MyerGroup

Notice of Annual General Meeting 2026

Myer Holdings Limited
ABN 14 119 085 602



Message from the Executive Chair



Dear Shareholder,

On behalf of the Board, I am pleased to invite you to the 2026 Annual General Meeting (the **AGM** or **Meeting**) of Myer Holdings Limited (the **Company** or **Myer**), to be held on Thursday 10 December 2026 at 9:00am (Melbourne time) in person at The Events Centre: Collins Square Precinct – 727 Collins Street, Melbourne VIC 3000, and online.

AGM 2026

This year's AGM will be held as a hybrid meeting, with shareholders able to attend either in person or through the online platform at meetings.openbriefing.com/MYR26. Interested parties may also listen to a live webcast of the AGM via the Myer website, however this will not allow for voting or the asking of questions.

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

Resolutions

At this year's AGM, we will be seeking shareholder approval for resolutions relating to:

- the re-election of Mr Terry McCartney as a Director;
- the re-election of Mr Rob Perry as a Director;
- the election of Mr Solomon Lew as a Director;
- adoption of the Remuneration Report
- grant of Performance Rights to the Executive Chair; and
- the appointment of EY as Auditor of the Company.

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

The Board recommendations relating to each of the above resolutions are set out below.

Summary of Board Recommendations

	Resolution	Myer Board Recommends
3	Re-Election of Mr Terry McCartney as Director	**For**
4	Re-Election of Mr Rob Perry as a Director	**For**
5	Election of Mr Solomon Lew as a Director	**For**
6	Adoption of the Remuneration Report	**For**
7	Grant of Performance Rights to the Executive Chair	**For**
8	Appointment of EY as Auditor of the Company	**For**

Thank You

In closing, I'd like to thank you for your ongoing support and I look forward to providing you with further updates on the above matters at the AGM.

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



Olivia Wirth
Executive Chair

Notice of Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting (the **AGM** or **Meeting**) of Myer Holdings Limited (ABN 14 119 085 602) (the **Company** or **Myer**) will be held on Thursday 10 December 2026 at 9:00am (Melbourne time) in person at The Events Centre: Collins Square Precinct – 727 Collins Street, Melbourne VIC 3000, and online at meetings.openbriefing.com/MYR26.

Registration will commence at 8:30am (Melbourne time).

Further information about each Item of Business is set out in the attached Explanatory Notes to this Notice of Annual General Meeting.

By order of the Board



Paul Morris
Company Secretary

9 November 2026

Items of Business

(1) Executive Chair's Presentation

(2) Statutory Reports

To receive and consider the Financial Report and the Sustainability Report for the period ended 25 July 2026, together with the Directors' Report and Auditor's Report as set out in the Annual Report.

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

(3) Re-Election of Mr Terry McCartney as a Director

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

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

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

(4) Re-Election of Mr Rob Perry as a Director

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

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

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

(5) Election of Mr Solomon Lew as a Director

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

"**THAT**, Mr Solomon Lew, appointed as a Director of the Company on 24 September 2026, who retires in accordance with rule 8.1(c) of the Company's Constitution, and being eligible, be elected as a Director of the Company."

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

(6) Remuneration Report

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

"**THAT** the Remuneration Report forming part of the Directors' Report for the period ended 25 July 2026 be adopted."

(7) Grant of Performance Rights to the Executive Chair

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

"**THAT** the grant of performance rights to the Executive Chair, Ms Olivia Wirth, and the provision of ordinary shares in the Company on the vesting of those performance rights, under the FY27 Long Term Incentive Plan, as described in the Explanatory Notes, be approved."

(8) Appointment of EY as Auditor

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

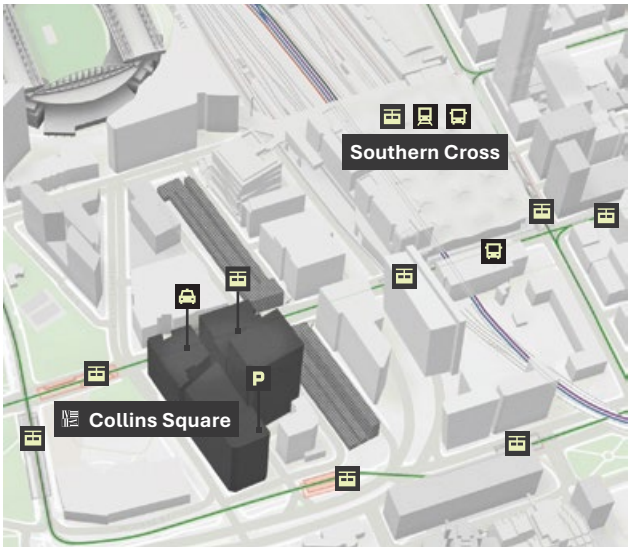
"THAT, for the purpose of section 327B of the Corporations Act (Cth) and for all other purposes, EY, having consented in writing to act as auditor of the Company and being duly qualified, be appointed as auditor of the Company, subject to ASIC consenting to the resignation of PwC as auditor of the Company."

Notice of Annual General Meeting *continued*

How to Locate the Meeting Venue

Location

The Events Centre is centrally located at 727 Collins Street, Melbourne, within the Collins Square Precinct. The venue is easily accessible by car, public transport, or via nearby walking and cycling routes.

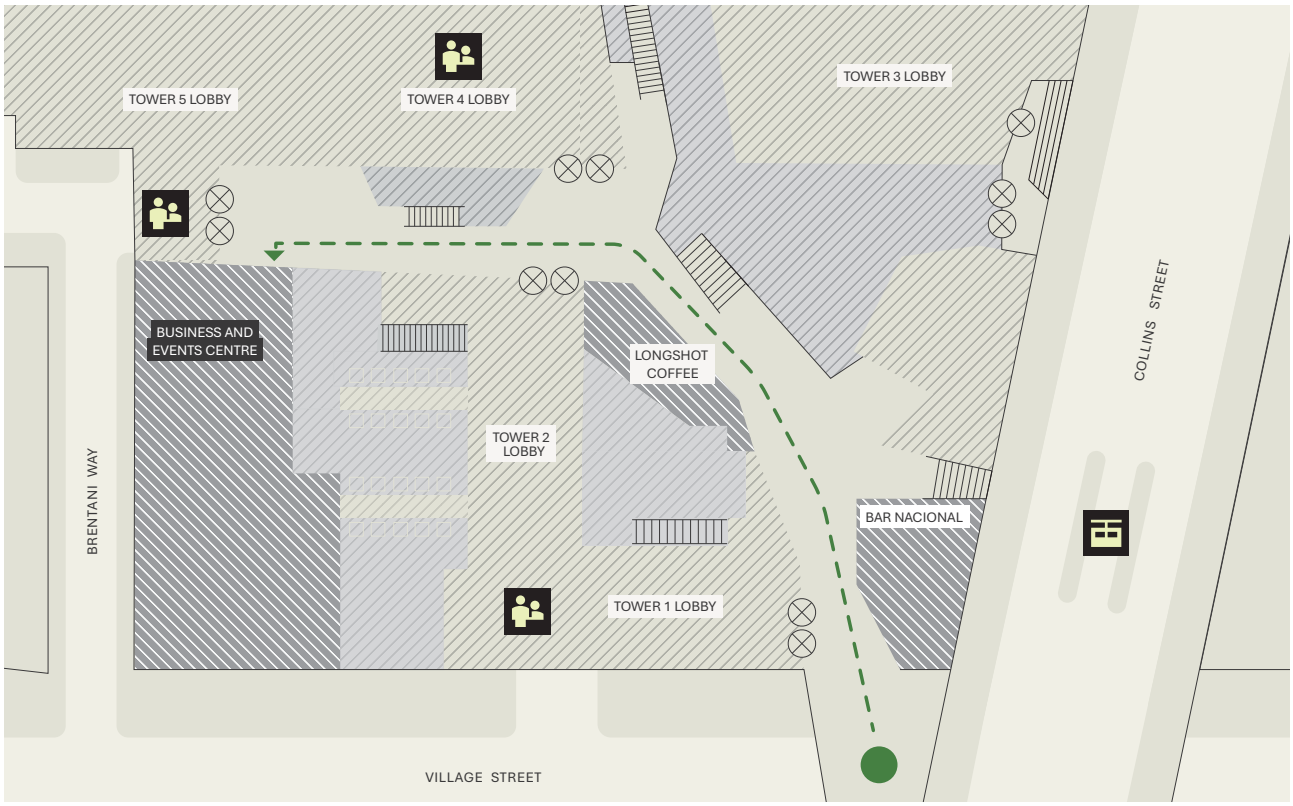


Public Transport

Collins Square sits directly opposite tram stop D-15 (Batmans Hill Drive / Collins Street), with additional tram services available along Flinders Street. The precinct is approximately 200 metres from Southern Cross Station, providing access to multiple train lines and public transport connections.

The Events Centre

Enter Collins Square from Collins Street near Tower 1 and Bar Nacional. Follow the pathway along the upper plaza, veering left past Longshot Coffee, and continue towards Tower 5. The Events Centre is located on the left, just before the revolving doors into Tower 5.



Tram Stop · Entry point · Concierge · Taxi · Parking · Bus · Train

Information for Shareholders

How to Participate in the Meeting

The AGM will be a hybrid meeting, held in person at The Events Centre: Collins Square Precinct – 727 Collins Street, Melbourne VIC 3000, and online at meetings.openbriefing.com/MYR26.

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

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

Listen to the Webcast

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

Attend the Meeting in Person

Shareholders and proxyholders are welcome to attend the Meeting in person at The Events Centre: Collins Square Precinct – 727 Collins Street, Melbourne VIC 3000. If you decide to attend in person, you will need to register at one of the registration desks on the day of the Meeting. Registration will commence at 8:30am (Melbourne time). For easier registration, please bring your Voting and Proxy Form with you as it includes your details and can be scanned for convenience.

Attend the Meeting Online

Shareholders and proxyholders can participate in the Meeting by logging into the online platform provided by the Company's share registry, MUFG Corporate Markets (**Share Registry**) at meetings.openbriefing.com/MYR26. Online registration will commence at 8:30am (Melbourne time).

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

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

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

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

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

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

Ask Questions via Telephone

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

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

Information for Shareholders *continued*

Voting

Entitlement to Vote

The Directors have determined that for the purposes of voting at the Meeting, shareholders will be taken to be those persons who are the registered holders of shares in the Company as at 7:00pm on Tuesday 8 December 2026 (Melbourne time).

How to Vote

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

Voting at the Meeting in Person

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

Lodge Your Vote before the Meeting

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

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

If you wish to vote online before the Meeting, your vote must be lodged by 9:00am on Tuesday 8 December 2026 (Melbourne time).

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

- **by mail:**
  Myer Holdings Limited
  c/o MUFG Corporate Markets
  Locked Bag A14
  Sydney South NSW 1235
- **in person by delivering it to the Share Registry:**
  Parramatta Square
  Level 22, Tower 6, 10 Darcy Street
  Parramatta NSW 2150
- **by fax:**
  +61 2 9287 0309

Completed Voting and Proxy Forms must be received by the Share Registry no later than 9:00am on Tuesday 8 December 2026 (Melbourne time).

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

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

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

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

If you wish to appoint a proxy online, your appointment must be submitted by 9:00am on Tuesday 8 December 2026 (Melbourne time).

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

- **by mail:**
  Myer Holdings Limited
  c/o MUFG Corporate Markets
  Locked Bag A14
  Sydney South NSW 1235
- **in person by delivering it to the Share Registry:**
  Parramatta Square
  Level 22, Tower 6, 10 Darcy Street
  Parramatta NSW 2150
- **by fax:**
  +61 2 9287 0309

Proxy or attorney appointments must be received by the Share Registry no later than 9:00am on Tuesday 8 December 2026 (Melbourne time).

If you have appointed an attorney to attend and vote at the Meeting, or if your proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must also be received by the Share Registry by 9:00am on Tuesday 8 December 2026 (Melbourne time), unless this document has previously been lodged with the Share Registry for notation. Powers of attorney may be delivered to the Share Registry by mail to the address above.

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

Vote Online during the Meeting

Shareholders, proxyholders, attorneys, and corporate representatives who attend the Meeting by logging into the online platform meetings.openbriefing.com/MYR26, will be able to vote online during the Meeting.

Registration will open from 8:30am on Thursday 10 December 2026 (Melbourne time).

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

When you log in to the online platform at meetings.openbriefing.com/MYR26 you will be required to register as a shareholder or proxy holder or attorney to be able to vote your shares or the shares you represent as proxy or attorney. Proxies and attorneys will need a proxy number, issued by the Share Registry to register to vote once logged in. The Share Registry will endeavour to provide confirmation of the proxy number via email to nominated proxy holders/attorneys prior to the Meeting and following lodgement of the proxy or attorney appointment. Alternatively, proxy holders or attorneys can call the Meeting help line on +61 1800 990 363 on the day of the Meeting to request confirmation of the proxy number.

Voting on Items 3, 4, 5, 6, 7 and 8 will be by poll and the Chair of the Meeting will open the poll once the Meeting commences at 9:00am on Thursday 10 December 2026 (Melbourne time), and you will be able to vote at any time during the Meeting and for a short time afterwards (you will be notified on the online platform how much time is left).

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

Proxies and Attorneys

Appointing Proxies and Attorneys

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

A shareholder that is entitled to cast two or more votes may appoint no more than two proxies or attorneys. Shareholders who wish to appoint two proxies or attorneys may specify the percentage of votes or number of shares to be voted by each proxy or attorney when appointing their proxy or attorney. If a shareholder appoints two proxies or attorneys and does not specify the percentage of voting rights that each proxy or attorney may exercise, the rights are deemed to be 50% each. Fractions of votes will be disregarded.

Voting by Proxies

Shareholders should consider directing their proxy as to how to vote on each resolution by marking either the "***For***", "***Against***" or "***Abstain***" box when completing their Voting and Proxy Form to ensure that their proxy appointment specifies the way their proxy is to vote on each resolution. In certain circumstances (see below under the heading "Voting Restrictions"), a proxy may be prohibited from voting undirected proxies.

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

- ***in favour*** of Items 3, 4, 5, 6, 7 and 8

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

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

- if the proxy is not the Chair of the Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chair of the Meeting, the proxy must vote on a poll and must vote as directed.

In addition, there are some circumstances where the Chair of the Meeting will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chair of the Meeting as their proxy. This will be the case where:

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

Corporate Representatives

In accordance with section 250D of the Corporations Act, any corporate shareholder or proxy may appoint a person to act as its representative.

The representative must complete and submit a formal notice of Appointment of Corporate Representative signed by the corporation and this must be received at support@cm.mpms.mufg.com prior to the Meeting. A copy of that notice can be obtained from the Share

Information for Shareholders *continued*

Registry by calling +61 1300 820 260 between 9:00am and 5:00pm (Melbourne time) or at au.investorcentre.mpms.mufg.com

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

Voting Restrictions

Resolution 6 – Remuneration Report

Except to the extent otherwise permitted by law, any member of the key management personnel of the Company's consolidated group (**KMP**) whose remuneration details are included in the Remuneration Report (or a closely related party of any such member), may not vote, and the Company will disregard the votes cast by or on behalf of such persons on resolution 6, unless the vote is cast:

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

Resolution 7 – Grant of Performance Rights to the Executive Chair

The Company will disregard any votes cast in favour of resolution 7 by or on behalf of Ms Wirth and her associates. Further, a vote must not be cast on resolution 7 by a KMP, or a closely related party of a KMP acting as proxy if their appointment does not specify the way the proxy is to vote on the resolution. However, this does not apply to a vote cast in favour of resolution 7 by:

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

The Company confirms that Ms Wirth is the only person referred to in Listing Rule 10.14 who is eligible to participate in the FY27 Long Term Incentive Plan (**LTI Plan**).

Shareholder Questions

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

Before the Meeting

Shareholders can submit questions before the Meeting:

- **online:** au.investorcentre.mpms.mufg.com.

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

- **by mail:**
  Myer Holdings Limited
  c/o MUFG Corporate Markets
  Locked Bag A14
  Sydney South NSW 1235

- **in person by delivering it to the Share Registry:**
  Parramatta Square
  Level 22, Tower 6, 10 Darcy Street
  Parramatta NSW 2150

- **by fax:**
  +61 2 9287 0309

Questions must be received online or by the Share Registry by 5:00pm on Thursday 3 December 2026 (Melbourne time).

At the Meeting

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

Shareholders who attend by logging into the online platform meetings.openbriefing.com/MYR26, will be able to submit written questions online or ask a question in real time during the Meeting.

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

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

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

Explanatory Notes

Items of Business

Item 2 – Statutory Reports

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

Items 3 and 4 – Re-Election of Directors

Rule 8.1(d) of the Company's Constitution requires two of the current Directors to retire by rotation at the Meeting including Directors retiring and offering themselves for re-election under rule 8.1(i). This excludes a Director who is a managing director and a director appointed by the Directors under rule 8.1(b) and standing for election.

Ms Olivia Wirth, in her capacity as Executive Chair, is a managing director of the Company and is therefore not required under the Constitution to retire at the AGM and offer herself for re-election.

Under rule 8.1(g) of the Company's Constitution, the Directors to stand for re-election must be determined based on who is the longest in office since their last election or appointment. Mr Terry McCartney, who was re-elected in 2024, is the longest serving director since his last election and will therefore retire as a Director at this year's Meeting and offer himself for re-election.

Dr Gary Weiss AM and Mr Rob Perry were both last elected in 2025. The Directors have agreed among themselves pursuant to rule 8.1(g) that Mr Perry will retire as a Director at this year's Meeting and will offer himself for re-election.

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

Mr Terry McCartney

- Non-Executive Director
- Member of the Board since 10 November 2022
- Member – Audit, Finance and Risk Committee
- Chair – Human Resources, Remuneration and Nomination Committee
- Member – Property Committee

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

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

Terry has also been a Non-Executive Director of Premier Investments Limited since 2016. He has also served as the Chairman of Premier's Remuneration and Nomination Committee since 2017.

Board Recommendation

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

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

Mr Rob Perry

- Independent Non-Executive Director
- Member of the Board since 2 May 2024
- Chair – Audit, Finance and Risk Committee
- Member – Human Resources, Remuneration and Nomination Committee
- Member – Property Committee

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

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

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

Rob has also been a Non-Executive Director of Breville Group Ltd since September 2026.

Board Recommendation

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

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

Item 5 – Election of Mr Solomon Lew as a Director

Rule 8.1(c) of the Company's Constitution requires a Director (who is not a Managing Director) who was appointed during the year to retire at the next Annual General Meeting following their appointment. Directors so appointed are eligible for election.

Mr Lew was appointed on 24 September 2026 and will retire and offer himself for election by shareholders at the Meeting.

Mr Solomon Lew

Sol has over 50 years' experience in the manufacture, wholesale and retailing of textiles, apparel and general merchandise, as well as property development. His success in the retail industry has been largely due to his ability to read fashion trends and interpret them for the Australasian market, in addition to his demonstrated ability in the timing of strategic investments.

Sol was the founding chairman of Premier Investments Limited in 1987 and remains chairman of Premier Investments Limited and was also a Director of Coles Myer Limited from 1985 to 2002, serving as Vice Chairman from 1989, Chairman from 1991 to 1995, Executive Chairman in 1995 and Vice Chairman in 1995 and 1996.

Sol is a former Board member of the Reserve Bank of Australia and a former Member of the Prime Minister's Business Advisory Council.

He is also the first Australian to be formally inducted as a member of the World Retail Hall of Fame.

Sol was the inaugural Chairman of the Mount Scopus Foundation (1987 – 2013) which supports the Mount Scopus College, one of Australia's leading private colleges with 2000 students. He has also been the Chairman or a Director of a range of philanthropic organisations.

Board Recommendation

The Board (other than Mr Lew) unanimously recommends that shareholders vote ***in favour*** of Item 5 being the election of Mr Solomon Lew.

The Board makes this recommendation because the Board and Myer Group will benefit greatly from Mr Lew's vast retail experience and expertise, which will be important in helping to drive long-term value creation for all our shareholders.

Item 6 – Remuneration Report

The Remuneration Report includes information on:

- the remuneration policy adopted by the Board;
- the relationship between that policy and the Company's performance;
- the remuneration arrangements and outcomes for each Director and KMP in FY26; and
- the performance conditions that must be met prior to an executive deriving any value from the "at risk" components of their remuneration.

The Remuneration Report is included in the Company's 2026 Annual Report, which is available on the Investor Centre section of the Company's website, myer.com.au/investor.

At the Meeting, the Chair will give shareholders a reasonable opportunity to ask or submit questions about or comment on the Remuneration Report.

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

Board Recommendation

The Board unanimously recommends that shareholders vote ***in favour*** of Item 6 being the Remuneration Report.

Item 7 – Grant of Performance Rights to the Executive Chair

Why We Are Seeking Shareholder Approval?

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

Ms Wirth's remuneration package for FY27 (as set out below) includes an award under the Company's Long Term Incentive (LTI) plan, subject to shareholder approval. The FY27 LTI plan award will be in the form of performance rights, which on vesting (subject to the achievement of specified performance hurdles, as described below), give rise to an entitlement to the grant of shares in the Company.

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

Explanatory Notes *continued*

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

Why Are Performance Rights Chosen for FY27

Following the same approach as applicable since FY21, the Board has determined that the FY27 LTI plan grant will be in the form of "performance rights" for all participating executives, including Ms Wirth. This decision to change from performance options to performance rights from FY21 was in response to shareholder feedback, and to avoid the potential dilutive impact of performance options, while still aligning executives' interests with the interests of shareholders through the grant of performance rights without providing ownership in shares unless performance conditions are met.

Performance Rights

Each performance right entitles Ms Wirth to be vested with one fully paid ordinary share in the Company if the applicable performance hurdles (as set out below) are met, subject to adjustments for capital actions. The performance rights will be granted in one tranche and will be broadly on the same terms as performance rights granted to other executives participating in the performance rights LTI plan offer for FY27.

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

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

Number of Performance Rights Proposed to be Granted

The number of performance rights granted will be determined by reference to the maximum value of the proposed grant (being $1,250,000) divided by the face value attributed to the performance rights. The value attributed to each performance right will be $0.1843, which is the volume weighted average price (**VWAP**) of the Company's shares over the five trading days following the release of the Company's FY26 results on 24 September 2026.

A VWAP of $0.1843 will result in Ms Wirth receiving 6,782,418 performance rights, i.e. the maximum value of the proposed grant (being $1,250,000) divided by the value attributed to each performance right (being $0.1843).

Performance Hurdles

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

Stage 1: an absolute Total Shareholder Return (TSR) test requires the achievement of a positive absolute TSR over the testing period (26 July 2026 to 28 July 2029). If the absolute TSR is negative over the testing period, the performance rights lapse.

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

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

(2) 50% of the performance rights will be subject to a hurdle based on the Company's Earnings Per Share (**EPS**) growth (**EPS Hurdle**).

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

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

<table>
<tr><th>Performance Hurdle</th><th>Description</th></tr>
<tr><td>rTSR Hurdle</td><td>
Why was it chosen?

The rTSR Hurdle was selected to ensure alignment between executive and shareholder outcomes. This measure provides a direct comparison of the Company's performance over the Performance Period against a comparator group of companies that would, broadly, be expected to be similarly impacted by changes in market conditions.

How is it tested?

The rTSR Hurdle will be tested following the end of the Performance Period by comparing the Company's total shareholder return performance over the Performance Period relative to a comparator group of peer companies. The comparator group includes listed companies from the retail and consumer services sector. The constituents are: Accent Group, Adairs, Beacon Lighting, Endeavour Group, Harvey Norman Holdings, JB Hi-Fi, Kogan, Lovisa Holdings, Metcash, Nick Scali, Premier Investments, Skinkandy, Super Retail Group, Temple & Webster Group, The Koala Company, Universal Store holdings, Wesfarmers, and Woolworths.

This group was selected by the Board using the same criteria used by the Board in selecting the group used for the FY26 LTI grant and is viewed as the most appropriate TSR comparator group currently available.

The table below sets out the percentage of performance rights subject to the rTSR Hurdle that can vest depending on the Company's relative TSR performance:
<table>
<tr><th>rTSR Percentile Ranking</th><th>% of performance rights subject to the rTSR Hurdle that will vest (rounded down to the nearest whole numbers)</th></tr>
<tr><td>Up to but excluding 50th percentile</td><td>Nil</td></tr>
<tr><td>Including 50th percentile and up to but excluding 75th percentile</td><td>Pro rata, with linear progression between 50% and up to 100%</td></tr>
<tr><td>75th percentile or greater</td><td>100%</td></tr>
</table>
</td></tr>
<tr><td>EPS Hurdle</td><td>
Why was it chosen?

The Board considers EPS as an effective measure for determining the underlying profitability of the business. When determining normalised EPS for LTI purposes, statutory earnings is adopted as the base and the Board will allow adjustments to be made for significant items on a case-by-case basis.

The Board also retains discretion to not exclude a significant item from underlying EPS or not include any non-significant item in underlying EPS, where the Board determines that such treatment is warranted. For example, to the extent a write-down occurs that is recorded as a significant item but considered to have been within Management's control, the Board may determine that it will form a part of the EPS calculation.

How is it tested?

The EPS Hurdle will be tested by calculating the compound annual growth rate in the Company's underlying EPS over the Performance Period (being the period 26 July 2026 to 28 July 2029), using FY26 underlying EPS as a base.

The resulting growth rate will be used to determine the level of vesting for the performance rights subject to the EPS Hurdle.

The table below sets out the percentage of performance rights subject to the EPS Hurdle that can vest depending on the Company's growth in EPS:
<table>
<tr><th>Compound Annual Growth in underlying EPS</th><th>% of performance rights subject to the EPS Hurdle that will vest (rounded down to the nearest whole numbers)</th></tr>
<tr><td>Less than 15%</td><td>Nil</td></tr>
<tr><td>15% to 30.2%</td><td>Pro rata, with linear progression between 50% and up to 100%</td></tr>
<tr><td>30.2% or greater</td><td>100%</td></tr>
</table>
</td></tr>
</table>

Explanatory Notes *continued*

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

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

The performance hurdles will be tested once, following the end of the Performance Period and the release of the Company's FY29 financial results. There will be no retesting.

The Board retains discretion to adjust:

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

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

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

Allocation of Shares Following Vesting

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

Restriction Period

An additional one-year disposal restriction period applies to shares allocated following vesting of performance rights (**Restriction Period**), to further enhance alignment with shareholders. The Restriction Period will end on the day following release of the Company's FY30 financial results. During this period, the vested shares cannot be sold or otherwise dealt with by Ms Wirth, regardless of whether or not she remains employed by the Company during the Restriction Period.

Dividends and voting rights

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

Change of Control

If a takeover bid is made for the Company which is unconditional, a court sanctions a scheme of arrangement pursuant to which a change of control over a majority of shares in the Company might occur or any transaction is proposed that in the opinion of the Board might result in a person or persons becoming entitled to exercise control of the Company, the Board may in its discretion determine the treatment to apply to unvested performance rights which may include determining that vesting conditions have been satisfied, vesting of unvested performance rights, that such rights remain subject to existing vesting conditions or become subject to substituted or varied conditions.

If a change of control of the Company occurs, and the Board has not exercised its discretion as above, a proportion of performance rights vest based on the proportion of the performance period which has passed.

Other Terms

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

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

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

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

- If Ms Wirth's employment with the Company ceases prior to the end of the Performance Period:
  - due to resignation or termination for cause (including gross misconduct), all of her unvested performance rights will lapse, subject to the Board's discretion to determine that a different treatment should apply; and
  - due to any other circumstances, subject to the Board's discretion to determine that a different treatment should apply, a pro-rata portion of the unvested performance rights

will lapse, having regard to the portion of the Performance Period that has elapsed as at the date of cessation and the total Performance Period. Any performance rights that do not lapse will remain on foot to be tested against the applicable performance hurdles following the end of the Performance Period in accordance with their normal terms; and

- If Ms Wirth's employment with the Company ceases following the end of the Performance Period, but before the end of the Restriction Period, any vested performance rights will continue unaffected, except where her employment is terminated for cause (including gross misconduct) in which case, she will forfeit all shares allocated to her, subject to the discretion of the Board.

Other Required Information – ASX Listing Rules

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

Ms Wirth's maximum remuneration for FY27 is $3,625,000, comprising:

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

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

Ms Wirth was issued with 1,526,996 performance rights in the Company under the Myer LTI plan for FY25 and 2,616,704 performance rights in the Company under the Myer LTI plan for FY26.

No amount was paid by Ms Wirth for the award of performance rights.

No loan will be provided by the Company to Ms Wirth in relation to the grant of performance rights under the FY27 LTI plan.

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

Board Recommendation

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

The Board (other than Ms Wirth) recommends that shareholders vote ***in favour*** of Item 7 being the Grant of Performance Rights to the Executive Chair.

Explanatory Notes *continued*

Item 8 – Appointment of EY as Auditor

PwC has been the auditor of the Company since the Company separated from the Coles Group in 2006. Given the length of tenure of PwC, the Board considered it appropriate to put the Company's external audit services to tender.

As the incumbent auditor, PwC was invited to participate in the tender process. The tender process reviewed each tendering audit firm's suitability for the role of external auditor, including by reference to their independence, industry experience and capability.

Mr Rob Perry, an independent non-executive director of the Company who previously was a Partner of EY, who were invited to participate in the tender process, recused himself and did not participate in the tender process or in the Board's decision to recommend to shareholders that EY be appointed as auditor of the Company.

Following the tender process, the Board resolved to recommend to shareholders that EY be appointed as the new auditor of the Company.

PwC has notified the Company of its intention to resign as auditor of the Company and has made an application to ASIC for ASIC consent to its resignation.

Under the Corporations Act, the appointment of a new auditor following the resignation or retirement of an auditor must be approved by shareholders.

In accordance with section 328B of the Corporations Act, the Company has received notice from a shareholder nominating EY as the new auditor of the Company, and a copy of the notice is contained in Annexure 1 to this Notice of Meeting.

EY has given its written consent to act as auditor, subject to shareholder approval and ASIC consent to PwC's resignation. EY has also provided confirmation that it is independent of the Company.

Upon appointment, EY will hold office until resignation, removal or otherwise ceasing to hold office in accordance with the Corporations Act.

The Board and Management would like to take this opportunity to thank PwC for their longstanding and professional service as auditor of the Company.

Board Recommendation

The Board, other than Mr Rob Perry who recused himself from this matter, considers that the appointment of EY is in the best interests of the Company and its shareholders and unanimously recommends that shareholders vote ***in favour*** of Item 8 being the appointment of EY as auditor of the Company, subject to ASIC consenting to the resignation of PwC as auditor of the Company.

Annexure 1

Nomination of EY as auditor of Myer Holdings Limited

2 November 2026

Myer Holdings Limited

Level 7, 1000 La Trobe Street
Docklands VIC 3008

Nomination of EY as auditor of Myer Holdings Limited

In accordance with section 328B of the Corporations Act 2001 (Cth), I – Paul Morris – being a member of Myer Holdings Limited (the **Company**) nominate EY for appointment as auditor of the Company at the Company's next Annual General Meeting or any postponement or adjournment of that Meeting.

Yours sincerely



Paul Morris

Shareholder of Myer Holdings Limited

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MyerGroup