Corporate Governance Statement

The Board of Myer Holdings Limited (**Myer** or **Company**) is committed to achieving the highest standards of corporate governance. The Board is concerned to ensure that Myer and the entities it controlled (collectively referred to as the **Myer Group**) is managed to protect and enhance shareholder interests, and that the Company, its Directors, officers and employees operate in an appropriate environment of corporate governance.

The Board has adopted a corporate governance framework comprising principles that are consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (**ASX Principles**).

This framework is designed to promote responsible management and assists the Board to discharge its corporate governance responsibilities on behalf of Myer's shareholders.

Myer regularly reviews its policies and charters to ensure they remain consistent with the Board's objectives, current laws and best practice.

The policies and charters referred to in this statement are available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).

Myer has followed the recommendations set out in the ASX Principles during the FY26 reporting period ended 25 July 2026. This Corporate Governance Statement has been approved by the Board and is structured to reflect the ASX Principles as follows:

(1) Lay solid foundations for management and oversight

(2) Structure the Board to be effective and add value

(3) Instil a culture of acting lawfully, ethically, and responsibly

(4) Safeguard the integrity of corporate reports

(5) Make timely and balanced disclosure

(6) Respect the rights of security holders

(7) Recognise and manage risk

(8) Remunerate fairly and responsibly

MyerGroup

Principle 1 — Lay Solid Foundations for Management and Oversight

1.1 The Board and Management

The Board has ultimate responsibility for setting policy regarding the business and affairs of the Myer Group for the benefit of shareholders and other stakeholders.

The role of the Board is to:

- represent and serve the interests of shareholders by overseeing and appraising the Myer Group's strategies, policies and performance;
- protect and optimise the Myer Group's performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and Myer's Constitution, and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- set, review and ensure compliance with the Myer Group's values and governance framework (including establishing and observing high ethical standards); and
- ensure that shareholders are kept informed of the Myer Group's performance and major developments affecting its state of affairs.

The Board has adopted the Board Charter and Relationship with Management (**Board Charter**) to provide a framework for its effective operation. The Board Charter is available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor). The Board Charter outlines the manner in which the Board's constitutional powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance, best practice, and applicable laws.

As set out in the Board Charter, the responsibilities and functions of the Board include:

- selecting, appointing and evaluating the performance of, determining the remuneration of, and planning the succession of the Executive Chair;
- on recommendation of the Executive Chair, selecting, appointing and reviewing the performance of the Group Chief Financial Officer (**Group CFO**) and other senior executives;
- setting Myer's remuneration policy, within which the Executive Chair has authority to operate;
- contributing to and approving management development of corporate strategy, including setting performance objectives and approving operating budgets;
- reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance;

- monitoring corporate performance and implementation of strategy and policy;
- approving major capital expenditure, acquisitions and divestments, and monitoring capital management;
- monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- developing and reviewing corporate governance principles and policies;
- overseeing Myer's processes for making timely and balanced disclosure;
- approving and reviewing Myer's Ethical Sourcing Policy, and reviewing and monitoring ethical sourcing risks;
- overseeing climate-related risks and opportunities, energy and emissions management;
- considering the environmental and social impact of the Company's activities and
- approving and reviewing Myer's Diversity and Inclusion Policy, and establishing measurable objectives for achieving diversity across Myer, and annually assessing both the objectives and progress towards achieving them.

In March 2024, Olivia Wirth was appointed to the role of Executive Chair and Gary Weiss to the role of Deputy Chair and Lead Independent Director.

The roles and responsibilities of the Executive Chair and the Deputy Chair and Lead Independent Director are set out in the Board Charter.

The Executive Chair's responsibilities include:

- leading the Board and promoting the Myer Group's interests both internally and in the broader business context;
- chairing meetings of the Board and shareholders, including the Annual General Meeting (**AGM**);
- ensuring that the Board's decisions have been implemented;
- ensuring that the Board fulfils its obligations under the Board Charter and relevant legislation;
- providing leadership to the Board and the Myer Group;
- leading the Board to ensure that it operates efficiently and effectively; and
- promoting constructive and respectful relationships between the Board and management.

The Deputy Chair and Lead Independent Director's responsibilities include:

- overseeing meetings of Non-Executive Directors;
- liaising with other Directors regarding concerns or issues relating to Management;
- liaising with shareholders, proxy advisers and other external stakeholders regarding governance, reporting, management oversight and related issues;
- assisting where necessary with the preparation of Board and Board Committee agendas/papers and provision of information to the Board and Board Committees; and
- leading performance reviews of the Executive Chair.

The management of the Myer Group is conducted by, or under the supervision of, the Executive Chair as directed by the Board. The Executive Chair is responsible for implementing strategic objectives, plans and budgets approved by the Board. The Board approves corporate objectives for the Executive Chair to satisfy and, jointly with the Executive Chair, develops the duties and responsibilities of the Executive Chair.

Management is accountable to the Board, and is required to provide the Board with information in a form, timeframe and quality that enables the Board to discharge its duties effectively. Directors are entitled to request additional information.

The number of meetings of the Board held during the period ended 25 July 2026, and the number of meetings attended by each Director are set out in the Directors' Report, at page 24 of the 2026 Myer Annual Report.

During FY26, the following three Committees, as established by the Board, were in place to streamline the discharge of the Board's duties and responsibilities, these Board Committees being:

- the Audit, Finance and Risk Committee (**AFR Committee**);
- the Human Resources, Remuneration and Nomination Committee (**HRN Committee**); and
- the Property Committee (**Property Committee**).

The written Charter of each of the above Committees, set out their role and responsibilities, composition and membership requirements, and the manner in which the Committee is to operate. The Charters for each Committee are available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).

All Directors are invited to attend Committee meetings. Most Committee meetings are attended by all Directors. Non-committee members, including members of management, may also attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

1.2 Appointments, Election, and Re-Election

For FY26, Myer's policy and procedure for selection and appointment of new directors and re-election of Directors were as set out in the HRN Committee Charter, Constitution and Board Charter. When identifying potential candidates for Board appointment, factors that may be considered include:

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness;

Corporate Governance Statement *continued*

- the capability of the candidate to devote the necessary time and commitment to the role; and
- potential conflicts of interest and independence.

Appropriate checks in relation to potential appointees, including via referees, are conducted. The identification of potential director candidates may be assisted by the use of external search organisations as appropriate.

All Directors are consulted and provided with detailed information about potential new directors. Any new appointment is approved by the Board in accordance with Myer's Constitution. Any new directors appointed by the Board must retire at the next AGM after their appointment and offer themselves for election by Myer's shareholders.

In accordance with the ASX Listing Rules and Myer's Constitution, no Director other than the managing director may hold office without re- election beyond the third AGM following their last election. Where eligible, a Director may stand for re-election at the AGM.

Prior to each AGM, the Board determines whether to recommend to shareholders to vote in favour of the election or re-election of each Director standing for election or re-election, or any other candidate standing for election, having regard to any matters that the Board considers relevant. The Board Charter provides that, generally, the Board will not recommend a Director standing for re-election for a further term where that Director has already served a term totalling more than nine years on the Board.

Information about each Director to be elected or re-elected (as applicable) is provided in the Notice of Meeting prior to the AGM. Announcements about new directors are disclosed to the ASX. In addition, the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor) also sets out information about a new director's skills and experience.

1.3 Written Appointments

Directors and senior executives are provided with a letter of appointment setting out Myer Group's expectations, their responsibilities and rights and the terms and conditions of their tenure.

1.4 The Company Secretary

The Company Secretary has an important role in supporting the effectiveness of the Board by monitoring that Board policy and procedures are followed. The Company Secretary is accountable to the Board, through the Chair. All Directors have direct access to the Company Secretary.

The Company Secretary is responsible for coordination of all Board business, including agendas, Board papers and minutes. The Company Secretary is responsible for communication with regulatory bodies and the ASX, and all statutory and other filings.

Paul Morris is the Company Secretary and General Counsel of Myer Group.

1.5 Diversity

The Company is committed to creating a fair and inclusive work environment that embraces diversity and recognises its contribution to the company's commercial success. Diversity encompasses differences in backgrounds, education and life experiences. It includes factors such as gender, age, ethnicity, cultural background, language and disability.

Myer Group's Diversity Policy sets out diversity and inclusion principles and outlines the approach in creating and maintaining an inclusive and collaborative workplace culture, a copy of which is located in the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor). The Board is responsible for establishing measurable objectives for achieving gender diversity.

Key Principles

The Company recognises that effective management of diversity is a business and a moral imperative. The Company is committed to the development of sustainable and responsible business practices in order to achieve its diversity objective. The Company's approach to diversity is therefore underpinned by key principles including:

- maintaining a safe and inclusive working environment that is respectful of individual differences and attributes (including family responsibilities);
- eliminating artificial barriers to career progression by providing support and mentoring;
- maintaining a gender balance in management training programs, along with growing the number of women performing senior and executive roles;
- developing and offering flexible work practices to meet the differing needs of employees in the context of business requirements;
- recruiting and retaining a skilled and diverse workforce that is free of gender discrimination;
- providing a fair and equal employment process that appoints individuals based on relative ability, performance and potential, as well as actively ensuring gender equity in remuneration; and
- fostering a culture, including through education and training, that promotes diversity and rewards people for furthering the diversity and inclusion objectives.

Diversity Objectives

Diversity objectives are to ensure that Myer Group:

- has an inclusive workplace where every individual can thrive;
- leverages the value of diversity for all our stakeholders to deliver the best customer experience, improved financial performance and a stronger corporate reputation; and
- measures our progress against agreed priorities.

Corporate Governance Statement *continued*

The following table sets out Myer Group's performance against the measurable objectives for achieving gender diversity established by the Board.

(1)	**Diversity of the Board**: Myer aims for its Board to have not less than 30% of Directors of each gender. • 25% of Myer's Directors were female.
(2)	**Diversity of Female Leadership**: Myer Group aims for its Leadership Roles to have not less than 50% female representation. • 65.1% of leadership roles were female.

The Board routinely reviews and assesses its composition based on the collective skills, qualifications, and experience of each Director, as well as the gender diversity of its membership, and will continue to do so going forward.

The Leadership Roles reflect a combination of operational, functional and strategic leadership roles, encompassing female representation in managerial roles from customer service managers in stores through to the Executive Chair.

In addition, as at 31 March 2026, 81.1% of Myer Group's total workforce were female.

In May 2026, Myer Group has lodged its 2026 Workforce Profile data with the Workplace Gender Equality Agency (**WGEA**). This data was captured as at 31 March 2026 and has been used to inform progress against the Myer Group's diversity objectives. The data is publicly reported by WGEA and the WGEA Reports for 2026 are available on the Myer Investor Centre website (myer.com.au/investor).

1.6 Board Performance Evaluation

The Board recognises that regular reviews of its effectiveness and performance are key to the improvement of the governance of Myer. Accordingly, the Board has committed to periodically reviewing and evaluating:

- the performance of the Board, including against the requirements of the Board Charter;
- the performance of the Board Committees; and
- the performance of individual Directors.

The Board and each Board Committee have reviewed their respective Charters, and where appropriate, have incorporated amendments reflecting the results of those reviews.

Performance evaluations are conducted in a manner the Board deems appropriate, and the HRN Committee may assist in evaluating the performance and effectiveness of the Board as part of the HRN Committee's responsibility.

No formal performance evaluation was conducted in relation to the reporting period. The Board regularly holds "Director only" sessions at which sessions Board performance is discussed, including regular review and feedback of the Executive Chair's performance.

During FY26:

- the HRN Committee assisted in the review and recommendation of arrangements for Directors, the Executive Chair and executives in relation to remuneration and benefits, and reviewed the performance of those individuals and the reward structure; and
- the HRN Committee also reviewed significant human resource issues, including development and succession planning.

1.7 Senior Executive Performance Evaluation

Senior executives' performances are assessed against measurable and qualitative indicators. This review process involves the following:

- each senior executive is assessed against a set of key performance criteria which include both financial and non-financial performance measures;
- all senior executives are requested to meet with their manager to discuss their performance over the previous year; and
- upon the completion of the performance appraisal meeting, each senior executive is provided with feedback on their performance, and a rating is determined based on that performance.

As well as the review of performance, where appropriate, a development plan may also be implemented to support the ongoing contribution of the executive to the needs of the business.

It is the role of the Board led by the Deputy Chair and Lead Independent Director to review the performance of the Executive Chair on a regular basis.

Performance reviews for senior executives have been performed in accordance with these processes for FY26.

Corporate Governance Statement *continued*

Principle 2 — Structure the Board to be Effective and Add Value

2.1 Human Resources, Remuneration and Nomination Committee (Nomination function)

As at 25 July 2026, the composition of the HRN Committee was:

Chair:	**Terry McCartney**
Members:	**Olivia Wirth**
	Gary Weiss
	Rob Perry

From FY26, the Board established the Human Resources, Remuneration and Nomination Committee (HRN Committee) to undertake:

- the human resources and remuneration functions previously performed by the Human Resources and Remuneration Committee; and
- the nominations functions previously performed by the Nomination Committee.

The above functions of the Committee are defined in the Charter of the HRN Committee, which is available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).

Under the Charter, the Executive Chair must not be involved in any discussion or decision of the Committee relating to:

- the appointment of the Executive Chair;
- the Executive Chair's remuneration, incentives, performance targets or employment terms; or
- any other matter regarding the Executive Chair's role or performance;

and may not participate as a member of the Committee in relation to its the human resources and remuneration functions.

The Chair of the HRN Committee, even though he is not considered independent, is a Non-Executive Director and half of the HRN Committee members are independent.

The Board is satisfied that the current structure represents the best and most appropriate structure for Myer at this time.

The nominations responsibilities of the HRN Committee include:

- to review and recommend to the Board the size and composition of the Board, including the succession of the Executive Chair, and to review whether Board succession plans are in place to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- to review and recommend to the Board the criteria for Board membership, including assessment of necessary and desirable competencies of Board members to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- to review and recommend to the Board, membership of the Board, including recommendations for the appointment and re-election of Directors, and where necessary to propose additional candidates for consideration by the Board;
- to assist the Board in relation to the performance evaluation of the Board, its Committees, and individual Directors, and in developing and implementing plans for identifying, assessing and enhancing Directors' competencies; and
- to ensure that an effective induction process is in place for any newly appointed Director and regularly review its effectiveness.

The number of meetings of the HRN Committee held during the period ended 25 July 2026, and the number of meetings attended by each committee member are set out in the Directors' Report, at page 24 of the 2026 Myer Annual Report.

2.2 Board Skills Matrix

The Board, together with the HRN Committee, determines the size and composition of the Board, subject to Myer's Constitution. Myer's Constitution states that the minimum number of Directors is 4 and the maximum is fixed by the Directors, but may not be more than 12.

The Board reviews the composition of the Board and the skills, experience, expertise and diversity represented by the Directors on the Board, and determines whether the composition and mix of those skills remain appropriate for Myer's strategy.

The Board recognises that a Board comprising Directors with a diverse range of backgrounds, skills and experience facilitates robust discussion and decision-making, and enables the Board to discharge its responsibilities effectively. It is intended that the Board will comprise a majority of independent Non-Executive Directors and of Directors with a broad range of skills, expertise and experience from a broad range of backgrounds.

This will ensure that the composition of the Board continues to embody diverse leadership which is appropriate to Myer's business, strategies and marketplace.

The Board has identified that it should comprise of members with collective skills, experience and expertise in the following areas, in order to provide strong foundations for the management and oversight of Myer, in the context of the dynamic nature of Australian retailing and the challenges it presents.

Corporate Governance Statement *continued*

Board Skills Matrix

Skill, experience, and expertise	
(1)	Executive leadership
(2)	Strategy and transformative change
(3)	Retail
(4)	Global experience
(5)	Governance and risk
(6)	Financial acumen
(7)	Marketing and digital
(8)	Regulatory and public policy
(9)	People, health, and safety
(10)	Social and environmental sustainability
(11)	Mergers and acquisitions, capital raising and capital projects

The Board considers that it is comprised of Directors with collectively a good mix of skills, experience and expertise in the above areas.

Details of the skills, qualifications, experience, expertise and special responsibilities of each Director as at 25 July 2026 are set out in the Directors' Report from page 19 of the 2026 Myer Annual Report.

2.3 Directors and Length of Service

As at 25 July 2026, the Board comprised four Directors.

The majority of Non-Executive Directors are independent.

Olivia Wirth	Approx. length of service: 2 year 8 months Appointed as Independent Non-Executive Director on 9 November 2023 Chair from 14 March 2024 Executive Chair from 4 June 2024
Gary Weiss AM	Approx. length of service: 2 year 8 months Appointed as Independent Non-Executive Director on 9 November 2023 Deputy Chair & Lead Independent Director from 14 March 2024
Terry McCartney	Approx. length of service: 3 years 8 months Appointed as Non-Executive Director on 10 November 2022
Rob Perry	Approx. length of service: 2 year 2 months Appointed as Independent Non-Executive Director on 2 May 2024

2.4 Majority of Independent Directors

For FY26, three of the four Directors on the Board were Non-Executive Directors.

It is the Board's view that two of the three Non-Executive Directors of the Board were independent during the reporting period and remain independent. As such, Myer does not have a majority of the Board who are independent Non-Executive Directors. Terry McCartney, who is a director of Premier Investments Ltd, with whom the Company entered into a Transitional Services Agreement following the acquisition by the Company of Apparel Brands in January 2025, was the only non-independent Non-Executive Director on the Board during FY26.

Executive Chair, Olivia Wirth, is an Executive Director of the Company and therefore is not regarded as an independent Director.

Directors did not participate in deliberations about or vote in relation to their own independence.

The Board Charter sets out guidelines and materiality thresholds that the Board has adopted to assist in determining the independence of Directors, which are consistent with the ASX Principles. The Board only considers Directors to be independent where they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgement.

In general, Directors will be considered to be "independent" if they are not members of management and they:

- are not a substantial shareholder of Myer, or officer of, or otherwise associated directly with, a substantial shareholder of Myer;
- have not within the last three years been employed in an executive capacity by Myer or another group member;
- have not within the last three years been a partner, director or senior employee of a material professional adviser or a material consultant to Myer or another group member;
- are not a material supplier to, customer of or in any other material business relationship with Myer or other group member or an officer of or otherwise associated directly or indirectly with a material supplier or customer of Myer;
- have no material contractual relationship with Myer or another group member, other than as a Director of Myer;
- have no close family ties with any person who falls within any of the categories described above; and
- have not been a Director of Myer or another group member for such a period that their independence has been compromised.

The Board considers thresholds of materiality for the purposes of assessing "independence" on a case-by-case basis, having regard to both quantitative and qualitative principles. Without limiting the Board's discretion, the Board has adopted the following guidelines:

- The Board will determine the appropriate base to apply (eg. revenue, equity or expenses), in the context of each situation.
- In general, the Board will consider an affiliation with a business that accounts for less than 5% of the relevant base to be immaterial for the purposes of determining independence. Where this threshold is exceeded, the Board will review the materiality of the particular circumstance with respect to the independence of the particular Director.
- The Board will review any holding of 5% or more of Myer's shares, and will generally consider a holding of 10% or more of Myer's shares to be material.
- The Board will undertake a qualitative assessment of independence, which is an overriding requirement for independence. Specifically, the Board will consider whether there are any factors or considerations which may mean that the Director's interest, business or relationship could, or could be reasonably perceived to, materially interfere with the Director's ability to act in the best interests of Myer.

2.5 Independent Chair

As set out earlier in this report:

- Olivia was appointed as Executive Chair from 4 June 2024; and
- Gary was appointed to the role of Deputy Chair and Lead Independent Director from 14 March 2024.

As such, Myer does not have a Chair who is an independent Non-Executive Director. Notwithstanding this, the Board is extremely satisfied that the current Board structure represents the best and most appropriate structure for Myer at this time.

The role of Deputy Chair and Lead Independent Director, as described in section 1.1 of this report, ensures that any governance issues or concerns that may arise are appropriately handled and that there is independent oversight over the performance of the Executive Chair.

Since the appointment of the Executive Chair and Deputy Chair and Lead Independent Director roles, the Board has worked extremely cohesively, transparently and to a very high standard, which is crucial given the challenging retail environment and opportunities facing the Company.

2.6 Induction and Professional Development Program

All new Directors participate in an induction program. New Directors receive an induction appropriate to their experience to enable them to actively participate in decision-making as soon as possible, including familiarisation with the operation of the Board and its Committees and Myer's financial, strategic, operations and risk management issues. In addition, Myer arranges continuing education and training for the Directors, as well as store visits.

The HRN Committee is responsible for ensuring that an effective induction process is in place for any newly appointed Director, and for regularly reviewing its effectiveness.

Principle 3 — Instil a Culture of Acting Lawfully, Ethically, and Responsibly

3.1 Company Values

The Company's values act as a point of reference in the way the Company operates its business, makes decisions, and expects its team members to behave in interactions with customers, suppliers, and other third party stakeholders.

Myer Group's values are reinforced throughout the business through induction training, performance review processes, and senior management interactions with employees. Our annual Inspirational People Awards celebration recognises high performing employees who exemplify the essential elements of our values.

For FY26, the Myer Group values were:

- ***Customer comes first:*** be passionate about the customer: they're at the heart of everything we do;
- ***Own our future:*** be fearless, find new ways, adapt to deliver the right results;
- ***Do what's right:*** execute with integrity, be accountable and make a difference; and
- ***One inclusive team:*** care as a family, work as a team.

The Company has recently conducted a review of its values and will publicise the new Myer Group values in the coming months.

3.2 Code of Conduct

The Myer Group is committed to maintaining integrity and ethical standards in all business practices. All Myer Group employees, Directors, and contractors must comply with Myer's Code of Conduct (**Code**). The Code applies to all business activities and dealings with employees, contractors, customers, suppliers, shareholders and other external stakeholders. The Code is available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).

The objectives of the Code are to:

- provide clear guidance on and benchmarks for appropriate professional and ethical behaviour;
- reinforce the requirement for compliance with Myer Group policies and legal requirements;
- support the Myer Group's business reputation through the behaviour of its people; and
- make Directors and employees (amongst others) aware of their responsibilities and consequences if they breach the Code.

Corporate Governance Statement *continued*

The Code outlines how Myer expects those bound by the Code to behave and conduct business in a range of circumstances, including actual or potential conflicts of interest (conflicts of interest at Board level are also governed by the Conflicts of Interest policy, details of which are set out in section 3.5 of this report). The Code requires awareness of, and compliance with, laws and regulations relating to business operations, including fair trading, occupational health and safety, equal opportunity and anti-discrimination, bribery and corruption, privacy, and securities trading.

The Code encourages the reporting of unethical practices, or breaches of the Code, Myer Group policies or the law. The Myer Group has whistleblower protections for those who report unacceptable behaviour in good faith. Compliance with the Code is reported to management and the Board. The AFR Committee ensures that the Committee and the Board are kept informed of incidents and compliance trends. Breaches relating to Board members, the Executive Chair and direct reports will be notified to the Deputy Chair and Lead Independent Director as soon as clarified.

Myer regularly reviews the Code. Employees are required to undertake training and acknowledge acceptance of the Code on an annual basis.

Myer Group's Ethical Sourcing Policy embodies the commitment to both the ethical manufacture and supply of merchandise, and working with suppliers to improve their social and environmental practices. It sets out our zero-tolerance approach to any form of modern slavery including slavery and slavery-like practices and conditions (such as debt bondage, servitude, forced marriage and forced labour) and human trafficking.

3.3 Whistleblower Policy

Myer is committed to a culture of compliance, ethical behaviour and good corporate governance. The Whistleblower Policy and the Code are an integral part of the Myer Group compliance program and aim to provide employees, contractors, and suppliers with a mechanism to raise concerns regarding potential, suspected, and actual contravention of our ethical and legal standards and policies without fear of reprisal. The Whistleblower Policy also aims to ensure that the AFR Committee and Board are informed of any material incident. A copy of the Whistleblower Policy is available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).

Employees, contractors and suppliers are encouraged to disclose any reportable conduct via appropriate internal channels or via an independent, confidential and anonymous (if requested) reporting hotline managed by an external provider. All disclosures falling within the scope of the Whistleblower Policy and applicable laws are investigated and actioned as appropriate, and reported to the Board.

3.4 Anti-Bribery and Corruption

The Code (which contains Myer's anti-bribery and corruption policy) prohibits any form of bribery or corrupt conduct by employees, contractors, senior management, and Directors in their interactions with customers, suppliers and external stakeholders. The Code puts into place appropriate controls around certain activities, such as the receipt or offering of gifts, political donations and conflicts of interest, including during tender and procurement processes. A reporting process for breaches of the Code, is set out in the Code. All material breaches of the Code are reportable to the Board.

3.5 Conflicts of Interest Policy

The Conflicts of Interest policy supplements the Code of Conduct by providing more detailed requirements governing the management of conflicts of interest at Board level. In particular, the policy sets out disclosure obligations of Directors with respect to conflicts of interest and the procedures to be followed should a conflict of interest arise, including if a Director has (or there is a real and sensible possibility that the Director may have):

- a material personal interest in a matter that is being discussed or decided upon at a Board meeting; or
- a conflict or perceived conflict between the duties he or she may owe to another company of which he or she is a director or salaried executive, and his or her duties as a Director of Myer in considering a matter at a meeting of the Board.

Principle 4 — Safeguard the Integrity of Corporate Reports

4.1 Audit, Finance, and Risk Committee

As at 25 July 2026, the composition of the AFR Committee was:

Chair:	**Rob Perry**
Members:	**Gary Weiss**
	Terry McCartney

All Committee members are financially literate and have an appropriate understanding of the industries in which Myer operates. Details of the skills, qualifications, experience, expertise and special responsibilities of the members of the AFR Committee are set out in the Directors' Report from page 19 of the 2026 Myer Annual Report. The Chair of the Committee is an independent Non-Executive Director, and is not the Chair of the Board, and a majority of members of the AFR Committee are independent Non-Executive Directors.

The Charter of the AFR Committee is available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).

The Committee's key responsibilities and functions for FY26 included:

- overseeing Myer's relationship with the external auditor and the external audit function generally;
- overseeing Myer's relationship with the internal auditor and the internal audit function generally;
- overseeing the preparation of financial statements and reports;
- overseeing Myer's financial controls and systems; and
- managing the process of identification and management of risk.

The number of meetings of the AFR Committee held during the period ended 25 July 2026, and the number of meetings attended by each committee member are set out in the Directors' Report, at page 24 of the 2026 Myer Annual Report.

Further information about Myer's risk management framework, external auditor, internal audit and Board assurances on financial reporting risks is set out in section 7 of this report below.

4.2 CEO and CFO Declarations

In connection with our financial statements for the financial period ended 25 July 2026, the Executive Chair and the Group CFO made declarations to the Board (among other things) to the following effect:

- in their opinion, the financial records of Myer have been properly maintained;
- in their opinion, Myer's financial statements and notes for the financial period comply with appropriate accounting standards and give a true and fair view of the financial position and the performance of Myer; and
- that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

4.3 Verification of Corporate Reports

All corporate reports provided by Myer to the market that are not audited by Myer's external auditor, PricewaterhouseCoopers (**PwC**), undergo a rigorous internal verification process, including review via Internal Audit, the Finance, Legal, and Compliance departments (as appropriate), and appropriate executives and managers. Such reports include:

- annual Directors' Report;
- annual Sustainability Report;
- Modern Slavery Statement;
- National Energy Report (under the National Greenhouse and Energy Reporting Act 2007); and
- Australian Packaging Covenant - Annual Report & Action Plan.

Principle 5 — Make Timely and Balanced Disclosure

5.1 Continuous Disclosure Policy

Myer's policy is to strictly comply with its obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of Myer's securities. Myer discharges these obligations by releasing information in ASX announcements and by disclosure of other relevant documents to the ASX and to shareholders (eg. Annual Reports).

Myer's Continuous Disclosure Policy is designed to ensure the timely release of material price-sensitive information to the market. This policy establishes procedures to ensure that Directors and management are aware of Myer's disclosure obligations and procedures, and have accountability for Myer's compliance with those obligations. The Continuous Disclosure Policy is available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).

Myer provides continuous disclosure training to all Directors and senior management. It is a standing agenda item at all Board meetings, Board Committee meetings and executive management meetings to consider whether any matters reported to or discussed at the meeting should be disclosed to the market pursuant to Myer's continuous disclosure obligations. The Board is also provided with a copy of all recent material market announcements at each meeting.

All general managers and divisional heads are required to have appropriate procedures in place within their areas of responsibility to ensure that all relevant information is reported to them immediately to be considered in accordance with the Continuous Disclosure Policy.

Myer has established a Continuous Disclosure Committee, which is comprised of the Executive Chair, the Group CFO, and the General Counsel and Company Secretary.

The role of the Continuous Disclosure Committee is to:

- review all potentially material price-sensitive information of which management or the Board become aware;
- determine whether any of that information is required to be disclosed to the ASX;
- co-ordinate the actual form of disclosure with the relevant members of management; and
- review and respond to any infringement notice or written statement of reasons issued to Myer by ASIC.

All deliberations of the Committee are shared without delay with the Deputy Chair and Lead Independent Director or, in their absence, the Chair of the AFR Committee. Myer has nominated the Company Secretary as the person with the primary responsibility for all communication with the ASX. The Board regularly reviews the Continuous Disclosure Policy.

5.2 Disclosure of Market Announcements

Myer ensures that the Board receives a copy of all material market announcements before, or promptly after, they have been made. The Board is also provided with a copy of all recent material market announcements at each Board meeting.

5.3 Disclosure of Substantive Investor and Analyst Presentations

Myer releases a copy of any substantive investor or analyst presentation to ASX ahead of the presentation event.

Principle 6 — Respect the Rights of Security Holders

6.1 Investor Centre

Myer has established an Investor Centre on its website (myer.com.au/investor) to provide key information about its strategy, operations and its governance processes and policies.

The Investor Centre includes information about Myer relevant to shareholders, including:

- all announcements lodged with the ASX within the last ten years, including annual and half year financial results (including analyst and investor presentations and webcasts);
- media releases and media statements issued by the Company;
- biographies and photographs of Board members and the management team;
- Myer's Constitution;
- the Board and Board Committee Charters, and key corporate governance policies;
- Myer's Annual Reports and sustainability reports;
- information about Myer's AGM (including the Notice of Meeting, and a webcast of the meeting); and
- current and historical financial and share price information about Myer.

6.2 Investor Relations Program

As set out in Myer's Shareholder Communication Strategy (available from the Corporate Governance section of the Myer Investor Centre website, myer.com.au/investor), Myer aims to ensure that shareholders are kept informed of all major developments affecting Myer Group's state of affairs. Myer aims to promote communication with shareholders and to encourage participation at general meetings. In addition, Myer recognises that potential investors and other interested stakeholders, including potential employees, may wish to obtain information about the Myer Group.

To achieve this, Myer communicates information to shareholders and other stakeholders through a range of forums and publications. The Myer website and the Investor Centre are key communication tools. The sites enable shareholders to direct inquiries to Myer.

The Investor Centre provides contact details for Myer's Investor Relations team, as well as share registry and company information.

Information is communicated to shareholders via mail-outs and email to those who have chosen this method of communication.

Further, when necessary, ad-hoc briefings are scheduled with institutional and large private investors, as well as financial media, usually in the context of providing explanatory information regarding trading performance or strategy. In some instances this can involve site visits to stores or distribution centres. At all times, Myer adheres to its continuous disclosure obligation and its Continuous Disclosure Policy requires that it does not selectively disclose material price sensitive information to an external party unless that information has first been released to the ASX.

6.3 Shareholder Participation at Meetings

All shareholders are invited to Myer's AGM each year. If shareholders are unable to attend the meeting in person, they are able to participate online through an online platform or access a live webcast of the meeting via the Myer Investor Centre website (which remains accessible on the website after the event). Shareholders may also appoint a proxy to attend and vote at the AGM on their behalf. Instructions on how to participate at the AGM are set out in the Notice of Meeting.

With each Notice of Meeting (whether electronic or hard copy), shareholders are also provided the opportunity to put questions to the Board, or to Myer's external auditor. Myer's Investor Relations details are also made available for direct shareholder contact.

Since 2022, Myer's AGMs have been held as a hybrid meeting, with shareholders able to attend and participate either in-person or virtually through an online platform (which allowed shareholders to vote and ask questions online). Additionally, shareholders were able to ask questions verbally via a telephone facility. A live webcast was also available, allowing shareholders and interested parties to listen remotely to the AGM.

6.4 Voting on Substantive Resolutions

For each AGM, Myer ensures that all substantive resolutions to be considered by shareholders are decided by a poll rather than a show of hands. Voting instructions, including voting by proxy, is set out in the Notice of Meeting.

6.5 Electronic Shareholder Communications

Myer's share registry provider, MUFG Corporate Markets, allows shareholder communications to be sent and received electronically.

Principle 7 — Recognise and Manage Risk

7.1 AFR Committee

Myer recognises risk management as an integral component of good corporate governance and fundamental in achieving its strategic and operational objectives.

The Board is ultimately responsible for identifying and assessing internal and external risks that may impact Myer in achieving its strategic objectives. The Board is responsible for overseeing the development and implementation of the risk management framework and maintaining an adequate monitoring and reporting mechanism.

The Board has delegated coordination of risk oversight to the AFR Committee. The composition, independence of each Director on the AFR Committee and the number of times that it has met for the period ended on 25 July 2026, and where the AFR Committee Charter can be obtained, are outlined in section 4.1 of this report.

The AFR Committee's risk management responsibilities are to review and report to the Board as to whether:

- Myer's ongoing risk management program effectively identifies all areas of potential risk;
- adequate policies and procedures have been designed and implemented to manage identified risks;
- a regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies; and
- proper remedial action is undertaken to redress areas of weakness.

Myer has adopted a Risk Management Policy that applies to all Myer Group employees, and to contractors, suppliers and consultants working on behalf of Myer. Management monitors and reports on material risks identified through the internal and external audit process. The Risk Management Policy is available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).

Myer has adopted an enterprise-wide framework that incorporates a system of risk oversight, risk management and internal control designed to identify, assess, monitor and manage risks consistent with the standard AS/NZS ISO 31000 for Risk Management and Committee of Sponsoring Organizations and provides Myer management with a consistent approach to recognising and managing risks. Myer applies risk management in a well-defined, integrated framework that promotes awareness of risks and an understanding of Myer's risk tolerances. This enables a systematic approach to risk identification and leverage of any opportunities, and provides treatment strategies to manage, transfer and avoid risks.

The AFR Committee is responsible for overseeing Myer's External Audit Policy. The AFR Committee has the responsibility and authority for the appointment, removal or re-appointment and remuneration of the external auditor, as well as evaluating its effectiveness and independence.

The AFR Committee reviews the appointment of the external auditor annually. In addition, the AFR Committee reviews and assesses the independence of the external auditor, including any relationships with Myer or any other entity that may impair, or appear to impair, the external auditor's independent judgement or independence in respect of Myer.

The external audit engagement partner is required to rotate at least once every five years.

7.2 Risk Management Framework Review

The Board reviews and monitors the Company's approach to risk on an ongoing basis and reviews on an annual basis whether there have been any changes in material business risks. No formal review of the Company's risk management framework was undertaken for the reporting period, with the next review scheduled to occur in early 2027.

7.3 Internal Audit Function

A separate internal audit division has been established and is overseen by an Assurance Manager who reports to the General Counsel and Company Secretary.

The internal audit division carries out regular systematic monitoring of control activities and reports to relevant business unit management and the AFR Committee.

The AFR Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors. Whilst the internal audit function reports to the General Counsel and Company Secretary, it is acknowledged that the internal auditors also report directly to the AFR Committee.

7.4 Risks and Risk Management

Key material risks for Myer (including environmental and social risks) as well as how the Myer manages those risks are set out on pages 17 to 18 of the Directors' Report within the 2026 Myer Annual Report.

Corporate Governance Statement *continued*

Principle 8 — Remunerate Fairly and Responsibly

8.1 Human Resources, Remuneration and Nomination Committee (Human Resources and Remuneration function)

As at 25 July 2026, the composition of the HRN Committee was:

Chair:	**Terry McCartney**
Members:	**Gary Weiss AM**
	Rob Perry
	Olivia Wirth

As stated in section 2.1 of this report, from FY26, the Board established the HRN Committee to undertake:

- the human resources and remuneration functions previously performed by the Human Resources and Remuneration Committee; and
- the nominations functions previously performed by the Nomination Committee.

The above functions of the HRN Committee are defined in the Charter of the HRN Committee, which is available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).

The Chair of the HRN Committee, even though is not considered independent, is a Non-Executive Director and half of the HRN Committee members are independent.

The Executive Chair's HRN Committee membership is limited to the nominations function of the HRN Committee and under the Charter the Executive Chair must not participate as a member of the Committee in relation to its human resources and remuneration functions.

The Board is satisfied that the current structure represents the best and most appropriate structure for Myer at this time.

The human resources and remuneration responsibilities of the HRN Committee include:

- in relation to human resources policies:
  - reviewing Myer's policies and performance to assess the effectiveness of the policies and their compliance with relevant legislative, regulatory and governance requirements;
  - reviewing and reporting to the Board on the diversity-related measurable objectives for Myer and Myer's progress against objectives;
- in relation to organisational effectiveness and capability, undertaking an annual review of how the human resources strategy is supporting the business strategy;
- in relation to superannuation, reviewing and recommending to the Board superannuation arrangements for Myer, having regard to matters of compliance and legislative change;
- in relation to remuneration and incentives:
  - reviewing and recommending to the Board remuneration arrangements for the Executive Chair, executives reporting to the Executive Chair, and senior management;
  - reviewing major changes and developments in Myer's remuneration framework, recruitment, retention and termination policies and procedures for senior management, remuneration policies, superannuation arrangements, human resource practices and employee relations strategies for Myer;
  - reviewing performance assessment processes for the Executive Chair and her direct reports, and the annual results of those assessments;
  - reviewing and recommending to the Board in respect of Myer's employee equity incentive plans;
  - reviewing and recommending to the Board the remuneration arrangements for the Non-Executive Directors;
  - reviewing and recommending the Remuneration Report to the Board;
  - reviewing and facilitating shareholder and other stakeholder engagement in relation to Myer's remuneration policies and practices;
  - reviewing and reporting on the relative proportion of women and men in the workforce at all levels of Myer; and
  - reviewing remuneration and considering whether there is any gender difference or other inappropriate bias in remuneration for Directors, senior management or other employees.

The number of meetings of the HRN Committee held during the period ended 25 July 2026, and the number of meetings attended by each committee member are set out in the Directors' Report, at page 24 of the 2026 Myer Annual Report.

8.2 Director and Executive Remuneration

The remuneration of each Director is set out in the Remuneration Report, which forms part of the Directors' Report and is presented on page 38 of the 2026 Myer Annual Report.

Myer distinguishes the structure of Non-Executive Directors' remuneration from that of Executive Directors and executive management. Myer does not have any schemes for retirement benefits for Non-Executive Directors.

Refer to the Remuneration Report in the 2026 Myer Annual Report for further information.

Corporate Governance Statement *continued*

8.3 Hedging in Equity Incentive Schemes

Myer has a Securities Dealing Policy which provides that Directors and certain categories of employees must not purchase or create any hedge or derivative attached to or based on securities in Myer (including any shares, options and rights).

The Securities Dealing Policy is available from the Corporate Governance section of the Myer Investor Centre website (myer.com.au/investor).