



23 January 2025

EXTRAORDINARY GENERAL MEETING EXECUTIVE CHAIR'S ADDRESS AND VOTING UPDATE

Myer Holdings Limited (ASX:MYR) will today address shareholders at its Extraordinary General Meeting (the "**Meeting**") which will be held as a hybrid meeting, commencing at 9:00am (Melbourne time):

- in person at The Edge, Fed Square – Swanston Street & Flinders Street, Melbourne VIC 3000; and
- online at meetings.linkgroup.com/MYRGM25.

At the Meeting, shareholders will vote on Myer's proposed combination ("**Combination**") with the Apparel Brands business of Premier Investments Limited.

Following below is:

- the Executive Chair's Address; and
- a summary of direct and proxy votes received on the resolution before the Meeting.

Results of the Meeting will be lodged with ASX shortly after the conclusion of the Meeting.

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

-ends-

For enquiries please contact:

Martin Barr, Corporate Affairs & Communications, +61 418 101 127

Myer Holdings Limited

2025 Extraordinary General Meeting

Thursday 23 January 2025 at 9:00am (Melbourne time)

Held as a hybrid meeting:

- in person at The Edge, Fed Square – Swanston Street & Flinders Street, Melbourne VIC 3000; and
- online at meetings.linkgroup.com/MYRGM25

EXECUTIVE CHAIR'S ADDRESS

Combination

Full details of the Combination are contained in the Explanatory Memorandum, but I would like to take the opportunity to outline some key reasons why Myer's Independent Directors have determined that the transaction is compelling and in the best interests of Myer shareholders.

Today you are voting on one of the most significant corporate transactions in the Company's history – the transformational combination of Myer with Premier Investment's Apparel Brands.

It will enable us to fast track our strategic priorities by leveraging the complementary strengths of both the Myer and Apparel Brands businesses.

When I took on the role as Chair, we commenced a comprehensive strategic review to increase Myer's profitability and drive sustainable earnings growth.

As an outcome of the preliminary phase of the strategic review, we identified the potential opportunity of a combination with Apparel Brands.

Our strategic vision is to create a leading Australian retail platform, by identifying opportunities to deliver a step-change in Myer's market position and generate substantial strategic and financial benefits to create value for you, our valued shareholders.

The Combination with Apparel Brands accelerates our strategic priorities and given the challenging trading environment, this task is more important than ever.

As shown in our trading update released last week, Myer has not been immune from the cost-of-living crunch affecting the broader retail sector and other parts of the economy, both in Australia and around the world.

It demonstrates why it is crucial for retailers to continually innovate and evolve to strengthen and grow their businesses. And that, in essence, is what today is about – adapting our business to ensure it is best placed to thrive in the years ahead in a highly competitive and rapidly evolving retail market.

The Combination of Myer and Apparel Brands, which comprises well-known brands Just Jeans, Jay Jays, Portmans, Dotti and Jacqui E, brings together two businesses that are highly complementary.

The breadth of Myer's category offerings and brands, coupled with our strengths in loyalty, data and eCommerce, will benefit the Apparel Brands businesses, while their deep experience in product development, design and sourcing will uplift Myer.

The Combined Myer Group is set to emerge as a leading retail platform across Australia and New Zealand, with unique strengths, expanded capabilities and a significant wealth of retail talent and experience.

Our combined business will be a leading omni-channel retail platform with pro forma historical annual sales of more than \$4 billion in FY24 and a stronger balance sheet to fund future investment and growth.

It will create a business with an extensive footprint of 783 department and specialty stores, supported by more than 17,000 team members.

The Combination creates a more resilient Myer Group, with genuine and significant scale across Australia and New Zealand, an omni retail business with diversified earnings, a larger customer base that spans more Australians across all demographics.

It enables us to leverage MYER one across an enlarged customer base, which will provide valuable customer insights to drive incremental sales over the longer term. The Combined Myer Group will be better placed to capitalise on our first-party data to drive insight-led cross-shop benefits spanning an expanded customer base.

There will also be advantages from accelerating the full potential of our Myer Exclusive Brands through enhanced product development and sourcing capabilities and scale opportunities through combined sourcing functions. We plan on leveraging the scale and brand expertise of Apparel Brands to improve the performance of sass & bide and Marcs and David Lawrence.

There is also opportunity to enhance and optimise the Combined Myer Group's store footprint to drive further operating leverage and efficiencies.

Myer's exceptional eCommerce capabilities will help expand Apparel Brands' online penetration and deliver incremental sales, and we will be continuing our disciplined approach to cost management to drive efficiencies.

We also intend to explore a refinancing of Myer's existing debt facilities in the near term, an initiative that has the potential to generate substantial annual savings in interest and financing costs.

Independent Expert's Report

Now I'd like to touch on both the review conducted by our Independent Expert, as well as the recommendation of our Independent Directors.

First, the Independent Expert appointed to assess the merits of the Combination has concluded that it is fair and reasonable to Non-Associated Myer Shareholders, in the absence of a superior proposal. A copy of the Independent Expert's Report is contained in the Explanatory Memorandum, with a supplementary report released to the ASX on 15 January 2025.

With respect to the Independent Directors on the Myer Board, after carefully reviewing the opportunity, the Independent Directors continue to unanimously view the Combination as compelling and in the best interest of Myer shareholders. The Independent Directors also confirm that as at the time of this meeting, no superior proposal has emerged and we are not aware of any superior proposal likely to emerge.

Accordingly, the Myer Independent Directors continue to unanimously recommend that shareholders vote in favour of the Combination Resolution.

A wide range of reasons helped the Myer Independent Directors form this view, including that the Combination:

- creates a business with significantly enhanced scale and capabilities to drive growth and operating leverage benefits;
- introduces new customers to Myer's loyalty program;
- generates expected pre-tax annual earnings benefits of least \$30 million on run-rate basis over the short to medium term;
- boosts our balance sheet providing greater capacity to invest in growth across the Combined Myer Group;
- produces opportunities for Myer to take advantage of Apparel Brands' capabilities in product development, design, sourcing and distribution to deliver improved margins for the Group;
- expands and diversifies Myer's shareholder base, with improved share trading liquidity and access to capital.

The Myer Board has declared a fully franked pre-completion dividend of 2.5 cents per share to existing Myer Shareholders, conditional on the Combination proceeding, which will deliver to Myer Shareholders value of approximately \$20.9 million in aggregate.



Close

In closing, the strategic and financial rationale of this transaction is compelling.

The Myer-Apparel Brands combination delivers significant scale and an enhanced ability to invest and innovate in a highly competitive and rapidly evolving retail market to support future growth.

The Combination represents an opportunity to grow the business and deliver financial and strategic benefits for both Myer and you, our valued Myer shareholders.

For personal use only



MYER EXTRAORDINARY GENERAL MEETING

Direct and proxy votes received on the Combination Resolution before the Meeting.

Resolution	For	Against	Open	Total Votes	Abstain
Item 1 Approval of the Combination	306,377,190 95.45% 2,577 holders	12,242,759 3.82% 264 holders	2,335,719 0.73% 380 holders	320,955,668 (38.32% of issued capital)	1,663,204 43 holders

For personal use only