

# Myer*Group*

**Myer Holdings Ltd**  
(ACN 119 085 602)

**Company or Myer Group**

## **Property Committee Charter**

**Approved on 23 July 2025**

- A. The Property Committee (**Committee**) is established under rule 8.15 of the Constitution of Myer Holdings Limited (**Company**).

---

## **1. Membership of the Committee**

### **1.1 Composition**

The Committee must consist of:

- (a) a minimum of 3 members of the Board;
- (b) only Non-executive Directors or any Director who is holding office as Executive Chair of the Board;
- (c) an independent Non-executive Director as chair; and
- (d) a majority of independent Directors.

### **1.2 Membership**

- (a) The Board may appoint such additional Directors to the Committee or remove and replace members of the Committee by resolution.
- (b) Members may withdraw from membership by written notification to the Board. Any Director not formally a Member of the Committee may attend Committee meetings however only nominated Directors may vote on matters before the Committee.
- (c) Non-committee members, including members of management may attend all or part of a meeting of the Committee at the invitation of the Committee chair.
- (d) The Company Secretary must attend all Committee meetings as minute secretary.

---

## **2. Administrative matters**

### **2.1 Meetings**

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet two times each year. The Annual Report for a relevant financial year will disclose the number of times the Committee met throughout that financial year and the individual attendance of each member of the Committee at those meetings.

### **2.2 Quorum**

The quorum is at least 2 members.

### **2.3 Convening and notice of meeting**

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every meeting of the Committee, but there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

### **2.4 Chair**

In the absence of the Committee chair, the Committee members must elect one of their number as chair for that meeting. The chair has a casting vote.

### **2.5 Access to resources and independent advisers**

The Committee is to have access to adequate internal and external resources. For example, the Committee may seek the advice of the Company's auditors, solicitors or other independent advisers (including external consultants and specialists) as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

### **2.6 Minutes**

---

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

## **2.7 Reporting**

- (a) The Committee chair will provide a report of the actions of the Committee to be included in the Board papers for the Board meeting next following a meeting of the Committee. The report will include provision of meeting agendas, papers and minutes of the Committee, if not already available to Board members.
- (b) The Committee chair will also, if requested, provide a report as to any material matters arising out of the Committee meeting. All Directors will be permitted, within the Board meeting, to request information of the Committee chair or members of the Committee.

---

## **3. Role and responsibilities – Nominations**

### **3.1 Oversight of Group Property Portfolio**

The Committee will provide general oversight in relation to the Myer Group's property portfolio, which portfolio includes all property owned, leased or licensed by any Myer Group, including but not limited retail stores, distribution centres, office premises and warehouses (**Group Property Portfolio**).

In particular, the Committee will provide oversight in relation to:

- (a) strategy and management in relation to the Group Property Portfolio;
- (b) acquisition and disposal of real estate assets (freehold and leasehold);
- (c) store renewal strategy and activities; and
- (d) development and implementation of property related sustainability initiatives and policies.

### **3.2 Strategy Review**

The Committee Periodic (at least twice per calendar year) review of the development and implementation of the Group's overall property strategy, including in relation to:

- (a) store portfolio (including proposed store closures, renewals or additions);
- (b) non store portfolio (including proposed closures, renewals or additions);
- (c) store investment and Group Property Portfolio capital expenditure program (including store renewal and upgrades);
- (d) programs for maintenance and repairs;
- (e) stakeholder engagement, including landlords, government authorities and applicable third parties;
- (f) risk management and compliance; and
- (g) sustainability initiatives and performance.

---

## **4. Review**

- (a) The Board will, at least once in each year, assess the adequacy of this Charter and make any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, current law and best practice.
- (b) The Charter of the Committee is available on the Company's website and the key features will be published in the annual report.