

# MYER

MY STORE

# Message from the Chairman

Dear fellow shareholder,

On behalf of the Board, I am pleased to invite you to the 2022 Annual General Meeting (**AGM** or **Meeting**) of Myer Holdings Limited (**Company**), to be held at 2:00pm on Thursday, 10 November 2022 (Sydney time) at the Wesley Conference Centre – 220 Pitt Street, Sydney NSW 2000 and online.

The FY22 results show we have emerged from the pandemic a better, stronger, and more agile business that is well equipped to meet the demands of today's consumer. Pleasingly, despite disruptions from lockdowns and Omicron, the business showed strong improvement in sales, profitability, cash generation and other key measures, as well as delivering our best second half net profit after tax (**NPAT**)<sup>(3)</sup> in almost a decade, demonstrating the continuing momentum being delivered under our Customer First Plan.

The unique strength of our multi-channel strategy, with a return to growth in our Store channel supported by one of Australia's largest and fastest growing online retail businesses, underpinned by our leading loyalty program, provides a solid foundation for future growth.

We remain confident that we have the right Board and management team in place, with the right strategy in our Customer First Plan. It is with this confidence, coupled with the strong performance in FY22, that we

have reinstated dividends for our shareholders in FY22.

## FY22 Results

Key highlights of the FY22 results include:

- Total sales<sup>(1)</sup> growth of 12.5% to \$2,989.8 million; comparable store sales<sup>(4)</sup> growth of 15.0%
- Group online<sup>(2)</sup> sales growth of 34.0% to \$722.8 million (or 37.3% growth on a 52 week basis), representing 24.2% of total sales
- Operating gross profit growth of 8.5% to \$1,145.2 million; margin decreased by 141 basis points to 38.3% reflecting COVID-related supply chain costs and increased promotional activity
- NPAT<sup>(3)</sup> of \$60.2 million, an increase of \$30.7 million or 103.8% if JobKeeper support is excluded<sup>(5)</sup> from prior year
- Statutory NPAT of \$49.0 million, 5.7% higher than prior year
- Implementation costs and individually significant items of \$11.2m (post tax) largely relate to space reduction costs under the Customer First Plan
- Net cash at the end of the period was \$186 million, up \$74 million on prior year
- Final fully franked dividend of 2.5 cents per share declared, bringing the total FY22 dividend to 4.0 cents per share

## The Board

The Board's unwavering focus remains on representing and serving the interests of all shareholders by overseeing the Company's strategies, policies, and performance, and continuing to play our role in optimising the Company's performance and building sustainable shareholder value.

The Board is cohesive and aligned, with an appropriate mix of skills, diversity, experience and independence.

At last year's AGM, shareholders approved the appointment of our then new Director, Ari Mervis, as well as the re-election as Directors of Jacquie Naylor and Dave Whittle.

At this year's AGM, we will be seeking shareholder approval for the re-election as Directors of Jacquie Naylor and myself. Shareholders will also be asked to consider the nomination of Premier Investments nominee, Terrence McCartney, for election as a Director.

More about each of these matters is contained in the Explanatory Notes to the Notice of Meeting.

(1) Revenue from sale of goods excluding concession sales and sales revenue deferred under customer loyalty program was \$2,340.6 million (FY21: \$2,116.5 million)

(2) Group online sales includes sass & bide and Marcs and David Lawrence. Excludes sales via in-store iPads

(3) Excluding implementation costs and individually significant items

(4) In addition to the historical definition of comparable sales, stores closed during COVID-19 have been removed from both the current and previous year to obtain comparable sales. Where a store was closed mid-week, the week in which the store closed has been removed. On reopening, the store has been included from the first full week of trade

(5) Excluding implementation costs and individually significant items, and after the removal of net JobKeeper benefit of \$22 million post tax (\$32 million pre tax) in 1H21

**“Myer’s FY22 results reflect a stronger and more agile business that continues to gain momentum as we deliver against the Customer First Plan”**

Myer Chairman, **JoAnne Stephenson**



## Summary of Board Recommendations

Resolution	Myer Board Recommends
<b>3(a)</b> Re-Election of Ms Jacquie Naylor	<i>For</i>
<b>3(b)</b> Re-Election of Ms JoAnne Stephenson	<i>For</i>
<b>4</b> Election of External Nominee, Mr Terrence McCartney, as a Director	<i>No Board recommendation*</i>
<b>5</b> Adoption of the Remuneration Report	<i>For</i>
<b>6</b> Grant of Performance Rights to CEO and Managing Director	<i>For</i>

\* The Explanatory Notes to the Notice of Meeting contain an explanation of the Board’s position on resolution 4.

### AGM 2022

In line with the easing of COVID-19 restrictions, the Board is pleased to welcome shareholders back to the AGM in person. Shareholders may also participate in the AGM through the online platform at <https://meetings.linkgroup.com/MYR22>. 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.

### Thank You

Finally, I would like to express my thanks to the Executive Management Team and broader Myer team for their continued hard work and commitment to delivering on our Customer First Plan.

A big thank you also to our customers for their ongoing support and loyalty, and of course to you, our shareholders, for your support of the Board and the Executive Management Team.

The continued delivery of the Customer First Plan, as well as the upcoming peak trade period for our customers, are our key current priorities. As an independent Board, we also continue to focus on driving value in the best interests of all shareholders.

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

**JoAnne Stephenson**  
Chairman

# Notice of Annual General Meeting

Notice is hereby given that the thirteenth Annual General Meeting of Myer Holdings Limited (ABN 14 119 085 602) (**Company**) will be held on Thursday 10 November 2022 at 2:00pm (Sydney time) in person at the Wesley Conference Centre – 220 Pitt Street, Sydney NSW 2000, and online at <https://meetings.linkgroup.com/MYR22>.

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

## Items of Business

### 1. Chairman and Chief Executive Officer Presentations

### 2. Financial Statements and Reports

To receive and consider the Financial Report for the period ended 30 July 2022, 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 Directors

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

- a) **"THAT** Ms Jacquie Naylor who retires in accordance with rule 8.1(d) of the Company's Constitution and, being eligible, offers herself for re-election, be elected as a Director of the Company."
- b) **"THAT** Ms JoAnne Stephenson who retires in accordance with rules 8.1(d) and 8.1(e) of the Company's Constitution and, being eligible, offers herself for re-election, be elected as a Director of the Company."

*Note that Items 3(a) and (b) will be voted on as separate ordinary resolutions. Information about these two directors is set out in the attached Explanatory Notes.*

### 4. Election of External Nominee, Mr Terrence McCartney, as a Director

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

**"THAT**, pursuant to clause 8.1(k)(4) of the Constitution of Myer Holdings Limited and for all other purposes, Terrence Luke McCartney be appointed as a director of Myer Holdings Limited with effect from the end of the general meeting of Myer Holdings Limited at which this resolution is passed."

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

### 5. Remuneration Report

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

**"THAT** the Remuneration Report forming part of the Directors' Report for the period ended 30 July 2022 be adopted."

### 6. Grant of Performance Rights to the Chief Executive Officer and Managing Director

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

**"THAT** the grant of performance rights to the Chief Executive Officer and Managing Director, Mr John King, and the provision of ordinary shares in the Company on the vesting of those performance rights, under the FY23 Long Term

Incentive Plan as part of his long-term incentive arrangements, as described in the Explanatory Notes, be approved."

By order of the Board



**Paul Morris**  
Company Secretary

10 October 2022

# Information for shareholders

## How to Participate in the Meeting

The AGM will be a hybrid meeting, held in person at the Wesley Conference Centre – 220 Pitt Street, Sydney NSW 2000, and online at <https://meetings.linkgroup.com/MYR22>.

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 (audio only), 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 (audio only) on the Investor Centre section of Myer's website, [myer.com.au/investor](http://myer.com.au/investor), and will also be archived on this website. The webcast is "listen only". 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 Wesley Conference Centre – 220 Pitt Street, Sydney NSW 2000. If you decide to attend in person, you will need to register at one of the registration desks on the day of the Meeting. Registration will commence at 1:30pm (Sydney time). For easier registration, please bring your Voting and Proxy Form with you as it includes your details and can be scanned for convenience.

Please do not attend the Meeting if your attendance would be in breach of any COVID-19 public health order or law.

## Attend the Meeting Online

Shareholders and proxyholders can participate in the Meeting by logging into the online platform provided by the Company's share registry, Link Market Services (**Share Registry**) at <https://meetings.linkgroup.com/MYR22>. Online registration will commence at 1:30pm (Sydney 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 written 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 "How to Vote" section below. Further information on submitting written 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 to shareholders and proxyholders to ask a question verbally during the Meeting. Participants cannot vote using the telephone facility.

Shareholders and proxyholders wishing to ask questions via the facility will need to contact the Share Registry on 1800 990 363, or +61 1800 990 363 (outside Australia) to pre-register and

## Information for shareholders continued

receive a personalised identification number (PIN) for the facility.

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

### Voting

#### Entitlement to Vote

The Directors have determined that for the purposes of voting at the Meeting, shareholders will be taken to be those persons who are the registered holders of shares in the Company as at 7.00pm on Tuesday 8 November 2022 (Sydney 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 [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) before the Meeting. To lodge your vote via this website, you will need to select the "Investor Login" option on the website, and log in to your shareholding account using your holding details. You will need to provide your shareholder number and the postcode registered on your holding (or if you are an overseas shareholder, your country details).

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

If you wish to vote online before the Meeting, your vote must be lodged by 2:00pm on Tuesday 8 November 2022 (Sydney time).

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

- **by mail to:**  
Myer Holdings Limited  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235
- **in person by delivering it to the Share Registry at:**  
Level 12, 680 George Street  
Sydney NSW 2000
- **by facsimile to:**  
+61 2 9287 0309

Completed Voting and Proxy Forms must be received by the Share Registry no later than 2:00pm on Tuesday 8 November 2022 (Sydney 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 [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). To appoint your proxy via this website, you will need to select the "Investor Login" option on the website, and log in to your shareholding account using your holding details (you will need to provide your shareholder number and the postcode registered on your holding (or if you are an overseas shareholder, your country details)).

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

If you wish to appoint a proxy online, your appointment must be submitted by 2:00pm on Tuesday 8 November 2022 (Sydney time).

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

- **by mail to:**  
Myer Holdings Limited  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235
- **in person by delivering it to the Share Registry at:**  
Level 12, 680 George Street  
Sydney NSW 2000
- **by facsimile to:**  
+61 2 9287 0309

Proxy or attorney appointments must be received by the Share Registry no later than 2:00pm on Tuesday 8 November 2022 (Sydney time).

If you have appointed an attorney to attend and vote at the Meeting, or if your proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must also be received by the Share Registry by 2:00pm on Tuesday 8 November 2022 (Sydney 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 <https://meetings.linkgroup.com/MYR22>, will be able to vote online during the Meeting.

Registration will open from 1:30pm on Thursday 10 November 2022 (Sydney time).

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

## Information for shareholders continued

When you log in to the online platform at <https://meetings.linkgroup.com/MYR22> you will be required to register as a shareholder or proxy holder or attorney to be able to vote your shares or the shares you represent as proxy or attorney. Proxies and attorneys will need a proxy number, issued by the Share Registry to register to vote once logged in. The Share Registry will endeavour to provide confirmation of the proxy number via email to nominated proxy holders/attorneys prior to the Meeting and following lodgement of the proxy or attorney appointment. Alternatively, proxy holders or attorneys can call the Meeting help line on +61 1800 990 363 on the day of the Meeting to request confirmation of the proxy number.

Voting on Items 3, 4, 5, and 6 will be by poll and the Chairman of the Meeting will open the poll once the Meeting commences at 2:00pm on Thursday 10 November 2022 (Sydney time), and you will be able to vote at any time during the Meeting and for a short time afterwards (you will be notified on the online platform how much time is left).

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

### Proxies and Attorneys

#### Appointing Proxies and Attorneys

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

A shareholder that is entitled to cast two or more votes may appoint no more than two proxies or attorneys. Shareholders who wish to appoint two proxies or attorneys may specify the percentage of votes or number of shares to be voted by each proxy or

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

#### Voting by Proxies

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

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

- **in favour** of Items 3(a), 3(b), 5 and 6; and
- **abstain from voting** on Item 4.

The Explanatory Notes to the Notice of Meeting contain further information on the Board's recommendation, including an explanation of the Board's position on Item 4.

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

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

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

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

### Corporate Representatives

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

The representative must complete and submit a formal notice of Appointment of Corporate Representative signed by the corporation and this must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to the Meeting. A copy of that notice can be obtained from the Share Registry by calling +61 1300 820 260 between 9.00am and 5.00pm (Melbourne time) or at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

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



## Information for shareholders continued

### Voting Restrictions

#### Resolution 5 – Remuneration Report

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

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote on the resolution and the proxy appointment expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of a KMP.

#### Resolution 6 – Grant of Performance Rights to the Chief Executive Officer and Managing Director

The Company will disregard any votes cast in favour of resolution 6 by Mr King and his associates. Further, a vote must not be cast on resolution 6 by a KMP, or a closely related party of a KMP acting as proxy if their appointment does not specify the way the proxy is to vote on the resolution.

However, this does not apply to a vote cast in favour of resolution 6 by:

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

resolution as the Chairman sees fit, even if the resolution is connected directly or indirectly with the remuneration of a KMP; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Shareholder Questions

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

#### Before the Meeting

Shareholders can submit questions before the Meeting:

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

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

- **by mail to:**  
Myer Holdings Limited  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

- **by hand:**  
Level 12, 680 George Street  
Sydney NSW 2000

- **by facsimile to:**  
+61 2 9287 0309

Questions must be received online or by the Share Registry by 5.00pm on Thursday 3 November 2022 (Sydney 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 <https://meetings.linkgroup.com/MYR22>, 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 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 phone 1800 798 110, or +61 2 7201 7093 (outside Australia), and use your unique personal identification number (PIN). Your unique PIN is required for verification purposes, and may be obtained by pre-registering, by contacting the Share Registry on 1800 990 363, or +61 1800 990 363 (outside Australia).

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



# Explanatory notes

## Item 2 – Financial Statements and Reports

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

## Item 3 – Re-Election of Directors

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

Rule 8.1(e) of the Company's Constitution requires that no Director who is not the Managing Director may hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected. Ms JoAnne Stephenson was last re-elected as a Director on 30 October 2019 and will therefore retire and offer herself for re-election at the Meeting, under rules 8.1(d) and 8.1(e) of the Company's Constitution.

Under rule 8.1(g) of the Company's Constitution, the remaining Director to stand for re-election must be determined based on who is the longest in office since their last election or appointment. With all three of the remaining Non-Executive Directors having last been re-elected or appointed at the 2021 AGM, these Directors have agreed among themselves pursuant to rule 8.1(g) that Ms Jacquie Naylor will retire as a Director of the Board at this year's Meeting and will offer herself for re-election.

Further details of the qualifications, experience, and responsibilities of Ms Naylor and Ms Stephenson are provided below.



### Jacquie Naylor

- Independent Non-Executive Director
- Member of the Board since 27 May 2019
- Member – Audit, Finance and Risk Committee
- Member – Nomination Committee
- Chairman – Human Resources and Remuneration Committee

Jacquie was appointed as a Non-Executive Director on 27 May 2019. Jacquie brings to the role a wealth of experience and knowledge of both women's and men's apparel, homewares and outdoor brands. She has been an owner, director and executive at some of the most iconic Australian retailers. Jacquie has held the position of Non-Executive Director at The PAS Group and in addition, Jacquie was a Non-Executive Director of one of the world's most trusted outdoor brands, Macpac, which is sold in more than thirty countries.

At the Just Jeans Group, Jacquie was a Group Executive Director and responsible for driving the merchandise, marketing and brand strategies of five of their key brands including Just Jeans, Jay Jays, Portmans, Jacqui E and Dotti.

Jacquie brings to the Myer Board considerable retail advisory experience, particularly in organisational change and growth

creation, having worked with well-known companies including Catalyst, Champ Ventures and Ferrier Hodgson.

Jacquie was a Non-Executive Director of the Virgin Australia Melbourne Fashion Festival for more than 12 years and remains committed to showcasing the fashion industry as well as new and emerging talent. Jacquie is also a member of the Australian Institute of Company Directors and of the International Women's Forum.

### Other Current Directorships

Jacquie is a Non-Executive Director of Cambridge Clothing Ltd and Michael Hill International Limited.



### JoAnne Stephenson

- Independent Non-Executive Director
- Member of the Board since 28 November 2016
- Acting Chairman from 29 October to 15 September 2021
- Chairman from 16 September 2021
- Member – Audit, Finance and Risk Committee
- Chairman – Nomination Committee
- Member – Human Resources and Remuneration Committee

JoAnne has extensive experience spanning over 25 years across a range of industries. JoAnne was previously a senior client partner in the Advisory division at KPMG and has key strengths in finance, accounting, risk management and governance. JoAnne holds a Bachelor of Commerce and Bachelor of Laws (Honours) from

## Explanatory notes continued

The University of Queensland. She is also a member of both the Australian Institute of Company Directors and Chartered Accountants in Australia and New Zealand.

### Other Current Directorships

JoAnne is an Independent Non-Executive Director of Challenger Limited and Qualitas Limited. She is also Chair of the Victorian Major Transport Infrastructure Board. JoAnne was previously a director of Asaleo Care Ltd and Japara Healthcare Limited.

### Board Recommendation

The Board (other than the Director who is the subject of the relevant resolution) considers each of the Directors to be independent, and recommends shareholders vote **in favour** of Items 3(a) and (b) being the re-election of Ms Naylor and Ms Stephenson.

The Board makes these recommendations because:

- in the case of Ms Naylor, she brings extensive retail, merchandising and brand experience and expertise to the Board; and
- in the case of Ms Stephenson, she has provided strong leadership to the Company since her appointment as Chairman and brings considerable experience and expertise across a range of industries and disciplines.

### Item 4 – Election of External Nominee, Mr Terrence McCartney, as a Director

Mr Terrence McCartney, a Non-Executive Director of Premier Investments Limited (**Premier**) and Just Group Limited (a subsidiary of Premier), has been nominated by Metalgrove Pty Limited (**Metalgrove**) (a subsidiary of the Company's largest shareholder, Premier) for election as a Director in accordance with rule 8.1(k) (4) of the Company's Constitution and section 249N of the Corporations Act.

Metalgrove has requested that the following statement regarding Mr McCartney be provided to shareholders in this Notice of Meeting. The statement has **not** been independently verified.

### Terrence McCartney

*“Terrence (or Terry) Luke McCartney has had a comprehensive and successful career spanning more than 40 years in retail in both executive and director positions. 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 successful executive career culminated in his roles as Managing Director of Kmart Australia and New Zealand, and Managing Director of Myer Grace Bros. For 5 years, Terry led year on year growth in profitability of Australia’s largest department store. He brings a wealth of retail experience, spanning the full spectrum of retailing – ranging from luxury goods in department stores to mass merchandise discount operations.*

*Terry is a Non-Executive Director of Premier Investments Limited, and Premier’s wholly owned subsidiary, Just Group Limited. Premier successfully operates a portfolio of well-recognised and unique retail brands through the Just Group, consisting of Just Jeans, Jay Jays, Peter Alexander, Smiggle, Jacqui E, Portmans and Dotti. Just Group trades from over 1,150 retail stores across multiple countries, as well as through wholesale and online. At Just Group, Terry lends his extensive retail and commercial expertise through multiple aspects of the business, including e-commerce, supply-chain and distribution, property, retail store and site visits and seasonal trading and performance reviews.*

*Since Terry’s appointment to the Premier Investments Limited Board in 2016, Premier’s market capitalisation has increased over 30% to approximately \$3.3 billion as at 30 July 2022. During this time, Premier has distributed over \$640 million in fully franked dividends to its shareholders. Since 2016, Premier’s net profit after tax has increased over 160%, to \$271.8 million for the year ended 31 July 2021. Terry also services as Chairman of Premier’s Remuneration and Nomination Committee.*

*Premier Investments Limited and Metalgrove Pty Ltd, Myer’s largest shareholder, fully support the appointment of Terry as a Director of Myer Holdings Limited.”*

### Board Recommendation

Since the increases in Premier’s shareholding in the Company that have occurred since July 2021 (up from a 10.77% shareholding as at 1 July 2021 to a 22.87% shareholding as at the date of this Notice of Meeting), the Board has maintained its position that it is open to discussing appropriate Board representation of Premier, but subject always to the following key guiding principles:

- the Board continues to remain majority independent at all times, with an independent Chairman and an appropriate mix of skills, experience and diversity;
- Premier’s representation is proportionate and appropriate to its shareholding;
- any Board changes have the support of and mandate from all shareholders;
- widely accepted practices and protocols are in place to manage any actual or perceived conflicts and information sharing; and
- a change of control does not occur without realising the inherent value of Myer for all shareholders.

## Explanatory notes continued

Consistent with these principles, any Premier nominated director would be required, along with the other Board members, to comply with the Company's Conflicts of Interest policy, which supplements the Myer Code of Conduct by providing more detailed requirements governing the management of conflicts of interest at Board level. More information about the Code of Conduct and the Conflicts of Interest policy are contained in the Company's 2022 Corporate Governance Statement.

After receiving the nomination of Mr McCartney, the Company wrote to Premier on 7 September 2022 advising that, bearing in mind Mr McCartney's position on the board of Premier and Just Group, which both operate, in particular, apparel and accessories brands in the same market as a sub-set of Myer's brands:

- the Board would need to be satisfied that existing and potential commercial conflicts of interest are able to be managed in accordance with Myer's policies and an appropriate protocol agreed with Mr McCartney; and
- there would need to be restrictions on the disclosure and use by Mr McCartney of Myer's confidential information, which the Company would seek to deal with through information sharing protocols.

In light of this, and taking account of the Board's guiding principles referred above, the Company sought Premier's acknowledgement of the application of such protocols to Mr McCartney. The Company also noted that it will in due course need to engage directly with Mr McCartney in relation to these matters.

The Company also sought confirmation from Premier of its agreement with the Company's fundamental policy that at all times the majority of the Board of Myer should be independent Directors

with an independent Chairman. Further, the Company sought Premier's agreement to a standstill, namely, that Premier would not acquire any further Myer shares unless pursuant to a takeover offer made to all shareholders.

The Company received a response from Premier on 20 September 2022 which:

- noted that as an experienced director Mr McCartney is well aware of the directors' duties he would owe to the Company if elected as a director and acknowledged that Myer would manage any actual or perceived conflicts of interest on a consistent basis and in accordance with all applicable laws;
- advised that if Mr McCartney were appointed to the Board, Premier has no expectation he would share any confidential information with Premier;
- declined to comment on the Company's fundamental policy that at all times the majority of the Board of Myer should be independent directors with an independent chairman; and
- did not agree to a standstill, referring to the Company's request as surprising and inappropriate.

The Board has no objection to Mr McCartney's election as a Director based solely on his credentials and experience and will work with him, if elected, to put in place appropriate protocols in relation to actual or potential conflicts of interest and disclosure and use of confidential information.

However, in the absence of an acknowledgement of the latter two fundamental matters raised in the Company's letter to Premier of 7 September 2022, and noting that the nomination was made directly by a shareholder (pursuant to the mechanism for direct nomination

in Section 249N of the Corporations Act and the Myer Constitution), the Board considers that this is a matter to be determined by the shareholders, without a recommendation of the Board.

The Board has therefore **not made a recommendation** as to whether shareholders vote in favour or against Item 4, being the election of Mr McCartney.

As such, where the Chairman is appointed proxy by a shareholder, in the absence of a direction from that shareholder as to how to vote on Item 4, the Chairman will **abstain** from voting on that Item.

The Company will advise shareholders via the ASX if this position changes before the AGM.

### Item 5 – Remuneration Report

The Remuneration Report includes information on:

- the remuneration policy adopted by the Board;
- the relationship between that policy and the Company's performance;
- the remuneration arrangements and outcomes for each Director and KMP in FY22; 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 2022 Annual Report, which is available on the Investor Centre section of the Company's website, [myer.com.au/investor](http://myer.com.au/investor).

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

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

## Explanatory notes continued

### Board Recommendation

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

### Item 6 – Grant of Performance Rights to the Chief Executive Officer and Managing Director

#### 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.

Mr King's remuneration package for FY23 (as set out below) includes an award under the Company's long term incentive (**LTI**) plan, subject to shareholder approval. The FY23 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 Mr King 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 Mr King and the provision of ordinary shares in the Company on the vesting of any performance rights.

If shareholder approval is given, the performance rights will be granted to Mr King 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 Mr King, 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 FY23?

Following the same approach as in FY21 and FY22, the Board has determined that the FY23 LTI plan grant will be in the form of "performance rights" for all participating executives, including Mr King. 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 Mr King's 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 Mr King to acquire one fully paid ordinary share in the Company if the applicable performance hurdles (as set out below) are met, subject to adjustments for capital actions. The performance rights will be granted in one tranche and will be broadly on the same terms as performance rights granted to other executives participating in the performance rights LTI plan offer for FY23.

Subject to shareholder approval at the Meeting, Mr King will be granted performance rights to a maximum value of \$960,000 which represents 80 percent of his Total Fixed Compensation. No amount will be payable by Mr King for the award of the performance rights.

As set out in the Remuneration Report, the increase to Mr King's LTI opportunity from 70 percent to 80 percent for FY23 is part of changes made to the remuneration mix, with the Company reverting back to a more traditional STI and LTI plan for FY23. As part of this, Mr King's STI opportunity will decrease by 10 percent from 100 percent to 90 percent, with the net effect being no change to Mr King's total variable remuneration opportunity.

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 \$960,000) divided by the face value attributed to the performance rights. The value attributed to each performance right will be \$0.6088, 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 FY22 results on 15 September 2022.

A VWAP of \$0.6088 will result in Mr King receiving 1,576,872 performance rights, i.e. the maximum value of the proposed grant (being \$960,000) divided by the value attributed to each performance right (being \$0.6088).

#### Performance Hurdles

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

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

## Explanatory notes continued

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.

### Performance

#### Hurdle Description

#### rTSR Hurdle 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, Baby Bunting, Beacon Lighting, Best & Less Holdings, Cettire, City Chic Collective, Endeavour Group, Harvey Norman Holdings, JB Hi-Fi, Kogan, Lovisa Holdings, Metcash, MyDeal.com.au, Michael Hill International, Nick Scali, Premier Investments, Redbubble, Super Retail Group, Temple & Webster Group, 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 FY22 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:

rTSR Percentile Ranking	% of performance rights subject to the rTSR Hurdle that will vest (rounded down to the nearest whole numbers)
Up to but excluding 50th percentile	Nil
Including 50th percentile and up to but excluding 75th percentile	Pro rata, with linear progression between 50% and up to 100%
75th percentile or greater	100%

#### EPS Hurdle 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. To the extent a write-down occurs that is considered to have been within management's control, 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 EPS over the Performance Period, using FY22 EPS as the base. The resulting growth rate will be used to determine the level of vesting for the performance rights subject to the EPS Hurdle.

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:

Compound Annual Growth in underlying EPS	% of performance rights subject to the EPS Hurdle that will vest (rounded down to the nearest whole numbers)
Less than 5%	Nil
5% to 16%	Pro rata, with linear progression between 50% and up to 100%
16% or greater	100%



## 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 FY25 financial results. There will be no retesting.

### Allocation of Shares Following Vesting

The performance rights issued to Mr King 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 FY26 financial results. During this period, the vested shares cannot be sold or otherwise dealt with by Mr King, regardless of whether or not he 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.

### 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 the satisfaction of KPI's applicable to the LTI. The Board may also adjust the award in cases of fraud or dishonest or gross misconduct, unsustainable performance involving high-risk actions and bringing the Company to disrepute. Subject to applicable law, the Board has the discretion to claw back such performance rights by determining that unvested performance rights should lapse, requiring forfeiture of shares allocated on vesting of performance rights, requiring a repayment of the overpaid amount or through another form of alteration to Mr King's remuneration.

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 Mr King's employment with the Company ceases prior to the end of the Performance Period:
  - due to resignation or termination for cause (including misconduct), all of his unvested performance rights will lapse; and
  - due to death, total and permanent disability or other permitted reason as defined in the performance rights terms, 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 Mr King'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 his employment is terminated for cause (including misconduct) in which case, he will forfeit all shares allocated to him, subject to the discretion of the Board.

### Other Required Information – ASX Listing Rules

Mr King's remuneration package was set on his appointment in 2018 with reference to the skills and international experience required to turn around the Company's performance in what is a very challenging time in the retail industry.

Mr King's fixed remuneration was set at the same level as the previous CEO and has not been adjusted since his appointment, other than when he participated in a voluntary pay reduction of 12% during FY20.

In this context, Mr King's maximum remuneration for FY23 is \$3,240,000, comprising:

- \$1,200,000 as Total Fixed Compensation (inclusive of superannuation);
- \$1,080,000 as his maximum opportunity under the Short Term Incentive plan; and
- \$960,000 as his maximum earning opportunity under the LTI plan.

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

## Explanatory notes continued

Mr King was issued with:

- 9,032,258 performance options under the Myer LTI plan for FY19 which have lapsed;
- 5,598,756 performance options under the Myer LTI plan for FY20 (2,799,378 of which have lapsed and 2,799,378 of which may vest on final testing following release of the FY23 results);
- 3,442,622 performance rights under the Myer LTI plan for FY21; and
- 1,469,558 performance rights under the Myer LTI plan for FY22.

No amount was paid by Mr King for the award of the performance options or rights.

No loan will be provided by the Company to Mr King in relation to the grant of performance rights under the FY23 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 Mr King's remuneration package, including the proposed award of performance rights, is reasonable and appropriate having regard to the Company's circumstances and Mr King's duties and responsibilities. The CEO's current share ownership and remuneration with a heavy equity weighting strongly aligns his interests with creation of shareholder value.

The Board (other than Mr King) recommends that shareholders vote **in favour** of Item 6 being the Grant of Performance Rights to the Chief Executive Officer and Managing Director.



**MYER**

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