remaining 25% in September 2029.
- Rob Sinclair will continue as Managing Director of the business.
- The acquisition will be funded through existing cash reserves.
- Completion of the acquisition is subject to customary completion conditions and is expected to occur in September 2024.

### **Environmental & Social risks**

There are a range of environmental and social risks that could negatively impact the Group:

- if its activities adversely affect the natural environment or human society; and/or
- if its activities are adversely affected by changes in the natural environment or human society.

In order to understand and prioritise these risks, the Group has undertaken a materiality assessment utilising a globally recognised assessment framework. The most material environmental and social risks identified and the actions to mitigate those risks are set out below and additional information can be found in the Group's 2024 Sustainability Report:

- Employee safety and wellbeing - the Group creates and maintains a safe and healthy workplace that strives to prevent fatalities, minimise physical injuries and illness, and promote good mental health and wellbeing by: maintaining a strong leadership focus and implementing a Group Strategy for safety; employing a systematic approach to incident management and risk mitigation supported by its Group Occupational Health and Safety System; implementing policies and practices to provide a safe, inclusive and welcoming environment for all of its customers and employees and by taking positive action to prevent harassment, discrimination or bullying; and establishing key performance indicators and safety targets to monitor and improve performance. Key health & safety initiatives implemented in FY2024 included: ongoing focus on and enhancement of mental health & wellbeing training with specific measures to mitigate psychosocial risks; enhancement of training on the management of aggressive customers and shoplifters on the shopfloor and over the phone; and a focus on safe manual handling practices including the introduction of new training programs and standards on back-of-house layouts and racking configuration.
- Diversity, Inclusion and Engagement - the Group recognises the importance of diversity and understands that, by adapting to the differing needs of its employees, it will build stronger teams and create value for its customers and shareholders. Initiatives implemented in FY2024 under the Group's Diversity, Inclusion and Engagement Strategy include: continued use of behavioural competencies for all roles throughout the Group

to identify high potential talent and equalise recruitment & selection practices; continued promotion of the “Speak Up” initiative to create an environment where team members can bring forward any concerns relating to inclusion, respect, and safety in the workplace; launch of an updated and enhanced Group Women in Leadership Program; ongoing development and extension of the Group’s Flexible Work Policy with store managers participating for the first time in FY2024; and conducting full and “pulse” engagement surveys of our team members and an annual inclusion survey. FY2024 also saw improvements in gender diversity across the Group with an increase in the number of women in leadership positions.

- Strong governance, business ethics and compliance - the Group’s stakeholders expect the Group to act responsibly and ethically and to comply with all relevant laws and regulations. The Group acts with integrity and transparency in conducting its businesses and has established a Statement of Values and a Code of Conduct to help guide its behaviours, together with additional policies and procedures including a Whistle-blower Policy, an Anti-Bribery, Corruption & Fraud Policy, and a Securities Trading Policy, which clearly outline the standards of behaviour required and which provide avenues to report wrongdoing. Governance and oversight is also provided by the Group’s Board of Directors and Board Committees, including an Audit and Risk Management Committee.
- Ethical sourcing and modern slavery - the Group recognises the importance of sourcing responsibly and the potential social and environmental impacts that its purchasing decisions can have. The Group also recognises the risk of modern slavery and the potential for human rights abuses in its supply chain and is committed to sourcing its products and services in an ethical and responsible manner and, in doing so, ensuring that minimum standards concerning labour, health & safety, environmental management and ethics are maintained across the supply chain. The Group has an Ethical Sourcing Policy outlining the minimum standards expected of its suppliers, which was reviewed and updated in FY2024 to ensure that it remains in line with the Responsible Business Alliance Code of Conduct and other relevant international frameworks. Supporting this policy is a risk-based approach to supplier due diligence, which helps the Group assess compliance with the Policy. This includes a combination of inherent risk assessments conducted by the Group, self-assessments completed by suppliers, and social compliance audits carried out by independent parties on selected supplier manufacturing facilities. Initiatives undertaken in FY2024 include: the submission of the Group’s fourth Modern Slavery Statement; continued membership of, and utilisation of the resources of, the Responsible Business Alliance; development and implementation of a new ethical sourcing questionnaire for all new and potential suppliers; the Group seeking information from additional existing suppliers in order to enable the Group to prioritise further engagement with those that may be at a higher risk of modern slavery; and on-site factory visits of 5 factories in China which supply private-label products for the Group, including engaging with management and workers and observing third-party audits.
- Sustainable Packaging/Operational Waste and Recycling - the products that the Group sells and related packaging can have an adverse impact on the environment if not recycled or re-used. To mitigate this risk, the Group has operational processes and systems in place to facilitate the recycling of cardboard, paper, hard and soft plastics and polystyrene waste. Processes are also in place to facilitate the salvage and re-use of unwanted technology from both the Group’s own operations, and from product returns by customers. In FY2024 the Group continued to improve its existing waste and recycling systems and processes including: joining two industry initiatives aimed at improving the environmental impact of some of the products that it sells (The Coalition for Sustainable Solutions and the Music Product Stewardship Alliance); removal of all plastic bags and PVC gift cards from the JB Hi-Fi store network; continuing to improve the sustainability of packaging used by our store network; implementing a new sustainability questionnaire to ascertain suppliers’ commitments to achieving APCO’s 2025 sustainable packaging targets with a view to engaging with and influencing these suppliers to align with the Group’s packaging targets; the roll-out of customer battery and e-waste recycling drop-off points in all JB Hi-Fi Australia and The Good Guys stores; and expansion of the Group’s trade-in offers ensuring that more products are given a second life following refurbishment.
- Energy consumption and emissions reduction/Climate-related risks - the Group aims to ensure that its business is climate resilient, and pro-actively responds to the climate-related risks and opportunities that are most material to the Group. The majority of greenhouse gas (GHG) emissions resulting from the Group’s business operations come from the electricity used to power its store and warehouse network. In addition, the Group consumes natural gas for heating, and fuel for company-owned cars. In FY2021 the Group set a strategic goal to achieve net-zero direct (scope 1 and 2) carbon emissions by 2030. The Group has developed a roadmap of emission reduction initiatives to assist the Group in meeting this target and the Group’s activities in FY2024 included: establishment of a net-zero steering committee involving team members from different areas of the Group’s businesses; completing the installation of solar power generators at an additional 7 stores, bringing the total number of stores with solar power to 30; the addition of “Greenpower” to the Group’s



energy mix; continuing to develop and refine the Group's scope 3 emissions calculations in preparation for mandatory reporting in the future; and further engaging with suppliers on emissions reduction. The Group conducts an annual review of its key risks and opportunities relating to climate change and applies climate scenario analysis to evaluate how the most material physical and transition risks will impact the Group under different climate scenarios. Each risk/opportunity is assigned to a member of the senior management team to manage on an on-going basis, with progress reported to the Audit & Risk Management Committee twice a year. These key risks and opportunities are set out in the 2024 Sustainability Report.

- Data security and Privacy – the Group recognises the need to take appropriate action to secure its information systems in order to reduce the risk of customer, employee or company information being stolen by cyber criminals or otherwise accessed by unauthorised persons. The Group's Technology Director is responsible for co-ordinating the security of these information systems and has a dedicated cyber security function which monitors the environment, responds to events, assesses risk, and implements new capabilities. In addition, relevant team members receive regular privacy, cyber security and PCI-DSS training. In order that the Group can conduct its business, a number of third parties used by the Group hold personal information of the Group's customers and employees. The Group works with these third parties to ensure that such information is held securely and is only held to the extent absolutely necessary.
- Product design, quality and safety – the Group expects its suppliers to ensure that the products that it sells are safe and seeks commitments in its contracts with suppliers that all products, packaging and documentation supplied to the Group will comply with all relevant laws and standards. The majority of the products sold by the Group are manufactured by large, global brands who are well practised in ensuring compliance with relevant legislation. The Group's private label products (such as cables, headphones, chargers, and small electronic appliances such as radios and turntables) are relatively low risk products in terms of product safety but, again, manufacturers must ensure compliance. The Group pays particular attention to the safety of any products containing button batteries which can pose a particular risk to health and safety.

**SALES UPDATE AND TRADING OUTLOOK – as at 12 August 2024**

**July 2024 sales update**

The Group provides the following sales update for the period 1 July 2024 to 31 July 2024:

- Total sales growth for JB Hi-Fi Australia was 5.6% with comparable sales growth of 5.2%;
- Total sales growth for JB Hi-Fi New Zealand was 12.2% with comparable sales growth of -4.9%; and
- Total sales growth for The Good Guys was 2.7% with comparable sales growth of 2.7%.

Sales are in line with the Group's expectations, with sales momentum in Australia continuing into July.

## REMUNERATION REPORT (audited)

### CONTENTS

- Summary (page 31)
- Executive KMP Remuneration (page 33)
- Non-Executive Director Remuneration (page 43)
- Total Key Management Personnel Compensation (page 45)
- Other Information (page 45)
- Share Ownership-Based Remuneration Schemes (page 46)

### SUMMARY

#### Remuneration overview

The Board recognises that the performance of the Group depends on the quality and motivation of its people, including both the Executive KMP (being those persons listed on page 33) and the approximately 15,000 employees of the Group across Australia and New Zealand. The Company's remuneration strategy seeks to appropriately reward, incentivise and retain key employees. The Board aims to achieve this by setting competitive remuneration packages ("packages") that include a mix of fixed remuneration and incentives under the Company's Variable Reward Plan ("VRP").

#### Snapshot

##### Another year of financial and strategic achievement

The 2024 financial year has been another strong year for the Group and follows the exceptional results achieved in the previous four financial years. The Group continued to outperform expectations throughout the year, with the Group's unique consumer electronics and home appliance offering resonating with its customers and strong execution by management continuing to grow its market share in a challenging economic environment.

This strong performance has been reflected in the Group's financial results. In an uncertain economic environment, in FY2024 management delivered EBIT of \$647.2 million, NPAT of \$438.8 million and EPS of 401.4 cents per share, all of which significantly outperformed annual analyst consensus expectations at the start of the financial year. Over the five years from FY2019 to FY2024, management have delivered five-year absolute revenue growth of 35.2% and compound annual revenue growth of 6.2%, and five-year absolute EPS growth of 84.6% and compound annual EPS growth of 13.0%.

In addition to driving these financial outcomes, management has also executed on a number of key strategic initiatives aimed at further developing and reinforcing the Group over the longer term. These include further enhancing the Group's multichannel capability, improving the Group's supply chain and successfully implementing sustainability initiatives.

As a result of the above, and despite macroeconomic headwinds, the Group has continued to pay strong dividends to shareholders of \$298.5 million in FY2024, with five-year absolute dividend growth of 89.7%, and has generated absolute total shareholder return of 47.4% in the past 12 months with a closing share price of \$61.21 at 30 June 2024. This has resulted in excellent outcomes for shareholders and is reflected in the Executive KMP VRP achievement outcomes for the year as set out below.

##### Executive KMP FY2024 Incentive Achievement

Vesting outcomes in respect of FY2024 VRP incentives resulted in Executive KMP earning between 96% and 97% of rewards available for FY2024.

The VRP scorecard for FY2024 provided that 75% of available rewards were linked to financial measures, primarily five-year compound annual EPS growth, in order to reflect the elevated demand experienced in the past four years and to address the potential volatility of the trading environment in FY2024. 100% of available rewards for financial performance were earned by each Executive KMP as a result of the exceptional five-year compound annual EPS growth achieved (13.0%).

The remaining 25% of available rewards were dependent upon the achievement of various strategic measures deemed relevant for the individual executive, and between 84% and 88% of available rewards for this strategic component were earned by Executive KMP. Further detail is set out on pages 37 to 38.

As with recent years, 25% of VRP rewards achieved in relation to FY2024 are paid in cash and the remaining 75% of the VRP rewards achieved in relation to FY2024 are delivered in deferred shares. One third of these shares will be released from dealing restrictions in each of August 2025, August 2026 and August 2027, such that the vast majority of VRP rewards will therefore be subject to share price performance and align Executive KMP with the experience of shareholders over the medium to longer term.

*FY2025 Executive Remuneration*

The Company will retain the same structure for FY2025 Group executive remuneration as has been used in recent years. However, for the FY2025 VRP, the Group financial component of the VRP (EPS growth) will be set in line with the Company's historical incentive ranges i.e. commencing rewards when performance exceeds the previous year's earnings performance and paying maximum reward at 10% earnings growth. Within this range the % of the incentive payable will be set taking account of Board approved annual budgets, longer term corporate plans and current market expectations.

## EXECUTIVE KMP REMUNERATION

### Details of executive key management personnel

The following executive directors and Group executives (**Executive KMP**) are considered members of key management personnel for reporting purposes. Each of them was engaged throughout and since the end of the financial year.

Terry Smart	Group Chief Executive Officer and Executive Director
Nick Wells	Group Chief Financial Officer and Executive Director
Cameron Trainor	Managing Director – JB Hi-Fi Australia
Biag Capasso	Managing Director – The Good Guys

### Strong Correlation between Group performance and KMP reward

The Board believes that remuneration for Executive KMP should be fair and reasonable, structured effectively to attract, motivate, retain and reward valued executives, and designed to produce value for shareholders.

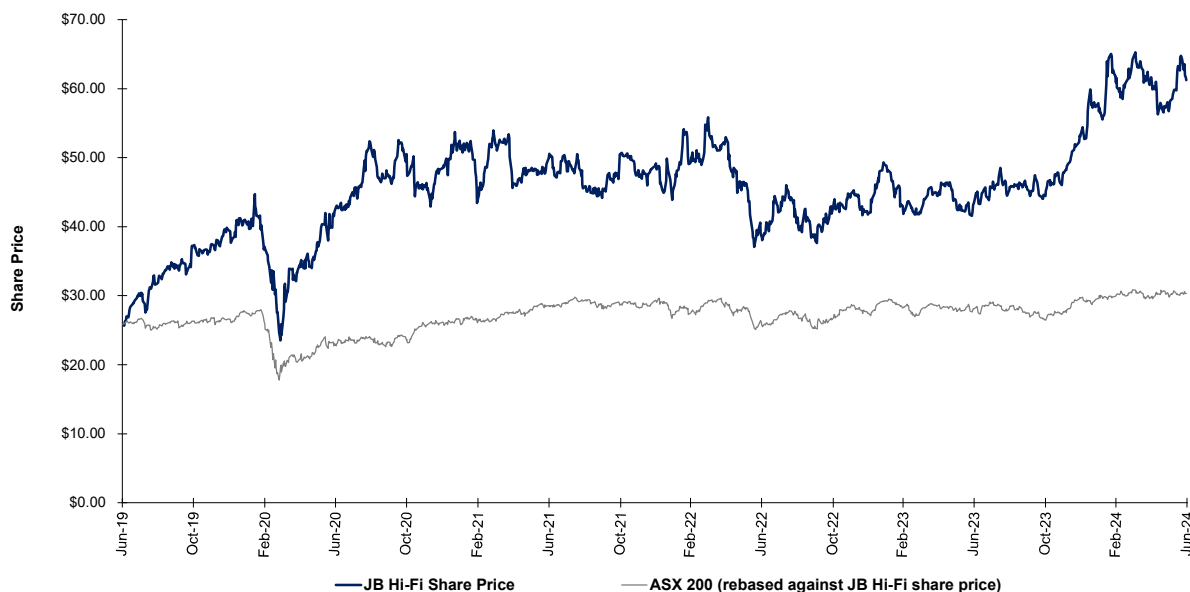
The financial performance of the Group over the five years since FY2019 and the significant value created for shareholders over this period is summarised in the table below.

	<b>FY2019<sup>(ii)</sup></b>	<b>FY2020</b>	<b>FY2021</b>	<b>FY2022</b>	<b>FY2023</b>	<b>FY2024</b>
<b>Financial results:</b>						
Sales (\$m)	7,095.3	7,918.9	8,916.1	9,232.0	9,626.4	9,592.4
EBIT (\$m)	372.9	483.3	743.1	794.6	769.0	647.2
NPAT (\$m)	249.8	302.3	506.1	544.9	524.6	438.8
Basic EPS (cents)	217.4	263.1	440.8	479.5	479.9	401.4
<b>Shareholder returns:</b>						
Company share price at the end of the reporting period (\$)	25.85	43.03	50.58	38.46	43.75	61.21
Dividends paid to shareholders during the financial year (\$m)	157.4	172.3	310.2	310.2	382.7	298.5
Off-market share buy-back (\$m)	–	–	–	250.0	–	–
Shareholder value created – rolling last 5 years (\$m) <sup>(i)</sup>	1,969.3	3,380.1	4,015.7	2,330.5	3,254.1	4,999.0
Shareholder value created – CAGR last 5 years (%)	15%	22%	21%	12%	16%	20%

(i) Shareholder value created is measured as the increase in the enterprise value (the sum of market capitalisation and net debt), plus cash dividends and share buy-backs paid during the financial year.

(ii) FY2019 results are prior to the adoption of AASB 16 Leases.

The effectiveness of the Executive KMPs' performance related remuneration in driving performance is reflected in the long term growth of the share price of the Company. The following graph plots the JB Hi-Fi closing share price and the ASX 200 on a daily basis over the past five years between 1 July 2019 and 30 June 2024. The JB Hi-Fi closing share price compound annual growth rate between 1 July 2019 and 30 June 2024 was 19.0%, outperforming the ASX 200 compound annual growth rate over the same period of 3.2%.



#### Executive KMP remuneration packages – FY2024

The Remuneration and Nominations Committee annually reviews the remuneration packages of Executive KMP and makes recommendations to the Board. Remuneration packages are reviewed with due regard to performance and data on remuneration paid by comparable companies. Where appropriate, the Remuneration and Nominations Committee may receive expert independent advice regarding remuneration levels required to attract, retain and compensate Executive KMP given the nature of their work and responsibilities.

In setting the remuneration packages for FY2024, the Board and the Remuneration and Nominations Committee considered a number of factors including Group performance, current market practice, and the skills and experience required for, and complexity and responsibilities of, the roles. The Company benchmarks its remuneration packages for Executive KMP against the companies comprising the ASX 51 – 150 and the ASX 76 – 125 indices. The Group's policy in relation to executive remuneration is to target total remuneration levels (i.e. fixed pay plus the maximum opportunity under the Variable Reward Plan) at a level between the 60<sup>th</sup> and 75<sup>th</sup> percentile of peers. This is because the Board believes executive reward should approach top quartile outcomes if the challenging targets set under the incentive plans are achieved.

The Remuneration and Nominations Committee also considered current market conventions with regard to the splits between fixed remuneration and incentive elements. The remuneration packages for Executive KMP for FY2024 were as follows:

Executive	Remuneration Package			Pay Mix at Maximum		
	Fixed Remuneration \$	Maximum VRP Incentive Opportunity \$	Total \$	Fixed	Incentives (at-risk)	Total
T. Smart	1,803,530	3,713,150	5,516,680	33%	67%	100%
N. Wells	1,007,855	1,644,395	2,652,250	38%	62%	100%
C. Trainor	1,140,468	1,962,665	3,103,133	37%	63%	100%
B. Capasso	635,250	1,079,925	1,715,175	37%	63%	100%

The remuneration of Executive KMP is directly related to the performance of the Group through the linking of the incentives to certain financial and strategic measures as detailed previously and below.

Further details on each of the key elements of Executive KMP remuneration for the 2024 financial year are set out below.

#### **Fixed remuneration – FY2024**

Fixed remuneration is paid by way of base salary, motor vehicle allowances and superannuation. No elements of fixed remuneration are dependent on performance conditions.

All Executive KMP, excluding B. Capasso, received a 3% increase to fixed remuneration for FY2024 taking into account the factors above. B. Capasso received a 5% increase in fixed remuneration (increasing to \$635,250), recognising that his remuneration on becoming Managing Director of The Good Guys in August 2021 had been set at a level allowing scope for appropriate increases as he gained experience and performed in the role.

#### **Variable Reward Plan (VRP) Incentive – FY2024**

The Group operates a variable reward plan to incentivise, attract and retain valued executives. The VRP allows for flexibility in setting performance targets year by year to take into account changing trading conditions, which is particularly important in a fast moving and volatile retail environment. It therefore provides a more motivating remuneration framework for Executive KMP, as well as greater alignment with shareholders, than traditional structures. Following a review of the Executive KMP remuneration structure for FY2024 and the performance of the Group, the Board remained of the view that the VRP was the most appropriate form of incentive plan.

Under the VRP, performance is assessed at the end of each financial year against a scorecard of robust measures, and awards under the VRP for Executive KMP are delivered:

- 25% in cash at the end of the one-year performance period; and
- 75% in restricted shares, to be released progressively in equal tranches over years 2, 3 and 4.

By granting the majority of the reward as shares that are restricted over the medium to longer term and are subject to long term share price risk and clawback, the VRP provides executive KMP strong alignment with shareholder interests. This, combined with the minimum shareholding requirements as set out on page 42, encourages Executive KMP to think and act like shareholders and to make decisions in the long term interests of the Group.

During the restricted period, dividends are paid on the restricted shares and the executive may exercise votes attaching to these shares. The market value of a share used to calculate the number of restricted shares granted will be the volume weighted average price of shares traded on the ASX in the 5 trading days immediately following the release of the Company's financial results for the year to which the award relates.

All rewards under the VRP are subject to clawback at the Board's discretion in the event of fraud, dishonesty, material misstatement, material breach or negligence by the executive and in certain other circumstances.

Subject to the Board exercising its discretion to the contrary, an executive will not be eligible to receive a VRP award in respect of a particular performance period if, during that period, the executive ceases to be employed, or has given notice of his or her resignation from employment or has been given notice of termination from employment. An executive who ceases to be employed during the restriction period may, subject to the Board's discretion:

- forfeit the restricted shares if they are a "bad leaver" (termination for cause or resignation to work for a competitor); or
- retain the restricted shares, subject to the restrictions, if they are a "good leaver" (retirement, redundancy, disablement, mental/terminal illness or death).

Treatment of restricted shares where an executive leaves in other circumstances is at the Board's discretion.

Further detail on the performance measures for each of the Executive KMP under the FY2024 VRP is set out below.

#### **FY2024 VRP incentive scorecard - performance conditions and outcomes**

Under the VRP, performance is assessed at the end of each financial year against a scorecard of robust measures. 75% of the rewards under the plan for each executive are dependent on financial targets and the remaining 25% of the scorecard are based on strategic measures approved by the Board and aligned with the Group's long term corporate plans. The financial targets in the scorecard are predominantly based on Group EPS, with some executives also having targets relating to aspects of the business for which that executive is responsible or where particular focus is required.

In setting the FY2024 financial targets for the VRP in late FY2023, the Board noted the elevated demand in the past four years and the potential volatility of the trading environment going forward. Taking these factors into account the Board determined that the FY2024 financial targets for the VRP would be based on a five year compound annual growth rate (CAGR) from FY2019 and set growth targets under the VRP of between 10.5% and 12.6% compound annual EPS growth over this five year period. The financial targets were set taking account of the Group's FY2024 budgets and were significantly above analyst consensus expectations at the beginning of the financial year.

The five year compound annual EPS growth achieved from FY2019 to FY2024 was 13.0% (an increase from 217.4 cps to 401.4 cps in five years), exceeding the Company's stretch target of 12.6% EPS CAGR, noting EPS has increased by nearly 85% over the five year period. Brand EBIT growth targets for the JB Hi-Fi and The Good Guys Managing Directors were also exceeded. As a result, 100% of available rewards for the financial performance component were earned by each of the Executive KMP.

For strategic measures, between 84% and 88% of available rewards were earned.

A summary of FY2024 VRP achievement outcomes for each member of Executive KMP, measured against the financial and strategic measures, is set out in the table below with additional detail on pages 37 and 38.

Summary of VRP KPI Achievement

	Maximum VRP Incentive Opportunity \$	Achievement			Actual VRP Incentive Achieved \$	Delivered In	
		Financial Measures	Strategic Measures	Total		Cash <sup>(i)</sup> (25%) \$	Restricted Shares <sup>(ii)</sup> (75%) \$
T. Smart	3,713,150	100%	84%	96%	3,564,624	891,156	2,673,468
N. Wells	1,644,395	100%	84%	96%	1,578,619	394,655	1,183,964
C. Trainor	1,962,665	100%	88%	97%	1,903,785	475,946	1,427,839
B. Capasso	1,079,925	100%	85%	96%	1,038,348	259,587	778,761
	8,400,135	100%	85%	96%	8,085,376	2,021,344	6,064,032

(i) The VRP cash earned in FY2024 will be paid in August 2024.

(ii) The VRP Shares earned in FY2024 will be allocated in August 2024. The allocation of VRP shares to the Executive Directors, T. Smart and N. Wells, will be subject to shareholder approval at the Company's Annual General Meeting held in October 2024. If shareholder approval by simple majority of those voting is not obtained, the Board will consider alternative remuneration arrangements for T. Smart and N. Wells which are consistent with the Company's remuneration principles and policy.



*Detailed Assessment of VRP Scorecard Achievement*

MEASURE	OUTCOME	GROUP CEO	GROUP CFO	MD JB HI-FI	MD TGG
<b>FINANCIAL (75%)</b>					
<b>Group EPS</b>	13.0% 5 year EPS CAGR from FY2019. EPS for FY2024 was 401.4 cents per share compared to 217.4 cents per share in FY2019.	At Maximum	At Maximum	At Maximum	At Maximum
<b>JB Hi-Fi Australia EBIT</b>	10.2% 5 year EBIT CAGR from FY2019. EBIT for FY2024 was \$491.2m compared to \$301.7m in FY2019.	n/a	n/a	At Maximum	n/a
<b>The Good Guys EBIT</b>	16.7% 5 year EBIT CAGR from FY2019. EBIT for FY2024 was \$158.1m compared to \$72.9m in FY2019.	n/a	n/a	n/a	At Maximum
<b>Financial outcome</b>		<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>
<b>STRATEGIC (25%)</b>					
<b>Group / Divisional OHS</b>	<p>Strong results in OHS metrics as set out in the Sustainability Report and rollout of key strategic OHS initiatives including:</p> <ul style="list-style-type: none"> <li>ongoing focus on, and enhancement of, mental health &amp; wellbeing training (including the management of psychosocial risks);</li> <li>enhancement of training on the management of aggressive customers and shoplifters, on the shopfloor and over the phone; and</li> <li>focus on safe manual handling practices.</li> </ul> <p>For the MD JB Hi-Fi Australia and MD TGG, the individual is only assessed against the OHS performance/initiatives for their division.</p>	At Target	At Target	At Maximum	At Target
<b>People - Succession, Talent, Diversity &amp; Inclusion</b>	<p>Several internal promotions to senior management positions and implementation of strategic Succession/Talent initiatives including:</p> <ul style="list-style-type: none"> <li>continued focus on succession framework for management positions within the Group;</li> <li>ongoing use of Talent Mapping using the Group's Competency Framework across the businesses, designed to identify key behavioural competencies specific to each role type within the businesses and assist in identifying and growing diverse talent in a structured and measurable way; and</li> <li>use of individual development plans for high performers.</li> </ul> <p>Improvement in diversity statistics including:</p> <ul style="list-style-type: none"> <li>increase in female senior managers across the Group from 26% to 28%; and</li> <li>increase in female store managers from 27% to 28%,</li> </ul> <p>and implementation of strategic Diversity &amp; Inclusion initiatives including:</p> <ul style="list-style-type: none"> <li>further embedding behavioural competencies for all roles throughout the Group, to identify high potential talent and equalise recruitment &amp; selection practices;</li> <li>continued promotion of the "Speak Up" initiative to create an environment where team members can bring forward any concerns relating to inclusion, respect, and safety in the workplace;</li> <li>updated Equal Opportunity and Workplace Behaviour Training and annual engagement and inclusion surveys; and</li> <li>introduction of new Group Women in Leadership Program.</li> </ul>	At Target	At Target	At Target	Above Target

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MEASURE	OUTCOME	GROUP CEO	GROUP CFO	MD JB HI-FI	MD TGG
<b>Group / Brand Strategic Growth Initiatives</b>	Significant strategic initiatives implemented including: <ul style="list-style-type: none"> <li>new store formats and layouts tested and trialled at multiple locations;</li> <li>ongoing implementation of long term growth initiatives, including new product lines, “multichannel”, and supply chain initiatives; and</li> <li>identification and evaluation of potential growth opportunities.</li> </ul>	Above Target	Above Target	At Maximum	Above Target
<b>Investor Relations</b>	<ul style="list-style-type: none"> <li>Maintained strong investor relations engagement in an uncertain economic environment.</li> </ul>	Above Target	Above Target	n/a	n/a
<b>Sustainability Initiatives</b>	Driving and supporting Group Sustainability initiatives including: <ul style="list-style-type: none"> <li>implementation of initiatives to achieve “net zero” target (Scope 1 and 2) by 2030, including identification and implementation of energy reduction initiatives in store network, e.g. installation of solar panels at certain stores;</li> <li>driving and supporting the Group’s initiatives on ethical sourcing/modern slavery;</li> <li>implementation of waste management initiatives and ongoing roll-out of the Group’s sustainable packaging strategy for private label products; and</li> <li>driving workplace giving program membership and initiatives.</li> </ul>	At Target	At Target	At Target	At Target
<b>Brand Employee Engagement</b>	Continued focus on protecting and strengthening the Group’s culture and attracting and retaining team members including: <ul style="list-style-type: none"> <li>good participation and results in both engagement and inclusion surveys;</li> <li>ongoing professional development and leadership training; and</li> <li>ongoing focus on flexible working arrangements.</li> </ul>	n/a	n/a	At Target	At Target
<b>Strategic outcome</b>		<b>84%</b>	<b>84%</b>	<b>88%</b>	<b>85%</b>
<b>FINAL OUTCOME (% of maximum)</b>		<b>96%</b>	<b>96%</b>	<b>97%</b>	<b>96%</b>

Group Chief Executive Officer VRP incentive achievement over the last 5 financial years

Executive KMP incentive achievement outcomes continue to align with the financial performance and strategic objectives of the Group. The table below sets out the Group Chief Executive Officer's incentive achievement since FY19 under the VRP.

Financial Year	Group Financial Target			Non-Financial Target Achievement	Total Achievement
	Incentive Target (EPS Growth)	Actual EPS Growth	Achievement		
2019	0 - 10%	7.1%	77%	74%	76%
2020	0 - 10%	23.6% <sup>(i)</sup>	91% <sup>(ii)</sup>	78%	87%
2021	0 - 10%	87.6% <sup>(iii)</sup>	100%	88%	97% <sup>(iv)</sup>
2022	12.4% - 16.0% <sup>(v)</sup>	30.2% <sup>(v)</sup>	100%	79%	95%
2023	14.5% - 17.3% <sup>(vi)</sup>	21.9% <sup>(vi)</sup>	100%	80%	95%
2024	10.5% - 12.6% <sup>(vii)</sup>	13.0% <sup>(vii)</sup>	100%	84%	96%

Notes

- (i) Based on statutory profit prior to the impact of AASB 16 Leases.
- (ii) FY2020 achievement of Group Financial Target based on the Group's (pre-Covid-19) guidance of \$270 million rather than reported NPAT result of \$302.3 million.
- (iii) FY2021 EPS growth from the Group's FY2020 \$270 million (pre-Covid-19) NPAT guidance.
- (iv) Unadjusted achievement of 97%, adjusted achievement of 24.25% taking account FY2021 VRP restricted share rewards foregone following R. Murray's resignation and scheduled departure in early FY2022.
- (v) 3 year EPS CAGR from FY2019 to FY2022.
- (vi) 4 year EPS CAGR from FY2019 to FY2023.
- (vii) 5 year EPS CAGR from FY2019 to FY2024.

### Executive KMP Remuneration FY2024 (Statutory Tables)

The compensation for each of the Executive KMP for FY2024 was as follows:

2024	Short-term employee benefits			Post-employment benefits	Share based payments			Total \$
	Salary, fees & allowances	VRP Cash <sup>(i)(ii)</sup>	Total short-term employee benefits	Super-annuation	Options <sup>(iii)</sup>	VRP Shares <sup>(ii)(iv)</sup>	Total share based payments	
	\$	\$	\$	\$	\$	\$	\$	
T. Smart	1,775,020	891,156	2,666,176	27,500	—	2,487,256	2,487,256	5,180,932
N. Wells	979,790	394,655	1,374,445	27,500	—	1,141,345	1,141,345	2,543,290
C. Trainor	1,112,329	475,946	1,588,275	27,500	—	1,385,773	1,385,773	3,001,548
B. Capasso	607,168	259,587	866,755	27,500	7,826	666,185	674,011	1,568,266
	4,474,307	2,021,344	6,495,651	110,000	7,826	5,680,559	5,688,385	12,294,036

(i) The VRP Cash earned in FY2024 will be paid in August 2024.

(ii) Performance based.

(iii) In accordance with Accounting Standards, remuneration includes the amortisation of the fair value of options issued in prior years under the Group share option plans that are expected to vest, less any write-back on options lapsed or expected to lapse as a result of actual or expected performance against non-market hurdles. The fair value of options is measured at grant date in accordance with the relevant accounting standard and progressively allocated to profit and loss over the vesting period of the option.

(iv) In accordance with Accounting Standards, remuneration includes the amortisation of the value of VRP that is paid in restricted shares. The value of shares is progressively allocated to profit and loss over the restriction period of the share.

The FY2024 Maximum Potential accounting expense and Actual accounting expense recognised in accordance with Accounting Standards for the performance-based elements of Executive KMP remuneration is set out below:

2024	VRP Cash				VRP Shares <sup>(i)</sup>			
	Maximum Potential		Actual		Maximum Potential		Actual	
	\$	% of total potential remuneration	\$	% of total actual remuneration	\$	% of total potential remuneration	\$	% of total actual remuneration
T. Smart	928,288	17%	891,156	17%	2,605,355	49%	2,487,256	48%
N. Wells	411,099	16%	394,655	16%	1,189,464	46%	1,141,345	45%
C. Trainor	490,666	16%	475,946	16%	1,430,359	47%	1,385,773	46%
B. Capasso	269,981	17%	259,587	17%	696,344	43%	666,185	42%
	2,100,034	17%	2,021,344	16%	5,921,522	47%	5,680,559	46%

(i) The maximum potential and actual values represent the amortisation of the VRP restricted shares over the restriction period of the share in accordance with Accounting Standards.

### Executive KMP Remuneration FY2023 (Statutory Table)

The compensation for each of the Executive KMP for FY2023 was as follows:

2023	Short-term employee benefits			Post-employment benefits	Share based payments			Total \$
	Salary, fees & allowances	VRP Cash <sup>(i)(ii)</sup>	Total short-term employee benefits	Super-annuation	Options <sup>(iii)</sup>	VRP Shares <sup>(ii)(iv)</sup>	Total share based payments	
	\$	\$	\$	\$	\$	\$	\$	
T. Smart	1,722,715	856,188	2,578,903	27,500	—	2,083,942	2,083,942	4,690,345
N. Wells	939,819	382,162	1,321,981	27,190	—	1,082,441	1,082,441	2,431,612
C. Trainor	1,079,254	464,168	1,543,422	27,500	—	1,329,438	1,329,438	2,900,360
B. Capasso	576,654	245,233	821,887	27,500	23,706	494,128	517,834	1,367,221
	4,318,442	1,947,751	6,266,193	109,690	23,706	4,989,949	5,013,655	11,389,538

(i) The VRP Cash earned in FY2023 will be paid in August 2023.

(ii) Performance based.

(iii) In accordance with Accounting Standards, remuneration includes the amortisation of the fair value of options issued in prior years under the Group share option plans that are expected to vest, less any write-back on options lapsed or expected to lapse as a result of actual or expected performance against non-market hurdles. The fair value of options is measured at grant date in accordance with the relevant accounting standard and progressively allocated to profit and loss over the vesting period of the option.

(iv) In accordance with Accounting Standards, remuneration includes the amortisation of the value of VRP that is paid in restricted shares. The value of shares is progressively allocated to profit and loss over the restriction period of the share.

## Fully paid ordinary shares of JB Hi-Fi Limited held by Executive KMP

2024	Balance at 1 July 2023 No.	Granted as Compensation <sup>(i)</sup> No.	Received on exercise of options No.	Net other change No.	Balance at 30 June 2024 No.	Balance held nominally No.
T. Smart	128,648	54,602	–	(20,000)	163,250	–
N. Wells	44,493	24,372	–	(20,915)	47,950	–
C. Trainor	55,174	29,601	–	(26,264)	58,511	–
B. Capasso	23,702	15,639	1,482	–	40,823	–
	252,017	124,214	1,482	(67,179)	310,534	–

(i) Shares allocated under the Company's Variable Reward Plan.

## Share options of JB Hi-Fi Limited held by Executive KMP

Other than B. Capasso (who became an Executive KMP in August 2021), no Executive KMP held any options during FY2024. Some of the options granted to B. Capasso prior to him becoming an Executive KMP vested in FY2024 and B. Capasso exercised these options. Further details of the terms of these options are included under the heading "Group Incentive Plans" on page 46.

2024	Balance at 1 July 2023 No.	Granted as compensation No.	Exercised No.	Net other change No.	Balance at 30 June 2024 No.	Balance vested at 30 June 2024 No.	Options vested during year No.
B. Capasso	2,042	–	(1,482)	–	560	–	1,482

## Other information regarding share options

### Options exercised during the financial year

The following table summarises the value of options exercised during the financial year by B. Capasso. All of these options were zero exercise price options.

		Options exercised and shares received		Exercise price	Share price at exercise date	Value of options exercised – at the exercise date <sup>(ii)</sup>
	Series	No.	Exercise date	\$	\$	\$
B. Capasso <sup>(i)</sup>	176	922	16/08/2023	–	47.03	43,362
	178	560	16/08/2023	–	47.03	26,337
		1,482				69,699

(i) Options did not contain a performance condition as they were issued to B. Capasso prior to becoming a KMP.

(ii) The value of options exercised during the year is calculated based on the share price at the exercise date multiplied by the number of options exercised.

### Options granted during the financial year

There were no share options granted during FY2024 to Executive KMP (or the five most highly remunerated officers of the Company). Instead, these employees participate in the VRP as set out on page 35.

### Options lapsed during the financial year

There were no options issued to the identified key management personnel that lapsed during the financial year.

### Options granted, exercised and lapsed since the end of the financial year

Since the end of the financial year, no options have been granted to Executive KMP (or the five most highly remunerated officers of the Company), and no options issued to Executive KMP (or the five most highly remunerated officers of the Company) have been exercised or lapsed.

### Key terms of Executive KMP employment agreements

The remuneration and other terms of employment for each of the Executive KMP are set out in individual Company employment agreements. None of these executives are subject to a fixed term of employment.

Name	Notice Periods/Termination Payment/Non-compete
T. Smart	12 months' notice (or payment in lieu) 12 months' post termination non-compete and non-solicitation restriction
N. Wells	6 months' notice (or payment in lieu) 6 months' post termination non-compete and non-solicitation restriction
C. Trainor	9 months' notice (or payment in lieu) if terminated by the Company 6 months' notice if notice is given by the executive 6 months' post termination non-compete and non-solicitation restriction
B. Capasso	6 months' notice (or payment in lieu) 6 months' post termination non-compete and non-solicitation restriction

Each Executive KMP may be terminated immediately for serious misconduct. In no instance would a payment in lieu of notice exceed the termination payments limits set out in the Corporations Act 2001.

Each of the Executive KMP service contracts contains contractual entitlements for the Company to clawback incentive remuneration in the event of fraud, dishonesty, or material misstatements in, or omissions from, the Company's financial statements, or misstatements concerning the satisfaction of a performance condition.

### Minimum shareholding requirements

Building Executive KMP shareholdings is a priority of the Board in the context of retention, and to ensure Executive KMP are invested in the long term success of the Group and aligned with shareholder interests.

In conjunction with introducing the VRP, a Minimum Shareholding requirement for Executive KMP was introduced in FY2019, being:

- 1.5 times fixed pay for the Group Chief Executive Officer; and
- 1.0 times fixed pay for the other Executive KMP.

This level of shareholding is required to be built over 5 years from the introduction of the VRP (or appointment, if later).

As at 30 June 2024, all Executive KMP exceeded the Minimum Shareholding requirement.

### Executive KMP FY2025 Incentives

The Company will retain the same structure for FY2025 executive KMP remuneration as was used in FY2024. The Group financial component of the VRP (EPS growth) will be set in line with the Company's historical incentive ranges i.e. commencing rewards when performance exceeds the previous year's earnings performance and paying maximum reward at 10% earnings growth. Within this range the % of the incentive payable will be set taking account of Board approved annual budgets, longer term corporate plans and current market expectations.

## NON-EXECUTIVE DIRECTOR REMUNERATION

### FY2024 Non-Executive Director Remuneration

The following persons acted as non-executive directors of the Company both during and since the end of the financial year (except to the extent specified otherwise below) and are considered members of key management personnel for FY2024:

Stephen Goddard	Non-executive Director, Chair of the Board and of the Remuneration and Nominations Committee
Christy Boyce	Non-executive Director and Member of the Audit and Risk Management Committee (both with effect from 16 September 2023)
Beth Laughton	Non-executive Director, Chair of the Audit and Risk Management Committee and Member of the Remuneration and Nominations Committee
Mark Powell	Non-executive Director, Member of the Remuneration and Nominations Committee and (until 31 December 2023) Member of the Audit and Risk Management Committee
Geoff Roberts	Non-executive Director, Member of the Audit and Risk Management Committee and (from 31 December 2023) Member of the Remuneration and Nominations Committee
Richard Uechtritz	Non-executive Director
Melanie Wilson	Non-executive Director and Member of the Audit and Risk Management Committee

The overriding objective of the JB Hi-Fi remuneration policies with regard to non-executive directors is to ensure the Company is able to attract and retain non-executive directors with the skills and experience to enable the Board to discharge its oversight and governance responsibilities in an effective and diligent manner. The Board also believes that remuneration for non-executive directors should reflect the time commitment and responsibilities of the role.

The fees payable to non-executive directors for FY2024 are set out below. Following a review of market benchmarks, the Chair and Board member fee increased by 4% in FY2024. No changes were made to the fees for membership of, or Chairing, Board Committees.

Role	Fees FY2024 \$	Fees FY2023 \$
Chair of the Board	\$331,000	\$318,000
Non-executive director	\$148,000	\$142,000
<i><u>Additional Committee Fees</u></i>		
Remuneration and Nominations Committee Chair	\$28,000	\$28,000
Audit and Risk Management Committee Chair	\$35,000	\$35,000
Audit and Risk Management Committee member	\$17,500	\$17,500
Remuneration and Nominations Committee member	\$15,500	\$15,500

Aggregate non-executive director remuneration for FY2024 was within the amount determined by the Company in its Annual General Meeting on 26 October 2017 being \$1,500,000.

Superannuation contributions are made by the Company on behalf of non-executive directors in line with statutory requirements and are included in the fees. It is the policy of the Company not to pay lump sum retirement benefits to non-executive directors.

It is the policy of the Company not to have any elements of non-executive director remuneration at risk. Specifically, non-executive directors do not receive any bonus payments and are not entitled to participate in any Company share option plans or the VRP. Accordingly, in FY2024, there were no share options granted to non-executive directors, and no options were exercised, vested or lapsed.

In order to further align non-executive directors with shareholders of the Company, a Minimum Shareholding requirement for non-executive directors was introduced in October 2018, being 1 times the base Board fees for each non-executive director. This level of shareholding is required to be built over 5 years from the introduction of the policy (or appointment, if later). As at 30 June 2024, all non-executive directors exceeded the Minimum Shareholding requirement other than Christy Boyce who joined the Board in September 2023.

**Non-Executive KMP Remuneration (Statutory Tables)**

The compensation for each Non-Executive Director is set out below:

**2024**

	<i>Short-term employee benefits</i>	<i>Post- employment benefits</i>	
	<i>Fees</i>	<i>Superannuation</i>	<i>Total</i>
	\$	\$	\$
S. Goddard	331,601	27,399	359,000
B. Laughton	178,829	19,671	198,500
M. Powell	155,180	17,070	172,250
G. Roberts	156,081	17,169	173,250
R. Uechtritz	133,333	14,667	148,000
M. Wilson	149,099	16,401	165,500
C. Boyce	118,036	13,015	131,051
	1,222,159	125,392	1,347,551

**2023**

	<i>Short-term employee benefits</i>	<i>Post- employment benefits</i>	
	<i>Fees</i>	<i>Superannuation</i>	<i>Total</i>
	\$	\$	\$
S. Goddard	320,708	25,292	346,000
B. Laughton	174,208	18,292	192,500
M. Powell	158,371	16,629	175,000
G. Roberts	144,344	15,156	159,500
R. Uechtritz	128,507	13,493	142,000
M. Wilson	144,344	15,156	159,500
	1,070,482	104,018	1,174,500

**Fully paid ordinary shares of JB Hi-Fi Limited held by Non-Executive Directors**

**2024**

	<b>Balance at 1 July 2023</b>	<b>Granted as Compensation</b>	<b>Received on exercise of options</b>	<b>Net other change</b>	<b>Balance at 30 June 2024</b>	<b>Balance held nominally</b>
	No.	No.	No.	No.	No.	No.
S. Goddard	4,500	—	—	—	4,500	—
B. Laughton	5,804	—	—	—	5,804	—
M. Powell	4,000	—	—	—	4,000	—
G. Roberts	4,000	—	—	—	4,000	—
R. Uechtritz	4,816	—	—	—	4,816	—
M. Wilson	3,500	—	—	—	3,500	—
C. Boyce	—	—	—	—	—	—
	26,620	—	—	—	26,620	—



## TOTAL KEY MANAGEMENT PERSONNEL COMPENSATION (Statutory Table)

Key management personnel for FY2024 include the non-executive directors and the Executive KMP listed on page 33. Additional total compensation of Key Management Personnel compared to FY2023 was contributed to by increased VRP expense, the appointment of an additional director, and modest increases in fixed pay and non-executive director fees.

The aggregate compensation of the key management personnel of the Group is set out below:

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>
<b>Short-term employee benefits</b>		
Salary, fees & allowances	5,696,466	5,388,924
VRP Cash	2,021,344	1,947,751
	7,717,810	7,336,675
<b>Post-employment benefits</b>		
Superannuation	235,392	213,708
<b>Share based payments</b>		
Options expense	7,826	23,706
VRP expense	5,680,559	4,989,949
	5,688,385	5,013,655
<b>Total compensation of Key Management Personnel</b>	13,641,587	12,564,038

## OTHER INFORMATION

### Board policy with regard to executives limiting their exposure to risk in relation to equity options

The Company's Securities Trading Policy prohibits directors, executives, senior management and other specified employees from altering the economic benefit or risk derived by them in relation to any unvested equity options that they hold. The Policy also requires directors and Group executives to obtain prior written approval from the Chair of the Board before altering the economic benefit or risk derived by them in relation to any shares or vested options in JB Hi-Fi held by them. Each year directors and Executive KMP are required to sign a declaration that they are in compliance with all elements of the JB Hi-Fi Securities Trading Policy. These declarations have been received in relation to FY2024 from all directors and Executive KMP.

## **SHARE OWNERSHIP-BASED REMUNERATION SCHEMES**

### **Group Incentive Plans**

The Group has the following share ownership-based remuneration schemes for Executive KMP, other executives and non-executive management (excluding non-executive directors).

Variable Reward Plan (as detailed on page 35)

Participants are Executive KMP, other executives and selected senior management.

Employee Share Option Plan (as detailed below)

Under the Employee Share Option Plan, participants are granted options to acquire shares in JB Hi-Fi Limited. Participants are executives and management. With effect from FY2019, Executive KMP no longer participate in this scheme and, instead, participate in the Variable Reward Plan. Of current Executive KMP, only B. Capasso has options outstanding under the plan, being options granted to him before he became an Executive KMP in August 2021.

Options under this Plan which are currently “on foot” or which vested, were exercised, or expired in FY2023 or FY2024 have the following features:

- Issue Price - no issue price is payable on the issue of an option;
- Exercise Price - no exercise price is payable on the exercise of an option;
- Service Conditions/Vesting – options vest a third each on the second, third and fourth anniversary of grant date provided that the employee remains employed at that time. None of the relevant options are subject to performance conditions;
- Expiry - options generally expire five years after they are issued. All unvested options generally expire immediately upon termination of employment although, depending upon the terms of issue, the Board may have discretion to allow the options to continue or waive vesting conditions in certain circumstances. Upon termination of employment, vested options either expire upon termination, 30 days after termination, or continue in force depending upon the circumstances of the employee’s exit and the terms of issue;
- Valuation - options are valued using the Black-Scholes option pricing model which takes into account the exercise price, term of the option, the expected exercise date based on prior years’ experience, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate;
- Entitlement to Shares - each option entitles the holder to one ordinary share in JB Hi-Fi Limited;
- Share Issues - holders of options do not have the right, under the options, to dividends or to participate in any share issue or interest issue of JB Hi-Fi Limited or of any other body corporate or registered scheme;
- Change of Control - upon a change of control of the Company all vested and unvested options will automatically lapse unless the Board determines otherwise; and
- Other Conditions - other conditions apply including, amongst other things, treatment of the options in the event of a capital reorganisation.

### **On-market purchase of shares for purposes of Group incentive plans**

During FY2024, 361,905 ordinary shares in the Company were purchased on-market at an average price of \$47.13 per share in order to satisfy the entitlements of executives and non-executive management to securities under the Group’s Variable Reward Plan and Employee Share Option Plan. Accordingly, there was no dilution of existing shareholdings as a result of these entitlements.

## Shares under option

Details of interests under option at the date of this Report are set out below. 5,591 of the outstanding options are vested and exercisable. All options entitle the holder to ordinary shares in JB Hi-Fi Limited.

Option series	Number of shares under option	Grant date (GD)	Share price at GD \$	Expiry date	Exercise price \$	Weighted average expected volatility <sup>(i)</sup>	Dividend yield at GD	Risk-free interest rate at GD	Weighted average fair value at GD <sup>(i)</sup> \$
176	597	19/08/2019	\$32.06	18/08/2024	\$0.00	27.2%	4.5%	0.7%	\$25.93
177	932	17/08/2020	\$49.60	16/08/2025	\$0.00	36.2%	3.7%	0.4%	\$46.35
178	1,455	16/08/2020	\$47.33	15/08/2025	\$0.00	33.6%	3.7%	0.4%	\$44.66
179	37,712	14/08/2020	\$47.33	13/08/2025	\$0.00	31.8%	3.7%	0.4%	\$43.03
181-182	1,122	7/12/2020	\$43.97	6/12/2025	\$0.00	32.8%	4.1%	0.4%	\$39.09
183-185	87,513	17/08/2021	\$50.51	16/08/2026	\$0.00	33.1%	5.6%	0.6%	\$40.84
187-188	547	29/10/2021	\$50.49	28/10/2026	\$0.00	33.1%	5.5%	1.6%	\$41.51
190-191	1,174	3/11/2021	\$50.30	2/11/2026	\$0.00	33.1%	5.6%	1.3%	\$41.46
192-194	170,780	16/08/2022	\$44.15	15/08/2027	\$0.00	32.2%	6.9%	3.0%	\$35.81
195-197	3,421	5/12/2022	\$45.26	4/12/2027	\$0.00	32.6%	6.8%	3.1%	\$36.57
198-200	176,938	15/08/2023	\$47.79	14/08/2028	\$0.00	29.4%	6.4%	3.9%	\$38.85
201-203	866	4/12/2023	\$48.27	3/12/2028	\$0.00	28.6%	6.2%	4.0%	\$40.42
<b>483,057</b>									

(i) The values shown are the weighted average for the relevant series listed.

The following tables include all share options granted under the Group share option plans that were exercised during the current financial year and during the previous financial year. All shares are ordinary shares in JB Hi-Fi Limited and no amounts remain unpaid.

### 2024

Option Series	Grant date	Options exercised No.	Shares received No.	Amount paid per share \$	Share price at exercise date <sup>(i)</sup> \$
168-170	20/08/2018	7,550	7,550	\$0.00	\$46.04 to \$47.79
174-179	19/08/2019	64,979	64,979	\$0.00	\$44.48 to \$63.96
177	17/08/2020	1,603	1,603	\$0.00	\$46.04 to \$58.75
178	16/08/2020	37,578	37,578	\$0.00	\$44.47 to \$63.96
181	7/12/2020	706	706	\$0.00	\$46.51 to \$61.79
183	17/08/2021	41,857	41,857	\$0.00	\$44.47 to \$65.03
186	29/10/2021	273	273	\$0.00	\$46.66
189	3/11/2021	586	586	\$0.00	\$46.66
		<b>155,132</b>	<b>155,132</b>		

### 2023

Option Series	Grant date	Options exercised No.	Shares received No.	Amount paid per share \$	Share price at exercise date <sup>(i)</sup> \$
167	29/08/2017	769	769	\$0.00	\$41.00 to \$43.82
169-170	20/08/2018	73,215	73,215	\$0.00	\$39.04 to \$45.87
173	3/12/2018	2,532	2,532	\$0.00	\$45.53
174-176	19/08/2019	64,315	64,315	\$0.00	\$39.04 to \$45.87
177	17/08/2020	40,971	40,971	\$0.00	\$39.04 to \$45.87
178	16/08/2020	560	560	\$0.00	\$44.22
180	7/12/2020	290	290	\$0.00	\$42.28
183	17/08/2021	596	596	\$0.00	\$44.22
		<b>183,248</b>	<b>183,248</b>		

(i) Where a range of prices are shown, options within the series were exercised on various dates throughout the period. The share prices shown are the maximum and minimum share prices on the exercise dates for the relevant series.

12 August 2024

The Board of Directors  
JB Hi-Fi Limited  
Podium Level, 60 City Road  
Southbank VIC 3006

Dear Board Members

## Auditor's Independence Declaration to JB Hi-Fi Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of JB Hi-Fi Limited.

As lead audit partner for the audit of the financial statements of JB Hi-Fi Limited for the year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours faithfully



DELOITTE TOUCHE TOHMATSU



Suzana Vlahovic  
Partner  
Chartered Accountants

## Independent Auditor's Report to the members of JB Hi-Fi Limited

### Report on the Audit of the Financial Report

#### *Opinion*

We have audited the financial report of JB Hi-Fi Limited (the "Company") and its subsidiaries (the "Group") which comprises the consolidated balance sheet as at 30 June 2024, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information, the directors' declaration and the consolidated entity disclosure statement.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### *Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p><b>Inventory existence and valuation</b></p> <p><i>Refer to Note 8 Inventories</i></p> <p>As at 30 June 2024, the carrying value of the Group's inventories was \$1,093.6 million, representing 31% of the Group's total assets.</p> <p>Inventories are primarily held at 328 retail stores and 6 home delivery centres in Australia and New Zealand.</p> <p>As detailed in Note 8 of the financial statements, inventories are measured at the lower of cost and net realisable value on a weighted average basis. The cost of inventory represents its purchase price, net of associated rebates and discounts. Net realisable value represents the estimated selling price of inventories less estimated selling costs.</p> <p>Provisions are recognised against the cost of inventory for items where the net realisable value is estimated to be lower than cost.</p> <p>There is judgment inherent in:</p> <ul style="list-style-type: none"> <li>Identifying obsolete, discontinued and slow moving inventory, taking into consideration the nature and condition of the inventory and historical inventory turnover compared to inventory on hand.</li> <li>The estimation of net realisable value, taking into account recent sales history, expected future mark downs, expected future sales and estimated selling costs.</li> </ul>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Understanding the Group's processes and controls for inventory costing, stocktakes and the measurement of inventory provisions.</li> <li>Evaluating the existence of inventory by: <ul style="list-style-type: none"> <li>Attending stocktakes at a sample of store and warehouse locations to observe the stocktake process and the condition of inventory.</li> <li>Testing the recording of stocktake results to the general ledger and testing inventory movements from count date to year end.</li> </ul> </li> <li>Assessing the valuation of inventory by: <ul style="list-style-type: none"> <li>Assessing the application of inventory costing methodologies for compliance with Australian Accounting Standards, including the recalculation of weighted average cost, on a sample basis, with reference to supplier invoices and associated supplier terms.</li> <li>Testing the accuracy and completeness of the report used by the Group to identify obsolete, discontinued and slow moving inventory.</li> <li>Examining and challenging the Group's estimate of net realisable value with reference to recent sales history, expected future mark downs, expected future sales and estimated selling costs.</li> </ul> </li> <li>Evaluating the adequacy of the disclosures included in Note 8 to the financial statements.</li> </ul>
<p><b>Lease accounting</b></p> <p><i>Refer to Note 16 Right-of-use assets and lease liabilities</i></p> <p>The Group holds right of use assets of \$568.3 million and lease liabilities of \$642.4 million. These balances are significant in the context of the Group's balance sheet as at 30 June 2024.</p> <p>In applying AASB 16 <i>Leases</i>, the Group is required to make a number of judgments and estimates as disclosed in Note 16, including:</p> <ul style="list-style-type: none"> <li>Measuring the lease term (including judgments associated with lease renewal options and the accounting for leases in hold over).</li> <li>Determining an appropriate incremental borrowing rate to be applied in the measurement of right of use assets and lease liabilities upon initial recognition of a lease and for certain lease modifications.</li> </ul>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Understanding the Group's processes and key controls related to the accounting for leases.</li> <li>Testing on a sample basis, movements in the right of use assets and lease liabilities and recalculating the interest and depreciation recognised in profit or loss.</li> <li>Evaluating the judgments applied by management, including the probability of exercising renewal options.</li> <li>Assessing the incremental borrowing rates adopted by management, by preparing an independent expectation of the incremental borrowing rates.</li> <li>Evaluating the adequacy of the disclosures included in Note 16 to the financial statements.</li> </ul>

## *Other Information*

The directors are responsible for the other information.

The other information comprises:

- the Governance Statement, Directors' Report, Operating and Financial Review and additional securities exchange information, which we obtained prior to the date of this auditor's report, and are included in the Group's Preliminary Final Report.
- the Chairman's and Group Chief Executive Officer's Report, which will be included in the Group's annual report, which is expected to be made available to us after the date of this auditor's report.

The other information does not include the financial report or the Remuneration Report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## *Responsibilities of the Directors for the Financial Report*

The directors of the Company are responsible:

- for the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group in accordance with Australian Accounting Standards; and
- for such internal control as the directors determine is necessary to enable the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## *Auditor's Responsibilities for the Audit of the Financial Report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on the Remuneration Report

### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included in pages 31 to 47 of the Directors' Report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of JB Hi-Fi Limited, for the year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.

### *Responsibilities*

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



DELOITTE TOUCHE TOHMATSU



Suzana Vlahovic  
Partner  
Chartered Accountants  
Melbourne, 12 August 2024



## **Directors' declaration**

The directors declare that:

- (a) in the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- (b) the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1 to the financial statements;
- (c) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity;
- (d) in the directors' opinion, the attached consolidated entity disclosure statement required by s.295(3A) of the Corporations Act 2001 is true and correct; and
- (e) the directors have been given the declarations required by s.295A of the Corporations Act 2001.

At the date of this declaration, the Company is within the class of companies affected by ASIC Corporations (Wholly-owned Companies) Instrument 2016/785. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee.

In the directors' opinion, there are reasonable grounds to believe that the Company and the companies to which the ASIC Class Order applies, as detailed in note 22 to the financial statements will, as a group, be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee.

Signed in accordance with a resolution of the directors made pursuant to s.295(5) of the Corporations Act 2001.

On behalf of the Directors



**Stephen Goddard**  
Chairman  
12 August 2024



**Terry Smart**  
Group Chief Executive Officer

**JB Hi-Fi Limited**  
**Statement of profit or loss for the financial year ended 30 June 2024**

		<b>Consolidated</b>	
	Notes	<b>2024</b>	2023
		<b>\$m</b>	<b>\$m</b>
Revenue	5	<b>9,592.4</b>	9,626.4
Cost of sales		<b>(7,452.0)</b>	(7,443.9)
<b>Gross profit</b>		<b>2,140.4</b>	2,182.5
Other income		<b>13.0</b>	7.6
Sales and marketing expenses		<b>(1,039.1)</b>	(978.3)
Occupancy expenses		<b>(328.0)</b>	(321.8)
Administration expenses		<b>(48.1)</b>	(46.0)
Other expenses		<b>(79.8)</b>	(70.6)
Finance costs	6	<b>(31.0)</b>	(26.3)
Profit before tax		<b>627.4</b>	747.1
Income tax expense	7	<b>(188.6)</b>	(222.5)
<b>Profit for the year attributable to Owners of the Company</b>		<b>438.8</b>	524.6
		<b>Cents</b>	Cents
<b>Earnings per share</b>			
Basic (cents per share)	3	<b>401.36</b>	479.90
Diluted (cents per share)	3	<b>399.67</b>	477.91

*The above statement of profit or loss for the financial year ended 30 June 2024 should be read in conjunction with the accompanying notes.*

**JB Hi-Fi Limited**

**Statement of profit or loss and other comprehensive income for the financial year ended 30 June 2024**

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
<b>Profit for the year</b>	<b>438.8</b>	<b>524.6</b>
<b>Other comprehensive income</b>		
<i>Items that may be reclassified subsequently to profit or loss</i>		
Exchange differences on translation of foreign operations	-	0.2
<b>Other comprehensive income for the year (net of tax)</b>	<b>-</b>	<b>0.2</b>
<b>Total comprehensive income for the year attributable to Owners of the Company</b>	<b>438.8</b>	<b>524.8</b>

*The above statement of profit or loss and other comprehensive income for the financial year ended 30 June 2024 should be read in conjunction with the accompanying notes.*

**JB Hi-Fi Limited**  
**Balance sheet as at 30 June 2024**

		<b>Consolidated</b>	
		<b>2024</b>	<b>2023</b>
	Notes	<b>\$m</b>	<b>\$m</b>
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	17	317.7	177.3
Trade and other receivables	9	135.1	146.5
Inventories	8	1,093.6	1,040.9
Other current assets	10	39.9	34.6
Total current assets		<u>1,586.3</u>	<u>1,399.3</u>
<b>Non-current assets</b>			
Plant and equipment	11	196.9	182.8
Deferred tax assets	7	50.2	41.1
Intangible assets	12	1,031.4	1,031.4
Right-of-use assets	16	568.3	530.1
Other non-current assets	10	53.5	50.2
Total non-current assets		<u>1,900.3</u>	<u>1,835.6</u>
<b>Total assets</b>		<u>3,486.6</u>	<u>3,234.9</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	13	720.8	660.5
Borrowings	18	15.0	-
Deferred revenue	14	248.1	231.0
Provisions	15	120.4	115.0
Lease liabilities	16	182.6	174.1
Current tax liabilities		23.9	4.3
Total current liabilities		<u>1,310.8</u>	<u>1,184.9</u>
<b>Non-current liabilities</b>			
Borrowings	18	-	49.8
Deferred revenue	14	115.0	106.9
Provisions	15	41.9	42.5
Lease liabilities	16	459.8	431.2
Total non-current liabilities		<u>616.7</u>	<u>630.4</u>
<b>Total liabilities</b>		<u>1,927.5</u>	<u>1,815.3</u>
<b>Net assets</b>		<u>1,559.1</u>	<u>1,419.6</u>
<b>EQUITY</b>			
Contributed equity	19	312.3	329.3
Reserves	20	28.5	25.4
Retained earnings		1,218.3	1,064.9
<b>Total equity</b>		<u>1,559.1</u>	<u>1,419.6</u>

The above balance sheet as at 30 June 2024 should be read in conjunction with the accompanying notes.

**JB Hi-Fi Limited**  
**Statement of changes in equity for the financial year ended 30 June 2024**

<b>Consolidated</b>	Notes	<b>Contributed equity \$m</b>	<b>Equity-settled benefits reserve \$m</b>	<b>Foreign currency translation reserve \$m</b>	<b>Hedging reserves \$m</b>	<b>Common control reserve \$m</b>	<b>Retained earnings \$m</b>	<b>Total equity \$m</b>
<b>Balance at 1 July 2022</b>		<b>346.8</b>	<b>24.0</b>	<b>4.1</b>	<b>0.8</b>	<b>(6.1)</b>	<b>910.7</b>	<b>1,280.3</b>
Profit for the year		-	-	-	-	-	524.6	524.6
Exchange difference on translation of foreign operations		-	-	0.2	-	-	-	0.2
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>0.2</b>	<b>-</b>	<b>-</b>	<b>524.6</b>	<b>524.8</b>
Off-market share buy-back costs (net of tax)	19	(0.2)	-	-	-	-	-	(0.2)
Dividends paid	4	-	-	-	-	-	(382.7)	(382.7)
Acquisition of shares by employee share trust	19	(17.3)	-	-	-	-	-	(17.3)
Transfer of vested equity settled benefits (i)		-	(12.3)	-	-	-	12.3	-
Share-based payments - expense	6	-	13.8	-	-	-	-	13.8
Share-based payments - income tax	7	-	0.9	-	-	-	-	0.9
<b>Balance at 30 June 2023</b>		<b>329.3</b>	<b>26.4</b>	<b>4.3</b>	<b>0.8</b>	<b>(6.1)</b>	<b>1,064.9</b>	<b>1,419.6</b>
<b>Balance at 1 July 2023</b>		<b>329.3</b>	<b>26.4</b>	<b>4.3</b>	<b>0.8</b>	<b>(6.1)</b>	<b>1,064.9</b>	<b>1,419.6</b>
Profit for the year		-	-	-	-	-	438.8	438.8
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>438.8</b>	<b>438.8</b>
Dividends paid	4	-	-	-	-	-	(298.5)	(298.5)
Acquisition of shares by employee share trust	19	(17.0)	-	-	-	-	-	(17.0)
Transfer of vested equity settled benefits (i)		-	(13.1)	-	-	-	13.1	-
Share-based payments - expense	6	-	15.7	-	-	-	-	15.7
Share-based payments - income tax	7	-	0.5	-	-	-	-	0.5
<b>Balance at 30 June 2024</b>		<b>312.3</b>	<b>29.5</b>	<b>4.3</b>	<b>0.8</b>	<b>(6.1)</b>	<b>1,218.3</b>	<b>1,559.1</b>

(i) Upon vesting of equity-settled benefits, the expense recognised in the equity-settled benefits reserve is transferred to retained earnings. Refer to note 27 for further details on share-based payments.

*The above statement of changes in equity for the financial year ended 30 June 2024 should be read in conjunction with the accompanying notes.*

**JB Hi-Fi Limited**  
**Statement of cash flows for the financial year ended 30 June 2024**

		<b>Consolidated</b>	
		<b>2024</b>	<b>2023</b>
	<b>Notes</b>	<b>\$m</b>	<b>\$m</b>
<b>Cash flows from operating activities</b>			
Receipts from customers		<b>10,618.5</b>	10,602.0
Payments to suppliers and employees		<b>(9,668.3)</b>	(9,581.9)
Interest received		<b>11.2</b>	4.4
Interest and other finance costs paid on borrowings		<b>(1.9)</b>	(3.7)
Interest on lease liabilities	16	<b>(29.2)</b>	(21.9)
Income taxes paid		<b>(177.7)</b>	(282.5)
<b>Net cash inflow from operating activities</b>	17	<b>752.6</b>	716.4
<b>Cash flows from investing activities</b>			
Payments for plant and equipment	11	<b>(74.5)</b>	(72.0)
Proceeds from sale of plant and equipment		<b>0.1</b>	0.3
<b>Net cash (outflow) from investing activities</b>		<b>(74.4)</b>	(71.7)
<b>Cash flows from financing activities</b>			
Off-market share buy-back costs	19	-	(0.3)
Payments for shares acquired by the employee share trust	19	<b>(17.0)</b>	(17.3)
Net (repayment)/proceeds from borrowings	18	<b>(34.8)</b>	(10.0)
Dividends paid to owners of the Company	4	<b>(298.5)</b>	(382.7)
Payment of lease liabilities	16	<b>(187.6)</b>	(182.8)
<b>Net cash (outflow) from financing activities</b>		<b>(537.9)</b>	(593.1)
<b>Net increase in cash and cash equivalents</b>		<b>140.3</b>	51.6
Cash and cash equivalents at the beginning of the financial year		<b>177.3</b>	125.6
Effects of exchange rate changes on cash and cash equivalents		<b>0.1</b>	0.1
<b>Cash and cash equivalents at end of year</b>		<b>317.7</b>	177.3

*The above statement of cash flows for the financial year ended 30 June 2024 should be read in conjunction with the accompanying notes.*

## **Contents of the notes to the consolidated financial statements**

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## **1 About this report**

These are the consolidated financial statements of JB Hi-Fi Limited (Company or parent entity) and its controlled entities. JB Hi-Fi Limited and its controlled entities together are referred to in this financial report as the Group. For the purposes of preparing the consolidated financial statements the Company is a for-profit entity.

### **(a) Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*.

#### *(i) Compliance with IFRS*

The consolidated financial statements of JB Hi-Fi Limited comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

#### *(ii) Historical cost convention*

These financial statements have been prepared under the historical cost convention.

#### *(iii) Corporate information*

JB Hi-Fi Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is Podium Level, 60 City Road, Southbank, Victoria.

The financial statements were authorised for issue by the directors on 12 August 2024.

### **(b) Rounding off of amounts**

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that Corporations Instrument, amounts in the financial report are rounded off to the nearest hundred thousand dollars, unless otherwise stated.

### **(c) Sections**

The notes in these financial statements have been organised into the following sections to help users find and understand the information they need to know:

- (i) Group Performance:* focuses on the results and performance of the Group;
- (ii) Operating Assets and Liabilities:* provides information on the assets and liabilities used to generate the Group's performance;
- (iii) Capital Structure and Risk Management:* outlines how the Group manages its capital and various financial risks;
- (iv) Group Structure:* explains aspects of the group structure and how any changes have affected the financial position and performance of the Group; and
- (v) Other Disclosures:* provides information on items which require disclosure to comply with Australian Accounting Standards and other regulatory pronouncements.

### **(d) Critical accounting estimates and assumptions**

Estimates and judgements used in the preparation of these financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

<b>Areas of judgement and estimate</b>	<b>Note</b>
Inventory net realisable value	8
Impairment of goodwill and other intangible assets	12
Right-of-use assets and lease liabilities	16



## Group Performance

### 2 Segment information

#### (a) Description of segments

Management has determined the Group's operating segments based on the reports reviewed by the Group Chief Executive Officer that are used to make strategic and operating decisions.

The Group Chief Executive Officer considers the business primarily from a brand and geographic perspective. On this basis, management has identified three reportable segments, JB Hi-Fi Australia (JB Aust), JB Hi-Fi New Zealand (JB NZ) and The Good Guys (TGG). The Group Chief Executive Officer monitors the performance of these three segments separately. The Group does not operate any other brand or in any other geographic segment.

#### (b) Segment information provided to the Group Chief Executive Officer

The segment information provided to the Group Chief Executive Officer for the reportable segments for the year ended 30 June 2024 is as follows:

2024	JB Aust \$m	JB NZ (i) \$m	TGG \$m	Eliminations \$m	Total \$m
Revenue from external customers	6,609.9	303.4	2,679.1	-	9,592.4
EBITDA	634.1	4.1	246.1	-	884.3
Depreciation and impairment	(142.9)	(6.2)	(88.0)	-	(237.1)
EBIT	491.2	(2.1)	158.1	-	647.2
Interest on leases	(17.5)	(1.4)	(10.3)	-	(29.2)
Interest revenue					11.2
Other finance costs					(1.8)
Profit before income tax	473.7	(3.5)	147.8	-	627.4

#### Other segment information

Segment Assets	1,807.1	83.7	2,171.4	(575.6)	3,486.6
Segment Liabilities	1,730.0	63.3	709.8	(575.6)	1,927.5

2023	JB Aust \$m	JB NZ (i) \$m	TGG \$m	Eliminations \$m	Total \$m
Revenue from external customers	6,546.1	267.4	2,813.0	-	9,626.4
EBITDA	690.9	4.9	297.4	-	993.2
Depreciation and impairment	(139.0)	(0.8)	(84.4)	-	(224.2)
EBIT	551.9	4.1	213.0	-	769.0
Interest on leases	(13.4)	(0.4)	(8.1)	-	(21.9)
Interest revenue					4.4
Other finance costs					(4.4)
Profit before income tax	538.5	3.7	204.9	-	747.1

#### Other segment information

Segment Assets	1,640.6	68.1	1,993.9	(467.7)	3,234.9
Segment Liabilities	1,601.6	45.3	636.1	(467.7)	1,815.3

(i) There were no non-cash impairments recorded in the JB Hi-Fi New Zealand 2024 financial result (2023: nil), however there was reduced depreciation of \$3.0 million (2023: \$6.2 million) due to prior year asset impairments. The benefit in JB Hi-Fi New Zealand 2024 EBIT from the impairments was therefore \$3.0 million (2023: \$6.2 million).

#### EBIT and EBITDA

The Group Chief Executive Officer assesses the performance of the Group's operating segments based on EBIT and EBITDA. EBIT excludes the effects of interest revenue, finance costs and income tax. EBITDA further excludes depreciation, amortisation and impairment charges.

### 3 Earnings per share

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>Cents</b>	<b>Cents</b>
Basic (cents per share)	<b>401.36</b>	479.90
Diluted (cents per share)	<b>399.67</b>	477.91

#### (a) Reconciliation of earnings used in calculating earnings per share

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
<i>Basic earnings per share</i>		
Profit for the year attributable to owners of the Company	<b>438.8</b>	524.6
<i>Diluted earnings per share</i>		
Profit for the year attributable to owners of the Company	<b>438.8</b>	524.6

#### (b) Weighted average number of shares used as the denominator

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>No. m</b>	<b>No. m</b>
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	<b>109.3</b>	109.3
Adjustments for calculation of diluted earnings per share:		
Options	<b>0.5</b>	0.5
Weighted average number of ordinary and potential ordinary shares used as the denominator in calculating diluted earnings per share	<b>109.8</b>	109.8

#### (c) Information concerning the classification of securities

##### *Options*

Options granted under the Company's share option plans are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive (461,795 options are considered dilutive (2023: 454,152), zero are considered anti-dilutive (2023: zero)). The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in note 27.

## 4 Dividends

	2024		2023	
	Cents per share	\$m	Cents per share	\$m
<b>Recognised amounts</b>				
Final dividend - previous financial year	115.00	125.7	153.00	167.3
Interim dividend - current financial year	158.00	172.8	197.00	215.4
	<b>273.00</b>	<b>298.5</b>	<b>350.00</b>	<b>382.7</b>
	2024		2023	
	Cents per share	\$m	Cents per share	\$m
<b>Unrecognised amounts</b>				
Final dividend - current financial year	103.00	112.6	115.00	125.7
Special dividend - current financial year	80.00	87.5	-	-
Total	<b>183.00</b>	<b>200.1</b>	<b>115.00</b>	<b>125.7</b>

In respect of the financial year ended 30 June 2024, the directors have recommended the payment of a final dividend of 103 cents per share together with a special dividend of 80 cents per share. The record date for both dividends is 23 August 2024.

All dividends declared and subsequently paid by the Company are franked to 100% at the 30% corporate income tax rate.

### (a) Franking account balance

	Consolidated	
	2024	2023
	\$m	\$m
Franking credits available for subsequent reporting periods based on a tax rate of 30.0% (2023 - 30.0%)	<b>587.1</b>	517.6

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for franking credits that will arise from the payment of the amount of the provision for income tax.

The impact on the franking account of the dividends recommended by the directors since year end, but not recognised as a liability at year end, will be a reduction in the franking account of \$85.8 million (2023: \$53.9 million).

## 5 Revenue

	2024	2023
	\$m	\$m
Sale of goods and services - Stores and other channels	8,139.7	8,216.5
Sale of goods and services - Online and over the phone	1,452.7	1,409.9
Total Revenue	<b>9,592.4</b>	<b>9,626.4</b>

## 5 Revenue (continued)

### (a) Revenue recognition

The Group generates revenue from the sale of products and services, both as a principal and as an agent, to retail and commercial customers. Revenue is recognised in accordance with the principles set out below, in an amount that reflects the consideration expected to be received in exchange for those goods or services. Revenue excludes goods and services tax and is recognised net of discounts and sales returns.

Where payment for the goods or services is received in advance, the amount is recognised as deferred revenue in the balance sheet until the goods or services have been delivered to, or collected by, the customer.

Gift cards are considered a prepayment for goods or services to be delivered in the future. The Group recognises deferred revenue in the balance sheet relating to the gift cards and recognises revenue when the customer redeems the gift card and the Group fulfils the performance obligation related to the transaction. Revenue is also recognised where the likelihood of the gift card being redeemed by the customer is deemed remote.

#### (i) Product revenue

The Group generates product revenue from the sale of consumer electronics and home appliances.

Product revenue is recognised on a "point in time" basis when control of the goods transfers to the customer. Control of the goods transfers to the customer either at the point of sale or when the goods are delivered to, or collected by, the customer. Any fees charged to the customer for delivery are recognised as revenue when the delivery has been completed.

In most cases, the Group is the principal in product revenue transactions, recognising revenue on a gross basis. For certain transactions, the Group acts as a sales agent and recognises commission, which represents the consideration received from the customer net of amounts payable to third parties responsible for fulfilling the performance obligation for the customer. The Group typically recognises commission arising from such transactions when the goods are delivered to the customer by the third party.

#### (ii) Services revenue

The Group generates revenue from installation, IT services, extended care and customer support services.

The Group recognises revenue for services, such as installation and IT services once the service is completed, as this is when the customer has the ability to direct the use of and obtain benefits from the service.

For extended care and customer support services where the Group is the principal, revenue is recognised on an "over time basis" from the date the service commences until the date the service is completed. Such contracts typically contain multiple performance obligations with service terms ranging up to 7 years. The Group recognises revenue for these services on a usage basis, an input method of measuring progress over the related contract term, which is generally time based.

For extended care and customer support services where the Group acts as an agent, the Group recognises commission, which represents the consideration received from the customer net of amounts payable to third parties responsible for fulfilling the performance obligation for the customer. The Group typically recognises commission arising from such transactions at the point of sale to the customer, which is when the Group completes arranging the sale on behalf of the third party.

The Group generated 0.4% of its total revenue on an over time basis in the current year (2023: 0.4%).

## 6 Expenses

**Consolidated**  
**2024**      **2023**  
**\$m**      **\$m**

**Profit before income tax includes the following specific expenses:**

*Finance costs*

Interest and other finance costs on borrowings	1.6	4.0
Interest on leases	29.2	21.9
Other interest expense	0.2	0.4
	<u>31.0</u>	<u>26.3</u>

*Employee benefits expenses*

Share-based payments - expense	15.7	13.8
Defined contribution superannuation expense	87.0	79.4
Other employee benefits	881.1	828.9
	<u>983.8</u>	<u>922.1</u>

*Depreciation and impairment*

Depreciation - Plant and equipment	53.7	53.3
Impairment - Plant and equipment	1.2	1.9
Depreciation - Right-of-use assets	181.5	169.0
Impairment - Right-of-use assets	0.7	-
	<u>237.1</u>	<u>224.2</u>

## 7 Taxation

**Consolidated**  
**2024**      **2023**  
**\$m**      **\$m**

**(a) Income tax expense**

Current tax	197.7	233.0
Deferred tax	(9.1)	(10.5)
	<u>188.6</u>	<u>222.5</u>

**(b) Numerical reconciliation of income tax expense to prima facie tax payable**

**Consolidated**  
**2024**      **2023**  
**\$m**      **\$m**

Profit from continuing operations before income tax expense	627.4	747.1
Tax at the Australian tax rate of 30.0% (2023: 30.0%)	188.2	224.1
Effect of expenses that are not deductible in determining taxable profit	5.4	4.4
Effect of different tax rates of subsidiaries operating in other jurisdictions	0.1	(0.1)
Effect of other deductibles in determining taxable profit	(4.7)	(4.2)
Unrecognised New Zealand timing differences	(0.4)	(1.7)
Tax expense	<u>188.6</u>	<u>222.5</u>

## 7 Taxation (continued)

### (c) Amounts recognised directly in equity

The following current and deferred amounts were charged directly to equity during the period:

	Consolidated	
	2024	2023
	\$m	\$m
<i>Current tax</i>		
Tax effect of employee share options in reserves	0.5	0.9
<i>Deferred tax</i>		
Tax effect of share buy-back costs charged to issued capital	-	0.1

### (d) Deferred tax

	Consolidated	
	2024	2023
	\$m	\$m
<b>Deferred tax assets</b>		
Provisions	42.3	41.3
Inventories	10.8	9.7
Deferred revenue	49.3	45.1
Plant and equipment	26.1	21.3
Lease liabilities	185.4	174.6
Other	8.9	9.1
	322.8	301.1
<b>Deferred tax liabilities</b>		
Brand names	(85.2)	(85.2)
Prepayments	(22.4)	(20.6)
Right-of-use asset	(165.0)	(154.2)
	(272.6)	(260.0)
Net deferred tax assets/(liabilities)	50.2	41.1

All movements in the above temporary differences have been charged to income, with the exception of the share buy-back costs charged to issued capital in 2023 as noted above.

### (e) Recognition and measurement

#### *Current tax*

Current tax represents the amount expected to be paid to taxation authorities on taxable income for the period, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

## 7 Taxation (continued)

### (e) Recognition and measurement (continued)

#### *Deferred tax*

Deferred tax is accounted for using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities under financial reporting and taxation purposes. Deferred tax is measured at the rates that are expected to apply in the period in which the liability is settled or asset realised, based on tax rates enacted or substantively enacted at the reporting date.

### (f) Tax consolidation legislation

The Company and its wholly owned Australian resident entities are part of a tax consolidated group and are therefore taxed as a single entity. The head entity within the tax consolidated group is JB Hi-Fi Limited. The members of the tax consolidated group are identified at note 22.

Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax consolidated group are recognised in the separate financial statements of the members of the tax consolidated group using the 'separate taxpayer within group' approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and relevant tax credits of the members of the tax consolidated group are recognised by the Company (as head entity in the tax consolidated group).

Where the tax contribution amount recognised by each member of the tax consolidated group for a particular period is different to the aggregate of the current tax liability or asset and any deferred tax asset arising from unused tax losses and tax credits in respect of that period, the difference is recognised as a contribution from (or distribution to) equity participants.

### (g) Nature of tax funding and tax sharing agreements

Entities within the tax consolidated group have entered into a tax funding arrangement and a tax sharing agreement with the head entity. Under the terms of the tax funding arrangement, JB Hi-Fi Limited and each of the entities in the tax consolidated group have agreed to pay a tax equivalent payment to or from the head entity, based on the current tax liability or current tax asset of the entity. Such amounts are reflected in amounts receivable from or payable to other entities in the tax consolidated group.

The tax sharing agreement entered into between members of the tax consolidated group provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations or if an entity should leave the tax consolidated group. The effect of the tax sharing agreement is that each member's liability for tax payable by the tax consolidated group is limited to the amount payable to the head entity under the tax funding agreement.

## Operating Assets and Liabilities

### 8 Inventories

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
Finished goods	<b>1,093.6</b>	1,040.9

#### (a) Recognition and measurement

Inventories are valued at the lower of cost and net realisable value. Cost is calculated on a weighted average basis, comprising the purchase price, less supplier rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. Inventory provisions are recognised where the net realisable value of inventory is estimated to be lower than its carrying value as well as to allow for estimated inventory losses associated with shrinkage.

When determining the net realisable value of inventories (which is most applicable to obsolete, end of life and slow moving inventory), the Group uses its judgement to determine the expected selling price and the estimated costs necessary to make the sale. These assumptions are reviewed at least annually.

### 9 Trade and other receivables

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
Trade receivables	<b>57.6</b>	62.4
Allowance for expected credit losses	<b>(1.6)</b>	(1.6)
	<b>56.0</b>	60.8
Other receivables	<b>79.1</b>	85.7
	<b>135.1</b>	146.5

#### (a) Terms and conditions

##### *Trade and other receivables*

Trade receivables relate to amounts due from commercial customers. Other receivables primarily relate to supplier rebates that are expected to be received on a gross basis from suppliers. Supplier rebates which are net settled are presented on a net basis with the related trade payables balance (note 13).

Trade and other receivables are recognised initially at their transaction price and are subsequently measured at amortised cost using the effective interest method, less an allowance for expected credit losses. The average credit period for trade and other receivables is 30 days. There are no material trade and other receivables past due.

##### *Allowance for expected credit losses*

The Group assesses the expected credit losses associated with its trade and other receivables on a forward-looking basis. The Group applies the simplified approach to measuring expected credit losses, which requires expected lifetime losses to be recognised from initial recognition of the receivables. Credit insurance is carried for most amounts due from commercial customers. Individual debts which are known to be uncollectable are written off when identified.



## 10 Other assets

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
<b>Current</b>		
Prepayments	<b>39.9</b>	34.6
	<b>39.9</b>	34.6
<b>Non-current</b>		
Prepayments	<b>53.5</b>	50.2
	<b>53.5</b>	50.2

Prepayments includes premiums in relation to extended warranty component of The Goods Guys Gold Service Extras program and general prepaid expenses. Gold Services Extra is an extended care program operated by The Good Guys, which encompasses a range of features including extended warranty. The prepaid premiums are amortised to profit or loss over time, concurrent with the recognition of revenue from the extended warranty service.

## 11 Plant and equipment

	<b>Plant and equipment</b>	<b>Leasehold improvements</b>	<b>Total</b>
	<b>\$m</b>	<b>\$m</b>	<b>\$m</b>
<b>At 1 July 2022</b>			
Cost	414.8	245.7	660.5
Accumulated depreciation and impairment	(310.1)	(181.4)	(491.5)
Net book amount	104.7	64.3	169.0
<b>Year ended 30 June 2023</b>			
Opening net book amount	104.7	64.3	169.0
Additions	38.0	34.0	72.0
Disposals	(1.9)	(1.1)	(3.0)
Depreciation charge	(27.2)	(26.1)	(53.3)
Impairment charge	(1.6)	(0.3)	(1.9)
Closing net book amount	112.0	70.8	182.8
<b>At 30 June 2023</b>			
Cost	355.8	266.7	622.5
Accumulated depreciation and impairment	(243.8)	(195.9)	(439.7)
Net book amount	112.0	70.8	182.8
<b>Year ended 30 June 2024</b>			
Opening net book amount	112.0	70.8	182.8
Additions	37.1	37.4	74.5
Disposals	(4.0)	(1.5)	(5.5)
Depreciation charge	(28.6)	(25.1)	(53.7)
Impairment charge	(0.7)	(0.5)	(1.2)
Closing net book amount	115.8	81.1	196.9
<b>At 30 June 2024</b>			
Cost	378.3	293.5	671.8
Accumulated depreciation and impairment	(262.5)	(212.4)	(474.9)
Net book amount	115.8	81.1	196.9

## 11 Plant and equipment (continued)

### (a) Recognition and measurement

Plant and equipment and leasehold improvements are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the item.

Depreciation is calculated on a straight line basis so as to write off the net cost of each asset over its expected useful life to its estimated residual value. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period taking into consideration physical, economic and environmental factors, which includes, but is not limited to, asset condition, expected use, wear-and-tear, technology changes, and climate-related risks. The effect of any changes are recognised on a prospective basis.

The following estimated useful lives are used in the calculation of depreciation:

- Leasehold improvements 1 to 15 years
- Plant and equipment 1.5 to 15 years

## 12 Intangible assets

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
Goodwill	<b>747.0</b>	747.0
Brand names	<b>284.4</b>	284.4
	<b>1,031.4</b>	1,031.4

### (a) Recognition and measurement

#### *Goodwill*

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary or business at the date of the acquisition.

#### *Brand names*

Brand names that are acquired as part of a business combination are recognised separately from goodwill. These assets are measured at their fair value at the date of acquisition using the relief from royalty method. Brand names are subsequently carried at cost less accumulated impairment losses.

Brand names have indefinite useful lives and therefore do not attract amortisation. As at 30 June 2024, management has concluded that an indefinite useful life remains appropriate as the Group expect to continue using the brand names for the foreseeable future and there are no legal, technical or commercial factors indicating that the brand names have a limited life.

### (b) Impairment testing

The carrying amount of goodwill and brand names is allocated to the following groups of CGUs (CGUs) for impairment testing purposes:

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
<b>Goodwill</b>		
The Good Guys	<b>575.6</b>	575.6
JB Hi-Fi Australia	<b>171.4</b>	171.4
	<b>747.0</b>	747.0

## 12 Intangible assets (continued)

### (b) Impairment testing (continued)

#### Brand names

The Good Guys	<b>241.3</b>	241.3
JB Hi-Fi Australia	<b>43.1</b>	43.1
	<b>284.4</b>	284.4

The recoverable amount of each CGU has been determined based on value in use calculations.

The key assumptions used in the value in use calculations include the FY2024 financial budget, sales growth, gross margin, cost of doing business (CODB) and the discount rate. These assumptions are based on past experience and the Company's forecast operating and financial performance for each CGU taking into account current market and economic conditions, risks, uncertainties and opportunities for improvement for each CGU.

The value in use calculations use cash flow projections over a 5 year period, extrapolated into perpetuity using a long-term growth rate. The cash flows projections in Year 1 are based on financial budgets for the 2025 financial year, as approved by the Board. The cash flow projections thereafter and into perpetuity assume a steady growth rate of 2.5% (2023: 2.5%), which is consistent with the mid-point of long-term inflation forecasts by recognised bodies.

A post-tax discount rate of 9.5% (2023: 9.5%) has been used for all CGUs.

The Group has conducted sensitivity analysis taking into consideration the current uncertain macro-economic conditions, which indicated that no reasonably possible change in key assumptions would result in an impairment loss. Accordingly, the Group has concluded that no impairment is required based on current market and economic conditions and expected future performance.

## 13 Trade and other payables

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>\$m</b>	\$m
Trade payables	<b>640.1</b>	588.6
Goods and services tax (GST) payable	<b>55.7</b>	48.5
Other creditors and accruals	<b>25.0</b>	23.4
	<b>720.8</b>	660.5

Trade payables and other creditors and accruals represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are stated at amortised cost. The amounts are unsecured and are usually settled within 45 days of recognition. Supplier rebates that are expected to be settled on a net basis are presented on a net basis with the related trade payables balance.

## 14 Deferred revenue

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>\$m</b>	\$m
<b>Current</b>		
Deferred revenue	<b>248.1</b>	231.0
	<b>248.1</b>	231.0
<b>Non-current</b>		
Deferred revenue	<b>115.0</b>	106.9
	<b>115.0</b>	106.9

## 14 Deferred revenue (continued)

Deferred revenue relates to unfulfilled services to be performed under The Good Guys Gold Service Extras program, unredeemed gift cards and customer deposits. Gold Services Extra is an extended care program operated by The Good Guys, which encompasses a range of features including extended warranty. Refer to note 5(a) for the Group's revenue recognition accounting policy.

It is expected that 74% (2023: 74%) of Non-current Deferred revenue will be recognised in the next 3 financial years and the remaining 26% (2023: 26%) recognised in the following 3 years.

## 15 Provisions

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
<b>Current</b>		
Employee benefits	<b>119.2</b>	113.5
Lease make good provision	<b>1.2</b>	1.5
	<b>120.4</b>	115.0
<b>Non-current</b>		
Employee benefits	<b>7.9</b>	8.7
Lease make good provision	<b>34.0</b>	33.8
	<b>41.9</b>	42.5

### (a) Recognition and measurement

#### (i) Employee benefits

Liabilities for wages and salaries, including non-monetary benefits, are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for annual leave and unpaid bonuses are recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

Contributions to defined contribution superannuation plans are expensed when employees have rendered services entitling them to the contributions.

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees, up to the end of the reporting period. Expected future payments are discounted using the Australian corporate bond discount rate curve as published by Milliman with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Management judgement is applied in determining the following key assumptions used in the calculation of long service leave at balance date:

- future increases in wages and salaries;
- future on cost rates; and
- experience of employee departures and period of service.

#### (ii) Lease make good provision

The lease make good provision includes the Group's best estimate of the amount required to return the Group's leased premises to their original condition at the end of the lease term in accordance with the terms of the lease.

## 16 Right-of-use assets and lease liabilities

The Group leases various properties including retail stores, warehouses and offices and equipment in Australia and New Zealand. Lease agreements are typically entered into for fixed periods ranging from 1 to 10 years, have varying terms and commonly include extension options and annual increase clauses. Certain store leases contain variable lease payment terms that are linked to store sales.

Retail store leases can enter 'hold-over' from time to time, where the Group continues to occupy and use a property on a rolling basis beyond the contractual lease term. This typically occurs when a lease renewal process extends beyond the expiry of the lease, with both the Group and lessor having an economic incentive for the lease arrangement to continue in expectation of reaching an agreement on renewal terms. Refer to note 16(e) for the Group's key judgements in accounting for leases in hold-over.

The carrying value of right-of-use assets and lease liabilities is presented below:

### (a) Right-of-use assets

	Properties \$m	Equipment \$m	Total \$m
<b>At 1 July 2022</b>			
Cost	957.4	12.4	969.8
Accumulated depreciation and impairment	(502.0)	(6.2)	(508.2)
Carrying value	<b>455.4</b>	<b>6.2</b>	<b>461.6</b>
<b>Year ended 30 June 2023</b>			
Opening carrying value	455.4	6.2	461.6
Additions, modifications and other reassessments of leases	234.2	3.3	237.5
Depreciation	(165.9)	(3.1)	(169.0)
Closing carrying value	<b>523.7</b>	<b>6.4</b>	<b>530.1</b>
<b>At 30 June 2023</b>			
Cost	1,192.4	15.7	1,208.1
Accumulated depreciation and impairment	(668.7)	(9.3)	(678.0)
Closing carrying value	<b>523.7</b>	<b>6.4</b>	<b>530.1</b>
<b>Year ended 30 June 2024</b>			
Opening carrying value	523.7	6.4	530.1
Additions, modifications and other reassessments of leases	219.4	1.0	220.4
Depreciation	(178.4)	(3.1)	(181.5)
Impairment	(0.7)	-	(0.7)
Closing carrying value	<b>564.0</b>	<b>4.3</b>	<b>568.3</b>
<b>At 30 June 2024</b>			
Cost	1,140.0	13.0	1,153.0
Accumulated depreciation and impairment	(576.0)	(8.7)	(584.7)
Closing carrying value	<b>564.0</b>	<b>4.3</b>	<b>568.3</b>

## 16 Right-of-use assets and lease liabilities (continued)

### (b) Lease liabilities

	Properties \$m	Equipment \$m	Total \$m
<b>Year ended 30 June 2023</b>			
Opening carrying value	538.6	6.4	545
New and modified leases	239.5	3.4	242.9
Payment of lease liabilities	(179.7)	(3.1)	(182.8)
Payment of interest on lease liabilities	(21.7)	(0.2)	(21.9)
Interest expense	21.7	0.2	21.9
Foreign exchange translation	0.2	-	0.2
Closing carrying value	<b>598.6</b>	<b>6.7</b>	<b>605.3</b>
<b>At 30 June 2023</b>			
Current	171.1	3.0	174.1
Non-Current	427.5	3.7	431.2
Total	<b>598.6</b>	<b>6.7</b>	<b>605.3</b>
	Properties \$m	Equipment \$m	Total \$m
<b>Year ended 30 June 2024</b>			
Opening carrying value	598.6	6.7	605.3
New and modified leases	223.8	0.9	224.7
Payment of lease liabilities	(184.4)	(3.2)	(187.6)
Payment of interest on lease liabilities	(29.0)	(0.2)	(29.2)
Interest expense	29.0	0.2	29.2
Foreign exchange translation	-	-	-
Closing carrying value	<b>638.0</b>	<b>4.4</b>	<b>642.4</b>
<b>At 30 June 2024</b>			
Current	180.2	2.4	182.6
Non-Current	457.8	2.0	459.8
Total	<b>638.0</b>	<b>4.4</b>	<b>642.4</b>

### (c) Amounts recognised in the Statement of Profit or Loss

	2024 \$m	2023 \$m
Depreciation expense on right-of-use assets	181.5	169.0
Impairment expense on right-of-use assets	0.7	-
Interest expense on lease liabilities	29.2	21.9
Property lease expense (i)	13.9	14.0

(i) The property lease expense includes short-term, low value and variable rent expenses which are included within occupancy expenses.

### (d) Recognition and measurement

A right-of-use asset and corresponding lease liability are recognised at commencement of the lease.

Lease liabilities are initially measured at the present value of the lease payments, discounted at the rate implicit in the lease, or if that cannot be readily determined, at the Group's incremental borrowing rate. The weighted average incremental borrowing rate used during the year was 5.10% (2023: 4.55%).

Lease liabilities are subsequently measured at amortised cost using the effective interest rate method. Lease liabilities are remeasured, with a corresponding adjustment to the right-of-use asset, when there is a change in future lease payments resulting from a rent review, change in an index or rate such as inflation, or change in the Group's assessment of whether it is reasonably certain to exercise an extension option.

## 16 Right-of-use assets and lease liabilities (continued)

### (d) Recognition and measurement (continued)

AASB 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has applied this practical expedient.

The right-of-use asset is initially measured at cost, comprising: the initial lease liability; any lease payments already made less any lease incentives received; initial direct costs; and any make good costs. The right-of-use asset is subsequently depreciated on a straight line basis over the shorter of the lease term or the useful life of the underlying asset.

Leases of low value assets and short-term leases of 12 months or less are expensed to profit or loss on a straight line basis. Low value assets primarily comprise office equipment such as printers and photocopiers.

### (e) Key judgements

#### *Lease term*

The lease term is determined at lease commencement or at the effective date of a lease modification. The lease term represents the non-cancellable term, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised.

Extension options are a common feature within the Group's property leases, providing the Group with operational flexibility should a property perform below expectations, a relocation opportunity arises or the economic outlook adversely changes. Hence, at lease commencement, extension options are not typically considered reasonably certain to be exercised, unless there is a clear economic incentive for extension.

Extension options held are exercisable only by the Group and not by the lessors. The Group does not have any options to purchase leased assets.

After lease commencement, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not exercise) an extension option.

In assessing whether the Group is reasonably certain to extend or renew a lease in hold-over, the Group considers all relevant facts and circumstances that create an economic incentive for the Group to remain in the leased premises and whether a right-of-use asset and lease liability should be recognised, or whether the lease should be accounted for as a short-term lease. When an economic incentive exists, the Group estimates the expected lease term, lease liability and related right-of-use asset based on information available at the date the lease enters hold-over. When a new lease agreement is subsequently entered into, the Group accounts for any change in terms in accordance with the principles that apply to lease modifications.

## Capital Structure and Risk Management

### 17 Notes to the cash flow statement

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand and in banks, net of outstanding bank overdrafts.

#### (a) Reconciliation of cash and cash equivalents

Cash and cash equivalents at the end of the financial year as shown in the cash flow statement is reconciled as follows:

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
Cash	<b>317.7</b>	177.3
Bank overdrafts	-	-
Cash and cash equivalents	<b>317.7</b>	177.3

#### (b) Reconciliation of net cash inflow from operating activities to profit

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
Profit for the year	<b>438.8</b>	524.6
Depreciation and amortisation	<b>235.2</b>	222.3
Impairment charges	<b>1.9</b>	1.9
Share-based payments - expense	<b>15.7</b>	13.8
Share-based payments - income tax	<b>0.5</b>	0.9
Net loss on disposal of non-current assets	<b>5.4</b>	2.7
Change in operating assets and liabilities:		
(Increase) decrease in inventories	<b>(52.6)</b>	95.9
(Increase) decrease in current receivables	<b>11.2</b>	(14.3)
(Increase) decrease in other current assets	<b>(5.2)</b>	(3.5)
(Increase) decrease in deferred tax assets	<b>(9.1)</b>	(10.5)
(Increase) decrease in other non-current assets	<b>(3.3)</b>	(6.1)
(Decrease) increase in current provisions	<b>5.3</b>	5.6
(Decrease) increase in current payables	<b>64.7</b>	(55.9)
(Decrease) increase in current deferred revenue	<b>17.1</b>	(22.5)
(Decrease) increase in non-current provisions	<b>(0.6)</b>	(0.2)
(Decrease) increase in non-current deferred revenue	<b>8.0</b>	12.2
(Decrease) increase in current tax liabilities	<b>19.6</b>	(50.5)
Net cash inflow from operating activities	<b>752.6</b>	716.4



## 18 Borrowings

	Consolidated	
	2024	2023
	\$m	\$m
<b>Unsecured current</b>		
Trade finance facilities	15.0	-
<b>Unsecured non-current</b>		
Bank loans	-	49.8
	<b>15.0</b>	<b>49.8</b>

	Consolidated	
	2024	2023
	\$m	\$m
<b>Reconciliation of liabilities arising from financing activities</b>		
Opening borrowings	49.8	59.4
Net (repayment)/drawdown of borrowings	(34.8)	(10.0)
Effects of exchange rate changes	(0.2)	-
Amortisation of debt issue costs	0.2	0.4
	<b>15.0</b>	<b>49.8</b>

The Group's trade finance facility of \$200.0 million, and bank overdraft facilities of \$20.0 million and NZ\$10.0 million (total \$29.2 million) remain unchanged from 30 June 2023. The Group also has a term debt facility of \$50.0 million that has been reduced from \$200.0 million at 30 June 2023. The Group has total borrowing facilities of \$279.2 million of which \$264.2 million are unused at 30 June 2024 in addition to cash on hand of \$317.7 million. Refer to note 21(a) for further details on the Group's financing facilities.

### (a) Recognition and measurement

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, and intends to do so.

The Group monitors compliance with its financial covenants on a monthly basis and reports compliance on a semi-annual basis to the banks. The Group has complied with all such requirements during the current and previous year.

## 19 Contributed equity

### (a) Share capital

	Parent entity		Parent entity	
	2024	2023	2024	2023
	Shares	Shares	\$m	\$m
Ordinary shares - fully paid	<b>109,333,981</b>	109,333,981	<b>312.3</b>	329.3

Ordinary shares issued are classified as equity and are fully paid, have no par value and carry one vote per share and the right to dividends. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

## 19 Contributed equity (continued)

### (a) Share capital (continued)

If the entity reacquires its own equity instruments, for example, as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid, including any directly attributable incremental costs (net of income taxes), is recognised directly in equity.

### (b) Movements in ordinary share capital

Date	Details	Number of shares	\$m
1 July 2022	Opening balance	109,333,981	346.8
	Unallocated shares held by employee share trust	(7,327)	-
	Balance excluding shares held by employee share trust	109,326,654	346.8
	Off-market share buy-back costs (net of tax)	-	(0.2)
	Shares acquired by employee share trust	(390,217)	(17.3)
	Allocation of shares under share option and variable reward plan	381,516	-
	Balance excluding shares held by employee share trust	109,317,953	329.3
30 June 2023	Unallocated shares held by employee share trust	16,028	-
	Closing balance	109,333,981	329.3
1 July 2023	Opening balance	109,333,981	329.3
	Unallocated shares held by employee share trust	(16,028)	-
	Balance excluding shares held by employee share trust	109,317,953	329.3
	Shares acquired by employee share trust	(361,905)	(17.0)
	Allocation of shares under share option and variable reward plan	372,342	-
	Balance excluding shares held by employee share trust	109,328,390	312.3
30 June 2024	Unallocated shares held by employee share trust	5,591	-
	Closing balance	109,333,981	312.3

### (c) Share options

In accordance with the provisions of the Company's share option plans, as at 30 June 2024, executives and non-executive management have options over 484,518 ordinary shares (of which 5,591 were vested), in aggregate, with various expiry dates. Refer to note 27 for further details on the Group's share option plans.

As at 30 June 2023, executives and non-executive management had options over 470,442 ordinary shares (of which 16,029 were vested), in aggregate, with various expiry dates.

Share options granted under the Company's share option plans carry no rights to dividends and no voting rights.

## 19 Contributed equity (continued)

### (d) Capital management

The Board reviews the capital structure on an ongoing basis. The Group's objective is to maintain an optimal capital structure which seeks to reduce the cost of capital and to ensure the Group has access to adequate capital to sustain the future development of the business.

As part of its capital management program, the Group monitors the return on invested capital and the gearing ratio. The Group defines return on invested capital as earnings before interest and tax (EBIT) divided by the sum of total equity plus net debt and the gearing ratio as term debt excluding capitalised borrowing costs, divided by earnings before interest, taxation, depreciation, amortisation and impairment (EBITDA).

The Board has adopted a policy of monitoring the dividend payout ratio and targeting a payout ratio of 65% of net profit after tax as it seeks to strike a balance between shareholder returns and ensuring adequate capital is retained for the growth of the business so as to maximise long-term shareholder returns.

There were no changes in the Group's approach to capital management during the year.

The Group's return on invested capital and gearing ratios as at 30 June 2024 and 30 June 2023 were as follows:

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
<b>Return on invested capital</b>		
Profit before tax	<b>627.4</b>	747.1
Net finance costs	<b>19.8</b>	21.9
EBIT	<b>647.2</b>	769.0
Borrowings	<b>15.0</b>	49.8
Cash and cash equivalents	<b>(317.7)</b>	(177.3)
Net cash	<b>(302.7)</b>	(127.5)
Total equity	<b>1,559.1</b>	1,419.6
Invested capital	<b>1,256.4</b>	1,292.1
Return on invested capital	<b>51.5%</b>	59.5%
<b>Gearing ratio</b>		
Borrowings	<b>15.0</b>	50.0
EBIT	<b>647.2</b>	769.0
Depreciation and impairment	<b>237.1</b>	224.2
EBITDA	<b>884.3</b>	993.2
Gearing ratio	<b>0.02</b>	0.05

## 20 Reserves

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
Equity-settled benefits	<b>29.5</b>	26.4
Common control reserve	<b>(6.1)</b>	(6.1)
Hedging reserves	<b>0.8</b>	0.8
Foreign currency translation reserve	<b>4.3</b>	4.3
	<b>28.5</b>	25.4

### (a) Nature and purpose of reserves

#### (i) *Equity-settled benefits*

The equity-settled benefits reserve arises as the share options and restricted shares granted to executives and non-executive management under the Company's share option plans and variable reward plan are expensed. Further information about share-based payments is in note 27 to the financial statements.

#### (ii) *Common control reserve*

The common control reserve represents the excess of the purchase consideration over the balance of a non-controlling interest at the date a change in ownership of a subsidiary occurs.

#### (iii) *Hedging reserves*

Hedging reserves include gains and losses recognised on the effective portion of foreign currency loans in previous periods designated as net investment hedges. The gains and losses deferred due to the net investment hedge are recognised in the profit or loss when the foreign operation is disposed.

#### (iv) *Foreign currency translation*

Exchange differences relating to the translation of the Group's foreign controlled entities from their functional currencies into Australian dollars are brought to account directly to the foreign currency translation reserve.

## 21 Financial risk management

The Group's activities expose it to a variety of financial risks, including market risk (foreign currency and interest rate risk), liquidity risk and credit risk.

The Group seeks to minimise the effects of these risks, by using various financial instruments, including derivative financial instruments. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The use of financial derivatives is governed by the Group's policies approved by the Board of directors, which provide written principles on the use of financial derivatives.

The Group holds the following financial assets and liabilities at reporting date:

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
<b>Financial assets</b>		
Cash and cash equivalents	<b>317.7</b>	177.3
Trade and other receivables	<b>135.1</b>	146.5
	<b>452.8</b>	323.8
<b>Financial liabilities</b>		
Trade and other payables	<b>720.8</b>	660.5
Borrowings	<b>15.0</b>	49.8
Lease liabilities	<b>642.4</b>	605.3
	<b>1,378.2</b>	1,315.6

## 21 Financial risk management (continued)

### (a) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board of directors, who assess the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities and by continuously monitoring forecast and actual cash flows.

#### *Financing arrangements*

The Group had access to the following borrowing facilities at the end of the reporting period:

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
Unsecured bank overdraft facility (renewable annually):		
amount used	-	-
amount unused	<b>29.2</b>	29.2
	<b>29.2</b>	29.2
Unsecured trade finance facility (renewable annually):		
amount used	<b>15.0</b>	-
amount unused	<b>185.0</b>	200.0
	<b>200.0</b>	200.0
Unsecured indemnity guarantees:		
amount used	<b>1.6</b>	2.4
amount unused	<b>4.7</b>	3.9
	<b>6.3</b>	6.3
Unsecured bank loan facilities (term debt expiring February 2025):		
amount used	-	50.0
amount unused	<b>50.0</b>	150.0
	<b>50.0</b>	200.0
Headroom in total borrowing facilities (excluding security indemnity guarantees)	<b>264.2</b>	379.2

#### *Maturities of financial liabilities*

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both principal and estimated interest cash flows.

The weighted average interest rate disclosed for lease liabilities represents the incremental borrowing rates over the lease term at the time the leases were entered into or modified. The weighted average interest rate disclosed for bank loans represents the interest rates that applied during the financial year to bank loans and does not represent the interest rates that may apply in the future.

Cash flows for financial liabilities without fixed amount or timing are based on the conditions existing at the reporting date.

## 21 Financial risk management (continued)

### (a) Liquidity risk (continued)

	Less than 6 months	6 - 12 months	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total	Weighted average effective interest rate %
2024	\$m	\$m	\$m	\$m	\$m	\$m	
<b>Financial liabilities</b>							
Trade and other payables	720.8	-	-	-	-	720.8	-%
Lease liabilities	108.7	102.0	179.4	292.7	35.9	718.7	5.10%
Borrowings	15.4	-	-	-	-	15.4	5.37%
	844.9	102.0	179.4	292.7	35.9	1,454.9	
2023	\$m	\$m	\$m	\$m	\$m	\$m	
<b>Financial liabilities</b>							
Trade and other payables	660.5	-	-	-	-	660.5	-%
Lease liabilities	102.4	97.2	166.3	282.8	37.8	686.5	4.55%
Borrowings	1.0	1.0	51.4	-	-	53.4	4.20%
	763.9	98.2	217.7	282.8	37.8	1,400.4	

### (b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has endeavoured to minimise its credit risk by dealing with creditworthy counterparties. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

The carrying amount of financial assets recorded in the financial statements, net of any allowance for impairment, represents the Group's maximum exposure to credit risk.

### (c) Interest rate risk

The Group is exposed to interest rate risk as it borrows funds at floating interest rates. The risk has historically been managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings through the use of interest rate swap and cap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring optimal hedging strategies are applied, by either positioning the balance sheet or protecting interest expense through different interest rate cycles.

As at 30 June 2024, the Group has no interest rate swaps or cap contracts in place.

## Group Structure

### 22 Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following principal subsidiaries in accordance with the accounting policy described below:

Name of entity	Country of incorporation	Ownership interest	
		2024 %	2023 %
<b>Parent entity</b>			
JB Hi-Fi Limited ^	Australia		
<b>Subsidiaries</b>			
JB Hi-Fi Group Pty Ltd ^	Australia	100	100
Clive Anthonys Pty Ltd	Australia	100	100
JB Hi-Fi (A) Pty Ltd ^	Australia	100	100
Rocket Replacements Pty Ltd	Australia	100	100
JB Hi-Fi Education Solutions Pty Ltd ^	Australia	100	100
JB Hi-Fi Group (NZ) Limited	New Zealand	100	100
JB Hi-Fi NZ Limited	New Zealand	100	100
JB Hi-Fi (B) Pty Ltd ^	Australia	100	100
The Muir Electrical Company Pty Ltd ^	Australia	100	100
The Muir Electrical Service Co Pty Ltd ^	Australia	100	100
The Good Guys Discount Warehouses (Australia) Pty Ltd ^	Australia	100	100
Muir Group Employee Share Plan Pty Ltd ^	Australia	100	100
The Muir Finance Company Pty Ltd ^	Australia	100	100
M.E.W. (Australia) Pty Ltd ^	Australia	100	100
The Muir Electrical Company Pty Ltd as Trustee of the Muir Investment Unit Trust ^	Australia	100	100
The Good Guys Discount Warehouses (Australia) Pty Ltd as Trustee of the various store Trusts	Australia	100	100
Home Services Network Pty Ltd ^	Australia	100	100

**Notes:**

- (i) JB Hi-Fi Limited is the head entity within the tax consolidated group.
- (ii) All Australian entities are members of the tax consolidated group.
- (iii) Entities identified with '^' are party to a deed of cross guarantee.
- (iv) The Company also has a trust to administer the Company's share options plans and variable reward plan. This trust is consolidated, as the substance of the relationship is that the trust is controlled by the Company.

## 23 Deed of cross guarantee

The subsidiaries identified with a 'A' in note 22 are parties to a deed of cross guarantee under which each Company guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee. By entering into the deed, the subsidiaries who are party to the deed have been relieved from the requirement to prepare and lodge an audited financial report under ASIC Corporations (Wholly-owned Companies) Instrument 2016/785.

The consolidated statement of profit or loss, statement of profit or loss and other comprehensive income and balance sheet of the entities party to the deed of cross guarantee are provided as follows:

### (a) Consolidated statement of profit or loss, statement of profit or loss and other comprehensive income

	2024 \$m	2023 \$m
<b>Statement of profit or loss for the financial year ended 30 June 2024</b>		
Revenue	6,716.8	6,679.8
Cost of sales	(5,208.5)	(5,173.8)
<b>Gross profit</b>	<b>1,508.3</b>	1,506.0
Other income	277.2	315.6
Sales and marketing expenses	(806.1)	(734.6)
Occupancy expenses	(215.9)	(222.5)
Administration expenses	(39.1)	(37.4)
Finance costs	(21.0)	(19.5)
Other expenses	(72.6)	(64.4)
Profit before income tax	630.8	743.2
Income tax expense	(189.7)	(223.1)
<b>Profit for the year</b>	<b>441.1</b>	520.1

	2024 \$m	2023 \$m
<b>Statement of profit or loss and other comprehensive income for the financial year ended 30 June 2024</b>		
<b>Profit for the year</b>	<b>441.1</b>	520.1
<b>Other comprehensive income</b>		
<i>Items that may be reclassified to profit or loss</i>		
<b>Other comprehensive income for the year (net of tax)</b>	-	-
<b>Total comprehensive income for the year</b>	<b>441.1</b>	520.1



## 23 Deed of cross guarantee (continued)

### (b) Balance sheet as at 30 June 2024

	2024 \$m	2023 \$m
<b>Current assets</b>		
Cash and cash equivalents	310.5	166.6
Trade and other receivables	124.0	134.8
Inventories	760.1	718.1
Other current assets	39.2	33.3
Total current assets	<u>1,233.8</u>	<u>1,052.8</u>
<b>Non-current assets</b>		
Plant and equipment	123.6	119.2
Right-of-use assets	549.9	514.0
Deferred tax assets	120.8	112.7
Intangible assets	77.9	77.9
Investments in subsidiaries	912.0	912.0
Other non-current assets	327.4	341.4
Total non-current assets	<u>2,111.6</u>	<u>2,077.2</u>
<b>Total assets</b>	<u>3,345.4</u>	<u>3,130.0</u>
<b>Current liabilities</b>		
Trade and other payables	709.9	658.5
Deferred revenue	151.7	149.2
Lease liabilities	175.5	168.4
Current tax liabilities	23.9	4.3
Provisions	119.4	113.8
Total current liabilities	<u>1,180.4</u>	<u>1,094.2</u>
<b>Non-current liabilities</b>		
Deferred revenue	115.0	106.9
Lease liabilities	442.4	413.5
Provisions	30.2	31.1
Borrowings	-	49.8
Total non-current liabilities	<u>587.6</u>	<u>601.3</u>
<b>Total liabilities</b>	<u>1,768.0</u>	<u>1,695.5</u>
<b>Net assets</b>	<u>1,577.4</u>	<u>1,434.5</u>
<b>Equity</b>		
Contributed equity	325.3	340.5
Reserves	29.7	26.7
Retained earnings	1,222.4	1,067.3
<b>Total equity</b>	<u>1,577.4</u>	<u>1,434.5</u>

## 24 Parent entity

	<b>Parent Entity</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$m</b>	<b>\$m</b>
<b>Assets</b>		
Current assets	<b>393.8</b>	361.2
Non-current assets	<b>46.0</b>	46.2
Total assets	<b>439.8</b>	407.4
<b>Liabilities</b>		
Current liabilities	<b>30.3</b>	10.8
Non-current liabilities	<b>-</b>	0.2
Total liabilities	<b>30.3</b>	11.0
<b>Shareholders' equity</b>		
Contributed equity	<b>312.3</b>	329.3
Reserves	<b>29.5</b>	26.4
Retained earnings	<b>67.7</b>	40.7
	<b>409.5</b>	396.4
<b>Profit for the year</b>	<b>312.4</b>	277.3
<b>Total comprehensive income</b>	<b>312.4</b>	277.3

## 25 Related party transactions

### (a) Parent entity and equity interests in related parties

The parent entity of the Group is JB Hi-Fi Limited, a listed public company, incorporated in Australia.

### (b) Equity interests in related parties

Details of the percentage of ordinary shares held in subsidiaries are disclosed in note 22.

### (c) Key management personnel

Disclosures relating to key management personnel are set out in the Directors' report.

### (d) Transactions within the Group

During the reporting period and previous reporting periods, entities within the Group advanced amounts to, received and repaid amounts from, and provided treasury, accounting, legal, taxation, and administrative services to other entities within the Group. Entities within the Group also exchanged goods and services in sale and purchase transactions.

All transactions occurred on the basis of normal commercial terms and conditions. Balances and transactions between entities within the Group have been eliminated on consolidation and are not disclosed in this note.

## Other Disclosures

### 26 Key management personnel disclosures

The aggregate compensation of the key management personnel of the Group is set out below:

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Short-term employee benefits	<b>7,718</b>	7,337
Post-employment benefits	<b>235</b>	214
Share-based payments expense	<b>5,688</b>	5,013
	<b>13,641</b>	12,564

Detailed remuneration disclosures are provided in the remuneration report on pages 31 to 47.

### 27 Share-based payments

#### (a) Group share option plans

The Group has ownership-based remuneration schemes for executives and non-executive management (excluding non-executive directors). In accordance with the provisions of these schemes, executives and non-executive managers within the Group are granted options to purchase parcels of ordinary shares at zero exercise price.

Details of the features of outstanding share options are provided in the remuneration report on pages 31 to 47.

The following reconciles the outstanding share options granted under the Group's share option plans at the beginning and end of the financial year:

	<b>Balance at start of the year Number</b>	<b>Granted during the year Number</b>	<b>Exercised/ lapsed during the year Number</b>	<b>Balance at end of the year Number</b>	<b>Vested and exercisable at end of the year Number</b>
<b>2024</b>					
Outstanding Zero Exercise Price Options	470,442	184,737	(170,661)	484,518	5,591
<b>2023</b>					
Outstanding Zero Exercise Price Options	497,981	187,754	(215,293)	470,442	16,029

The weighted average remaining contractual life of share options outstanding at the end of the period was 1,147 days (2023: 1,101 days).

#### *Fair value of options granted*

Equity settled share-based payments with employees are measured at the fair value of the equity instrument at grant date. The weighted average fair value of options granted during the year ended 30 June 2024 was \$38.86 (2023: \$35.83). The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the expected exercise date based on prior years' experience, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate.

The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The expected price volatility for options granted during the year ended 30 June 2024 is based on the daily closing share price for the number of years preceding the issue of the series, that matches the years to vesting as all of these options are expected to be exercised as soon as they vest.

Detailed share option disclosures for all options series granted and exercised during the year are provided in the remuneration report on pages 31 to 47.

## 27 Share-based payments (continued)

### (a) Group share option plans (continued)

#### *Share-based payments expense*

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest, with a corresponding increase in the equity-settled benefits reserve. Upon vesting of equity-settled benefits, the expense recognised in the equity-settled benefits reserve is transferred to retained earnings.

At each reporting date the Group estimates the number of equity instruments expected to vest. The number of equity instruments that are expected to vest is based on management's assessment of the likelihood of the vesting conditions attached to the equity instruments being satisfied. The key vesting condition that is assessed is the required service periods. The impact of any revision in the number of equity instruments that are expected to vest is recognised as an adjustment to the share-based payments expense with the corresponding adjustment to the equity-settled benefits reserve in the reporting period that the revision is made.

### (b) Variable reward plan

In the 2019 financial year, the Group introduced a Variable Reward Plan (VRP) for executives which replaced their previous short-term and long-term incentives. Under the VRP, performance is assessed at the end of each financial year against a scorecard of robust measures, and awards under the VRP are generally delivered:

- 25% in cash at the end of the one-year performance period; and
- 75% in restricted shares, to be released progressively in equal tranches over years 2, 3 and 4.

There are also certain non-executive management who participate in the VRP in addition to their existing short-term and long-term incentives, however the whole amount is delivered in restricted shares that are released progressively in equal tranches over years 2, 3 and 4. Further details on the VRP are set out in the remuneration report on pages 31 to 47.

The component of the VRP that is paid in cash is treated as a bonus and is expensed to the profit and loss in the period the bonus is earned. The component of the VRP that is delivered in shares is expensed on a straight line basis over the restriction period of each tranche, with the expense recorded as part of the share-based payments expense and a corresponding increase in the equity-settled benefits reserve. Upon vesting of the equity-settled benefits, the expense recognised in the equity-settled benefits reserve is transferred to retained earnings.

## 28 Contingent liabilities

The Group is currently party to the following proceedings:

- **Class Action** - On 11 December 2023, the Group received a Writ and Statement of Claim filed in the Supreme Court of Victoria by Maurice Blackburn Lawyers in relation to a class action relating to the sale of extended warranties in its JB Hi-Fi Australia business. The proceedings make claims under the Australian Consumer Law, among other matters, in relation to the sale of extended warranties to consumers. The proceedings seek compensation for loss or damage of an unquantified amount, interest and costs for the lead plaintiff and group members.
- **ACCC Proceedings** - On 11 July 2024 the Australian Competition and Consumer Commission (ACCC) instituted proceedings against The Good Guys Discount Warehouses (Australia) Pty Ltd (The Good Guys), a subsidiary of the Company. The proceedings relate to the advertising and fulfilment of certain store credit promotions conducted by The Good Guys during the period July 2019 to August 2023 and allege that The Good Guys contravened the Australian Consumer Law and/or the Australian Securities and Investments Commission Act in relation to these promotions. The ACCC is seeking, among other things, consumer redress, penalties and costs.

The Group is defending both proceedings. The potential outcome of the proceedings cannot be determined at this stage.

## 29 Remuneration of auditors

	<b>Consolidated</b>	
	<b>2024</b>	<b>2023</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Audit or review of financial statements</i>		
Audit and review of Group financial statements	<b>804</b>	734
Audit and review of subsidiary financial statements	<b>44</b>	36
Total audit or review of financial statements	<b>848</b>	770
Statutory assurance services required by legislation to be provided by the auditor	<b>10</b>	10
<i>Other services</i>		
Tax compliance services	<b>101</b>	12
Total other services	<b>111</b>	22
Total remuneration for audit and other services	<b>959</b>	792

The auditor of the Group is Deloitte Touche Tohmatsu.

During the current and prior financial years the Group also engaged Deloitte Touche Tohmatsu to assist with certain pre-acquisition tax matters associated with The Good Guys. The fees associated with these services were paid for by the previous owner and there will be no cost to the Group, hence they have not been included in the summary above.

## 30 New accounting standards and interpretations

The Group has adopted all relevant new and amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board which are effective for annual reporting periods beginning on or after 1 July 2023. None of the new standards or amendments to standards that are mandatory for the first time materially affected any of the amounts recognised in the current period or any prior period.

### **The effects of Standards that are issued but not yet effective:**

- (i) IFRS 9 and IFRS 7 *Amendments to the Classification and Measurement of Financial Instruments* (effective 1 January 2025)

In May 2024 the International Accounting Standards Board (IASB) issued amendments to the International Accounting Standards IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures. The amendments impact the timing of derecognition of financial assets and financial liabilities that are settled through Electronic Funds Transfer (EFT). Subsequent to year end, the AASB has issued the equivalent amendment.

The Group will be impacted through a change in the classification of amounts receivable from credit card merchants for credit card and debit card point of sale transactions processed in store and online. Currently the Group recognises all funds that have been transacted in store and online within cash and cash equivalents when the payment is transacted.

Under the amendments to IFRS 9 and IFRS 7, funds that have not yet been deposited into a Group bank account at the end of a reporting period (as a result of the timing difference between when the payment is transacted and funds are settled into the Group's bank accounts), will be required to be recognised within trade and other receivables.

These amendments will first apply to the Group for the financial year ending 30 June 2027. Whilst the Group is in the early stages of assessing and quantifying the impact of the amendments to IFRS 9 and IFRS 7, it expects the changes to have a material impact on the classification of amounts between cash and cash equivalents and trade and other receivables from 30 June 2027 onwards.

### 30 New accounting standards and interpretations (continued)

The effects of the following Standards and Interpretations that are issued but not yet effective are not expected to be material:

- (ii) AASB 2014-10 *Amendments to Australian Accounting Standards: Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture*, AASB 2015-10 *Amendments to Australian Accounting Standards - Effective Date of Amendments to AASB 10 and AASB 128*, AASB 2017-5 *Amendments to Australian Accounting Standards - Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections*, AASB 2021-7 *Amendments to Australian Accounting Standards - Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections*. (effective 1 January 2025)
- (iii) AASB 2020-1 *Amendments to Australian Accounting Standards - Classification of Liabilities as Current or Non-Current* and AASB 2020-6 *Amendments to Australian Accounting Standards - Classification of Liabilities as Current or Non-Current - Deferral of Effective Date* and 2022-6 *Amendments to Australian Accounting Standards - Non-current Liabilities with Covenants* (effective 1 January 2024)
- (iv) AASB 2022-5 *Amendments to Australian Accounting Standards - Lease Liability in a Sale and Leaseback* (effective 1 January 2024)
- (v) AASB 2023-1 *Amendments to Australian Accounting Standards - Supplier Finance Arrangements* (effective 1 January 2024)
- (vi) AASB 2023-5 *Amendments to Australian Accounting Standards - Lack of Exchangeability* (effective 1 January 2025)

### 31 Events occurring after the reporting period

#### *Acquisition of E & S*

On 9 August 2024 the Group entered into an agreement to acquire 75% of the shares of E. & S. Trading Co. (Discounts) Pty. Ltd. ("E&S"). E&S is a specialist retailer of premium kitchen, laundry and bathroom products. E&S has 10 showrooms in Victoria, and 1 showroom to open in ACT in August 2024, an online store and a commercial business. E&S FY2024 revenue was circa \$230 million and normalised pre AASB16 EBITDA was circa \$7 million.

The consideration for the initial acquisition of 75% is \$47.8 million and will be funded through existing cash reserves. The Group has also entered into a put and call option arrangement for the acquisition of the remaining 25% of E&S in September 2029.

Completion of the acquisition is subject to customary completion conditions and is expected to occur in September 2024.

#### *ACCC Proceedings*

On 11 July 2024 the Australian Competition and Consumer Commission instituted proceedings against The Good Guys Discount Warehouses (Australia) Pty Ltd, a subsidiary of the Company. Refer to Note 28 for further details.

There have been no other matters or circumstances occurring subsequent to the end of the financial year, that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

**JB Hi-Fi Limited**  
**Consolidated entity disclosure statement as at 30 June 2024**

<b>Entity Name</b>	<b>Entity Type</b>	<b>Place formed or incorporated</b>	<b>% of share capital held</b>
JB Hi-Fi Limited	Body Corporate	Australia	N/A
JB Hi-Fi Group Pty Ltd	Body Corporate	Australia	100
Clive Anthony's Pty Ltd	Body Corporate	Australia	100
JB Hi-Fi (A) Pty Ltd	Body Corporate	Australia	100
Rocket Replacements Pty Ltd	Body Corporate	Australia	100
JB Hi-Fi Education Solutions Pty Ltd	Body Corporate	Australia	100
JB Hi-Fi Group (NZ) Limited	Body Corporate	New Zealand	100
JB Hi-Fi NZ Limited	Body Corporate	New Zealand	100
JB Hi-Fi (B) Pty Ltd	Body Corporate	Australia	100
The Muir Electrical Company Pty Ltd	Body Corporate	Australia	100
The Muir Electrical Service Co Pty Ltd	Body Corporate	Australia	100
The Good Guys Discount Warehouses (Australia) Pty Ltd	Body Corporate	Australia	100
Muir Group Employee Share Plan Pty Ltd	Body Corporate	Australia	100
The Muir Finance Company Pty Ltd	Body Corporate	Australia	100
M.E.W. (Australia) Pty Ltd	Body Corporate	Australia	100
Home Services Network Pty Ltd	Body Corporate	Australia	100
JB Hi-Fi Employee Share Trust	Trust	Australia	N/A

The Muir Electrical Company Pty Ltd as Trustee of the Muir Investment Unit Trust formed in Australia and consolidated in the consolidated financial statements.

The Good Guys Discount Warehouses (Australia) Pty Ltd as Trustee for the following trusts formed in Australia and consolidated in the consolidated financial statements:

The Alexandria Muir's Unit Trust	The Good Guys Erina Unit Trust	The Vincent Muir's Unit Trust
The Daniels Muir's Unit Trust	The Feldgen Muirs Unit Trust	The Sheedy Muir's (Berwick) Unit Trust
The Mitrovski Muir's Unit Trust	The Good Guys Fyshwick Unit Trust	The Peters Muir's Unit Trust
The Rako Muir's Unit Trust	The Parke Muir's Unit Trust	The Rebola Muirs Unit Trust
Clapp Muirs Unit Trust	The Good Guys Hectorville Unit Trust	The Robinson Muir's Unit Trust
Burgess Muir's Unit Trust	The Good Guys Helensvale Unit Trust	The Mason Muir's Unit Trust
The Russ Daniels Muir's Unit Trust	The Good Guys Hervey Bay Unit Trust	The Good Guys Pakenham Unit Trust
The Good Guys Belconnen Unit Trust	The De Cesaris Muir's Unit Trust	Firn Muir's Unit Trust
The Good Guys Bundaberg Unit Trust	The Timms Muirs Unit Trust	The Favero Muir's Unit Trust
The Good Guys Bundall Unit Trust	Lanario Muirs Unit Trust	The Goodguys Rockhampton Unit Trust
The Aw Muirs Unit Trust	The Roche Muir's Unit Trust	The Cafini Muir's Unit Trust
The Quinn Muir's Unit Trust	The Geary Muir's Unit Trust	Wilby Muir's Unit Trust
The Anfield Muir's Unit Trust	The Youhanna Muir's Unit Trust	Chwasta Muir's Unit Trust
The Brockhurst Muir's Unit Trust	The Alf Said Muir's Unit Trust	The Mackay Muirs Unit Trust
The Good Guys Caringbah Unit Trust	The Donnelly Muirs Unit Trust	The Williams Muir's Unit Trust
The Good Guys Carseldine Unit Trust	The Vicars Muir's Unit Trust	Parekh Muir's Unit Trust
The Patel Muir's Unit Trust	Clarke Muir Unit Trust	The Barrington-Smith Muirs Unit Trust
The Sampson Muir's Unit Trust	The Good Guys Marion Unit Trust	The Good Guys Warrawong Unit Trust
The Good Guys Cockburn Unit Trust	The Silvestri Muir's Unit Trust	The Good Guys Robina Unit Trust
The Garb Muir's Unit Trust	The Brooks Muir's Unit Trust	The Good Guys Bunbury Unit Trust
The Barcroft Muir's Unit Trust	The Curtis Muir's Unit Trust	
The Good Guys Discount Warehouses (Australia) Trust	The Good Guys Kawana Waters Unit Trust	

Each entity is a tax resident in the jurisdiction it was formed or incorporated.

The shareholder information set out below was applicable as at 5 August 2024.

**A. Distribution of equity securities**

Analysis of numbers of equity security holders by size of holding:

Holding	Ordinary shares		% Issued Capital
	Total Holders	Units	
1 - 1,000	30,648	7,981,675	7.30
1,001 - 5,000	4,713	9,571,418	8.75
5,001 - 10,000	327	2,238,635	2.05
10,001 - 100,000	166	4,092,302	3.74
100,001 and over	27	85,449,951	78.16
	35,881	109,333,981	100.00

All shares above are fully paid ordinary shares. Each fully paid ordinary share carries one voting right.

There were 343 holders of less than a marketable parcel of ordinary shares.

**B. Equity security holders**

*Twenty largest quoted equity security holders*

The names of the twenty largest holders of quoted equity securities are listed below:

Name	Ordinary shares	
	Number held	% of issued shares
1. J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	30,954,552	28.31
2. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	30,208,650	27.63
3. CITICORP NOMINEES PTY LIMITED	12,858,585	11.76
4. BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING A/C>	2,452,080	2.24
5. NATIONAL NOMINEES LIMITED	1,912,145	1.75
6. BNP PARIBAS NOMS PTY LTD	1,176,547	1.08
7. AUSTRALIAN FOUNDATION INVESTMENT COMPANY LIMITED	1,131,264	1.03
8. UBS NOMINEES PTY LTD	668,570	0.61
9. BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	575,074	0.53
10. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C>	574,004	0.53
11. CPU SHARE PLANS PTY LIMITED	397,318	0.36
12. 3RD WAVE INVESTORS PTY LTD	350,000	0.32
13. CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	308,681	0.28
14. NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	274,303	0.25
15. BNP PARIBAS NOMS (NZ) LTD	180,779	0.17
16. SCCASP HOLDINGS PTY LTD <H & R SUPER FUND A/C>	175,400	0.16
17. ECAPITAL NOMINEES PTY LIMITED <ACCUMULATION A/C>	164,396	0.15
18. NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>	145,324	0.13
19. DJERRIWARRH INVESTMENTS LIMITED	144,500	0.13
20. MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	121,488	0.11
	84,773,660	77.53



**C. Substantial holders**

Substantial holders in the Company are set out below:

	<b>Number held</b>	<b>Voting Power %</b>
<i>Ordinary shares</i>		
AustralianSuper Pty Ltd	15,952,471	14.59
Blackrock	5,467,168	5.00
State Street Corporation	6,329,961	5.79
Vanguard IM	6,562,554	6.00

**D. Unquoted equity securities**

	<b>Number on issue</b>	<b>Number of holders</b>
Employee share options issued under the Company's share option plans	483,057	185

**ABN 80 093 220 136**

**Company secretary**  
Doug Smith

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