

# **JB HI-FI**

Off-Market Share Buy-Back Booklet  
2022

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## **JB Hi-Fi Limited (ABN 80 093 220 136) Off-Market Share Buy-Back Booklet**

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This is an important booklet. It invites you to make an offer to sell your Shares to JB Hi-Fi in the Buy-Back. It contains information to assist you in making a decision as to whether to participate in the Buy-Back.

It does not provide financial product advice and has been prepared without taking into account your particular objectives, financial situations, taxation circumstances or needs. You should consider the appropriateness of the Buy-Back having regard to these factors. If you are in any doubt as to the action you should take, please consult your financial, taxation or other professional adviser.

The distribution of this booklet in some jurisdictions outside of Australia and New Zealand may be restricted by law and does not constitute an invitation to participate in any place where, or to any person to whom, it would be unlawful to do so. Persons who come into possession of this booklet should seek advice on it and observe any restrictions on distributing it.

Copies of this booklet, and all materials related to it, are not available and should not be sent or otherwise distributed in or into the United States or Canada because this Buy-Back Invitation is not being made, directly or indirectly, in the United States or Canada.

Authorised by the JB Hi-Fi Limited Board  
14 February 2022

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## **Eligibility to participate**

You will be eligible to participate in the Buy-Back if Shares are registered in your name on the Buy-Back Record Date (Thursday, 24 February 2022) which, in accordance with the Settlement Rules, confer an entitlement to receive this Invitation, and you are not otherwise an Ineligible Shareholder.

You will be ineligible to participate in the Buy-Back if you are an Excluded Foreign Shareholder or a person who only holds Restricted Shares.

An Excluded Foreign Shareholder is a person who resides outside of Australia and New Zealand and also includes any person who is (or who is acting for the account or benefit of a person who is) in the United States, a US Person or a resident of Canada.

In addition, it has been determined that directors and members of senior management of JB Hi-Fi involved in determining the final pricing, size and implementation of the Buy-Back will not participate in the Buy-Back.

## IMPORTANT DATES

### Buy-Back dates

Announcement of Buy-Back (Announcement Date)	Monday, 14 February 2022
Last day that Shares can be acquired on market to be eligible to participate in the Buy-Back and to qualify for franking credit entitlements in respect of the Buy-Back consideration	Tuesday, 22 February 2022
Buy-Back Ex-Entitlement Date: the date that Shares commence trading on an ex-Buy-Back basis. Shares acquired on market on or after this date will generally not confer an entitlement to participate in the Buy-Back	Wednesday, 23 February 2022
Buy-Back Record Date: determination of shareholders entitled to participate in the Buy-Back at 7.00pm (Melbourne time)	Thursday, 24 February 2022
Tender Period opens	
Distribution of invitations to Eligible Shareholders to participate in the Buy-Back is expected to be completed	Monday, 7 March 2022
Closing Date: Tenders must be submitted online or received by the Registry no later than 5.00pm (Melbourne time)	Friday, 8 April 2022
Buy-Back Date: Announcement of Buy-Back Price and scale back (if any) to ASX and entry into Buy-Back Contracts	Monday, 11 April 2022
Buy-Back Price paid to successful shareholders	Wednesday, 20 April 2022

### Interim Dividend dates

Announcement date	Monday, 14 February 2022
Ex-entitlement date	Wednesday, 23 February 2022
Record date	Thursday, 24 February 2022
Payment date	Friday, 11 March 2022

While JB Hi-Fi does not anticipate any changes to these dates and times, it reserves the right to vary them by announcement to the ASX. Such an announcement will be taken to amend this booklet (and the other Buy-Back Documents) accordingly. JB Hi-Fi may, in its absolute discretion, also decide not to proceed with the Buy-Back or to vary the size of the Buy-Back, subject to a number of factors, such as shareholder demand, market conditions and future capital requirements.

This booklet is dated 14 February 2022 and is current as at that date (except where otherwise indicated).

## CHAIRMAN'S LETTER

Dear Shareholder

On behalf of the Board, I am pleased to announce a capital return of up to \$250 million to shareholders by way of an off-market buy-back of JB Hi-Fi Shares (Buy-Back).

JB Hi-Fi is conducting the Buy-Back to efficiently return surplus capital to shareholders. JB Hi-Fi seeks to maintain an optimal capital structure while ensuring adequate capital is retained to sustain the future development of the business. Due to JB Hi-Fi's continued strong financial performance and strong cashflow generation, JB Hi-Fi has surplus capital and a significant franking credit balance. After returning capital to shareholders via the Buy-Back, JB Hi-Fi will still maintain a conservative gearing position with the financial flexibility to pursue growth opportunities. The Board believes that the Buy-Back can be completed without adversely affecting JB Hi-Fi's capacity to pay fully franked dividends for the foreseeable future.

The Buy-Back is expected to improve the efficiency of JB Hi-Fi's capital structure and is a demonstration of JB Hi-Fi's commitment to maximising returns to shareholders.

The Board considered a number of ways to return surplus capital to shareholders and concluded that an off-market buy-back is the most efficient and value-enhancing mechanism to distribute JB Hi-Fi's surplus capital and franking credits, while offering you as a shareholder advantages which are not available at this time from other methods of returning capital.

The Buy-Back is expected to improve earnings per share and return on equity, resulting from a reduction in shares on issue, which will benefit ongoing shareholders.

The Buy-Back will be conducted by way of a tender process. Participation is voluntary and you can tailor your participation to suit your own circumstances. For example, you can choose to tender some or all of your Shares in the Buy-Back. Additionally, you can choose to tender your Shares at specified discounts of between 8% to 14% (inclusive) in 1% intervals to the Market Price, or as a Final Price Tender which is a Tender in which you elect to receive the Buy-Back Price as determined by JB Hi-Fi. You also have the option to make your Tender conditional on the Buy-Back Price being no less than a specified Minimum Price.

JB Hi-Fi has applied for a class ruling from the Australian Taxation Office (ATO). It is expected that the class ruling, when issued, will confirm that the Buy-Back Price will comprise a capital component of \$3.18, with the remainder treated as a dividend which will be fully franked. This class ruling cannot be given by the ATO until the buy-back has closed. After the final class ruling is issued, it will be available on the ATO website, with a link to be made available on the JB Hi-Fi Buy-Back website at (<https://jbhifibuyback.com.au>).

Depending on your circumstances, this may potentially make selling your Shares in the Buy-Back more appealing than selling your Shares on the ASX. General information on the Australian taxation implications for participants is provided in Section 3 of this Buy-Back booklet.

The decision to participate in the Buy-Back is entirely voluntary. As the Buy-Back will have different taxation consequences for different shareholders, your decision as to whether to participate should be determined by your own personal circumstances. In making your decision to participate, I encourage you to seek professional advice in relation to your particular circumstances.

I also encourage you to read this booklet carefully. If, after reading this booklet, you have any queries in relation to the Buy-Back, please see the JB Hi-Fi Buy-Back website at <https://jbhifibuyback.com.au> or contact the shareholder information line on 1300 302 417 (within Australia) or +61 3 9415 4136 (outside Australia).

If you do not wish to participate in the Buy-Back, you do not need to take any action.

If you wish to participate, please ensure your completed and signed Tender Form is received by the Registry by no later than 5.00pm (Melbourne time) on the Closing Date (8 April 2022).

Yours sincerely,



**Stephen Goddard**  
Chairman

## 1. KEY FEATURES OF THE BUY-BACK

<b>Buy-Back size</b>	<ul style="list-style-type: none"><li>• JB Hi-Fi is seeking to buy back up to \$250 million worth of its Shares through an off-market tender. However, JB Hi-Fi may vary the size of the Buy-Back by increasing or decreasing the size of the buy back, or buying no Shares at all depending on a number of factors including shareholder demand, market conditions and future capital requirements.</li><li>• Under the Corporations Act, JB Hi-Fi has the ability to buy back (without shareholder approval) any number of Shares up to a maximum of 10% of the smallest number of Shares it has had on issue over the 12 months preceding the Buy-Back. If JB Hi-Fi increases the size of the Buy-Back, it will not buy back more Shares than allowed within this 10% limit.</li></ul>
<b>How the Buy-Back works</b>	<ul style="list-style-type: none"><li>• Provided you are an Eligible Shareholder, you can offer to sell some or all of your Shares to JB Hi-Fi:<ul style="list-style-type: none"><li>• at a discount to the Market Price that is within the Tender Discount Range; or</li><li>• at the final Buy-Back Price (as a Final Price Tender).</li></ul></li><li>• If you wish, you can also select a Minimum Price below which none of your Shares will be bought back.</li><li>• Once you have tendered Shares in the Buy-Back, you must not sell or offer to sell those Shares before the Buy-Back Date unless you first withdraw or amend your Tender.</li></ul>
<b>Tender Discount Range</b>	<ul style="list-style-type: none"><li>• Tenders can be lodged at discounts of 8% to 14% inclusive (at 1% intervals) to the Market Price. The Market Price is calculated as the VWAP of Shares over the five trading days up to and including the Closing Date.</li><li>• The Market Price will be announced to the market as soon as possible after 4.30pm (Melbourne time) on the Closing Date and will be available to shareholders on JB Hi-Fi's investor website or by calling the Buy-Back Information Line.</li></ul>
<b>Buy-Back Price</b>	<ul style="list-style-type: none"><li>• The Buy-Back Price will be calculated by applying the Buy-Back Discount selected by JB Hi-Fi to the Market Price.</li><li>• The Buy-Back Price will be determined as the lowest price at which JB Hi-Fi can buy back the targeted amount of capital, based on the Tenders received from all participating Eligible Shareholders.</li></ul>
<b>Capital Component of the Buy-Back Price</b>	<ul style="list-style-type: none"><li>• \$3.18<sup>1</sup></li></ul>
<b>Dividend Component of the Buy-Back Price</b>	<ul style="list-style-type: none"><li>• The Buy-Back Price less the \$3.18<sup>1</sup> capital component.</li></ul>
<b>Eligible Shareholders</b>	<ul style="list-style-type: none"><li>• You are eligible to participate in the Buy-Back if Shares are registered in your name on the Buy-Back Record Date (Thursday, 24 February 2022)<sup>2</sup> and you are not an Ineligible Shareholder.</li></ul>
<b>Ineligible Shareholders</b>	<ul style="list-style-type: none"><li>• Excluded Foreign Shareholders (see Section 5.1); and</li><li>• Persons holding Restricted Shares (in respect of those Restricted Shares only) (see Section 5.2).</li></ul>

<sup>1</sup> This amount is subject to ATO approval (see Section 3).

<sup>2</sup> The Shares must, in accordance with the Settlement Rules, confer an entitlement to participate in the Buy-Back.

### How do I participate?

This is an opportunity for Eligible Shareholders to offer to sell, at your election, either none, some or all of your Shares to JB Hi-Fi (on the terms of the Buy-Back Documents) by submitting a Tender. It is entirely your choice, as an Eligible Shareholder, whether or not to participate in the Buy-Back.

It is important that you read this booklet in full before deciding to participate. If you have any queries on how the Buy-Back operates or how to participate, please see the JB Hi-Fi Buy-Back website at <https://jbhifibuyback.com.au> or contact the JB Hi-Fi Share Registry information line on 1300 302 417 within Australia or +61 3 9415 4136 from outside Australia (Monday to Friday 8.30am - 5.00pm, Melbourne time). **If you have any questions about the action you should take, please consult your financial, taxation or other professional advisor immediately.**

If you are an Eligible Shareholder and you choose to participate in the Buy-Back, you can do so by:

- completing the online Tender Form on the JB Hi-Fi Buy-Back website (<https://jbhifibuyback.com.au>); or
- completing your personalised paper Tender Form; or
- contacting your controlling CHESS participant.

Tenders must be received by the Registry, or processed by your broker through CHESS, by no later than 5.00pm (Melbourne time) on the Closing Date.

For detailed instructions on how to participate, refer to Section 6.

### If you choose not to participate

If you choose not to participate in the Buy-Back (or if you are an Ineligible Shareholder), you do not need to take any action.

## 2. DETAILED INFORMATION ABOUT THE BUY-BACK AND THE TENDER PROCESS

### OVERVIEW OF THE BUY-BACK

#### 2.1 What is an off-market buy-back tender?

Under an off-market buy-back tender, a company invites eligible shareholders to offer to sell some or all of their Shares to the company by way of a tender process. If the company accepts the offer, then a buy-back agreement is formed on the applicable terms. Any Shares bought back are cancelled, which reduces the number of shares on issue.

#### 2.2 Why is JB Hi-Fi implementing the Buy-Back?

JB Hi-Fi is conducting the Buy-Back to efficiently return surplus capital to shareholders.

JB Hi-Fi seeks to maintain an optimal capital structure while ensuring adequate capital is retained to sustain the future development of the business.

The Board reviews the capital structure on an ongoing basis and considered a number of ways to return surplus capital to shareholders. The Board concluded that an off-market buy-back tender is the most efficient and value-enhancing strategy to distribute JB Hi-Fi's surplus capital and franking credits, while offering you as a shareholder advantages which are not available at this time from other methods of returning capital, including:

- the ability to choose whether or not to participate in the Buy-Back;
- the flexibility to tailor your participation to suit your own circumstances through the tender process; and
- an expectation you will benefit through improved earnings per share and return on equity if you continue to hold shares in JB Hi-Fi after completion of the Buy-Back.

JB Hi-Fi expects to buy back Shares at a discount of between 8% and 14% to the Market Price at the end of the Tender Period. This is likely to enable JB Hi-Fi to buy back a greater number of Shares than under an on-market buy-back for the same amount of capital.

#### 2.3 What is the size of the Buy-Back?

JB Hi-Fi is seeking to buy back up to \$250 million worth of Shares, which, based on an assumed Market Price of \$50.00 and an assumed 14% Buy-Back Discount, is approximately 5% of JB Hi-Fi's shares on issue<sup>3</sup>.

However, JB Hi-Fi may, in its complete discretion, choose to buy back a higher or lower amount or no Shares at all, depending on a number of factors including shareholder demand, market conditions and future capital requirements. Any decision to increase the size of the Buy-Back is subject to the 10% limit described below.

Under the Corporations Act, JB Hi-Fi has the ability to buy back (without shareholder approval) any number of Shares up to a maximum of 10% of the smallest number of Shares it has had on issue over the 12 months preceding the Buy-Back. This limit would permit JB Hi-Fi to buy back up to 11,488,337 Shares under the Buy-Back. Accordingly, JB Hi-Fi is not permitted to buy back more than 11,488,337 Shares under the Buy-Back.

#### 2.4 How long will the Buy-Back be open?

The Buy-Back will be open from Monday, 7 March 2022 to Friday, 8 April 2022. Eligible Shareholders may only lodge Tenders within this period. JB Hi-Fi, in its absolute discretion, may change this period, but does not expect to do so. If the Tender Period is extended, the new Closing Date will be announced to the ASX and disclosed on JB Hi-Fi's investor website (<https://investors.jbhifi.com.au>).

#### 2.5 How will the Buy-Back be conducted?

JB Hi-Fi is conducting the Buy-Back through an off-market tender process. Eligible Shareholders will be able to submit offers to sell their Shares at specified discounts in the Tender Discount Range from 8% to 14% inclusive (at 1% intervals) to the Market Price, or as a Final Price Tender. Eligible Shareholders can also select a Minimum Price below which none of their Shares will be bought back.

<sup>3</sup> JB Hi-Fi currently has 114,883,372 shares on issue.



At the end of the Tender Period, JB Hi-Fi will consider the Tenders and determine the Buy-Back Price. All successful Tenders will receive the Buy-Back Price for each Share bought back, even if Shares were tendered at a Tender Discount greater than the Buy-Back Discount. Any Shares tendered at a Tender Discount lower than the Buy-Back Discount will not be accepted for the Buy-Back. If the number of Shares tendered at or above the Buy-Back Discount (including Final Price Tenders) exceeds the number of Shares JB Hi-Fi determines to buy back, a scale back will operate on the basis set out in Section 2.18.

## **YOUR PARTICIPATION IN THE BUY-BACK**

### **2.6 Can I participate in the Buy-Back?**

If you are an Eligible Shareholder, you may offer to sell Shares in the Buy-Back if:

- the Shares are registered in your name on the Buy-Back Record Date (being 7.00pm (Melbourne time), Thursday, 24 February 2022); and
- in accordance with the Settlement Rules, those Shares confer an entitlement to participate in this Buy-Back.

The maximum number of Shares you may tender is set out on your personalised Tender Form (both the online and paper versions), which accompanies the copy of this booklet that is provided to you.

Shares acquired on the ASX on or after the Buy-Back Ex-Entitlement Date (Wednesday, 23 February 2022) will generally not be registered in your name by the Buy-Back Record Date and therefore will not carry an entitlement to participate in the Buy-Back.

### **2.7 Do I have to participate in the Buy-Back?**

No, participation in the Buy-Back is optional. If you do not want to sell any of your Shares into the Buy-Back, you do not need to take any action.

### **2.8 What if I do not participate in the Buy-Back?**

If you do not participate in the Buy-Back, or you participate but none of your Shares are bought back, the number of Shares you hold will not change as a result of the Buy-Back, although your proportional shareholding in JB Hi-Fi will increase slightly if the Buy-Back proceeds, as there will be fewer shares on issue (as shown in Section 4.7). You will continue to be subject to the normal investment risks associated with share ownership in JB Hi-Fi.

### **2.9 Why would I participate in the Buy-Back?**

The decision to participate in the Buy-Back is entirely voluntary, and Eligible Shareholders may tailor their participation to suit their particular situation. This booklet has been prepared without taking into account your particular objectives, financial situation or needs. JB Hi-Fi makes no recommendation as to whether you should participate or not.

There may be reasons why you would choose to participate in the Buy-Back, including:

- all of the Buy-Back Price above \$3.18<sup>4</sup> is expected to be treated as a fully-franked dividend (refer to Section 3). Depending on your individual taxation circumstances and the Australian income taxation consequences for you, this may provide a greater after-tax return than selling your Shares on the ASX;
- no brokerage fee should be payable and there is no need to appoint a stockbroker in order to participate in the Buy-Back; and
- if you have a Small Holding, it may be an efficient method of selling all of your Shares.

Generally, Australian resident shareholders on low marginal tax rates (including individuals, tax exempt charities and complying superannuation funds) are more likely to wish to sell their Shares in the Buy-Back because the after-tax outcome of doing so may exceed the after-tax outcome of selling Shares on the ASX.

Refer to Section 3.4 for an illustrative example of the total after-tax proceeds if you sell your Shares under the Buy-Back and if you sell your Shares on the ASX. You can also use the Buy-Back calculator referred to in Section 3.4 to get an indication of the possible after-tax proceeds from selling your Shares through the Buy-Back compared to selling on the ASX.

<sup>4</sup> This amount is subject to ATO approval (see Section 3).

**2.9 Why would I participate in the Buy-Back? (continued)**

During the Tender Period the market price of Shares on the ASX may be, or may move, higher than the Buy-Back Price. It may also change materially in the future. By making the Invitation, and in setting the Tender Discount Range, JB Hi-Fi is not making any recommendation or giving any advice on the value of its Shares, or whether (or how) you should sell your Shares. **Before you decide what to do with your Shares, we strongly recommend that you seek your own professional advice (including taxation and financial advice) having regard to your individual circumstances.**

**2.10 Why might I not participate in the Buy-Back?**

For Eligible Shareholders, the decision to participate in the Buy-Back is entirely voluntary. Reasons you may choose not to participate in the Buy-Back include:

- you do not wish to dispose of any of your Shares;
- participating in the Buy-Back may not suit your individual tax circumstances (this might be the case for shareholders who are not resident in Australia and Australian resident shareholders with high marginal tax rates);
- you may be able to sell your Shares for a higher price on the ASX and may receive a higher after-tax return depending upon your tax position. During, or after, the Tender Period, JB Hi-Fi's share price on the ASX may be, or may move higher, than the Buy-Back Price. It may also change materially in the future;
- you may wish to retain your Shares to benefit from an increased percentage shareholding in JB Hi-Fi, and potential improved earnings per share after completion of the Buy-Back; and
- there is no assurance that the Buy-Back will be completed or that your Tender will be accepted and not significantly scaled back.

**2.11 Can I participate if I am a foreign shareholder?**

Excluded Foreign Shareholders (including persons who reside outside of Australia or New Zealand) are not eligible to participate in the Buy-Back (see Section 5.1 for further details on Excluded Foreign Shareholders).

Shares held by Excluded Foreign Shareholders may not be tendered into the Buy-Back.

**2.12 How does the Buy-Back compare to selling my Shares on the ASX?**

Depending on your individual circumstances, if you sell your Shares on the ASX, the Australian income taxation implications of doing so may be different from selling your Shares in the Buy-Back (see Section 3 for more details in relation to Australian tax implications).

In addition, to execute a share sale on the ASX, you may need to pay brokerage whereas you should not need to pay brokerage to participate in the Buy-Back.

However, if you were to sell your Shares on the ASX, it is likely that you would be able to sell your Shares for a higher price than the Buy-Back Price. This is because the prices at which shareholders can tender Shares into the Buy-Back are at a discount of between 8% and 14% (inclusive) to the Market Price. Accordingly, it is likely that the Company's share price on the ASX, during and possibly after the Tender Period, will be higher than the Buy-Back Price.

Further information is included in Section 3.4.

Please note that JB Hi-Fi is not making any recommendation to you as to whether or not to participate in the Buy-Back, nor is it giving any advice on the value of your Shares.

**Before you decide what to do with your Shares, JB Hi-Fi strongly recommends that you seek your own professional advice.**

### 2.13 How have JB Hi-Fi Shares performed over recent times?

The closing price of JB Hi-Fi shares on the ASX on Friday, 11 February 2022, being the last trading day before the Company announced details of the Buy-Back, was \$49.05.

The highest and lowest market sale prices of JB Hi-Fi shares during each of the preceding six months were as follows:

Period	Low (\$)⁵	High (\$)⁵	VWAP (\$)⁶
September 2021	\$44.19	\$45.85	\$45.11
October 2021	\$45.10	\$50.49	\$47.25
November 2021	\$47.42	\$50.70	\$49.45
December 2021	\$46.00	\$49.15	\$47.64
January 2022	\$43.88	\$49.84	\$46.70
February 2022 <sup>7</sup>	\$46.47	\$49.40	\$48.18

Source: IRESS

A graph indicating the share price performance of JB Hi-Fi over the period from 1 January 2020 to 11 February 2022 is set out below.



Source: IRESS

<sup>5</sup> Based on the closing prices for Shares on the ASX.

<sup>6</sup> As per the definition of VWAP in Section 7.

<sup>7</sup> February 2022 figures represent month to date figures as at 11 February 2022.

**THE TENDERING PROCESS****2.14 What price will JB Hi-Fi pay to buy back my Shares?**

All Shares successfully tendered will be bought back at the Buy-Back Price. The Buy-Back Price will be calculated by applying the Buy-Back Discount to the Market Price (see below). The Buy-Back Discount is the largest Tender Discount in the range of 8% to 14% inclusive (at 1% intervals) to the Market Price that will allow JB Hi-Fi to purchase the amount of capital that it determines to buy back.

For each Share purchased from you under the Buy-Back, you will receive a cash payment determined in accordance with the following formula:

$A = B \times (1 - C)$ ; where:

A = Buy-Back Price (that is, the price per Share, rounded to the nearest cent, to be paid for all Shares bought back under the Buy-Back)

B = Market Price (refer to Section 2.15 for the definition of Market Price)

C = Buy-Back Discount (expressed as a decimal to 2 places)

For example, if the relevant Market Price is \$50.00 and the Buy-Back Discount is 14%, then the Buy-Back Price would be \$43.00 (i.e.  $\$50.00 \times (1 - 0.14)$ ).

JB Hi-Fi will not set the Buy-Back Price at a level above the Tax Market Value. The Tax Market Value is the price used by the ATO for Australian tax purposes to determine the deemed market value of the relevant Shares when the Buy-Back occurs. See Section 3.2 for a detailed explanation of the method for determining the Tax Market Value.

**2.15 How will I know what the Market Price is?**

The Market Price means the volume weighted average price (VWAP) of JB Hi-Fi ordinary shares on the ASX over the five trading days up to and including the Closing Date, calculated to four decimal places as determined by JB Hi-Fi (see definitions of VWAP and Market Price in Section 7 for further details).

JB Hi-Fi plans to announce the Market Price as soon as possible after 4.30pm (Melbourne time) on the Closing Date.

The announcement will be available on the ASX website ([www.asx.com.au](http://www.asx.com.au)) and JB Hi-Fi's investor website (<https://investors.jbhifi.com.au>) or by calling the Buy-Back Information Line.

**2.16 Will all the Shares I tender be bought back?**

Whether all or any of the Shares that you tender are bought back by JB Hi-Fi will depend on the Tender Discount at which you offer to sell your Shares and the number of Shares and Tender Discounts set out in the Tenders lodged by you and other shareholders.

Successful Tenders and the scale back process will be determined as follows:

- if your Tender Discount is equal to or greater than the Buy-Back Discount or if you lodged a Final Price Tender, your Tender will be successful and your Shares will be bought back, subject to any scale back and, if applicable, any Minimum Price condition that you have nominated;
- if your Tender Discount is less than the Buy-Back Discount, your Tender will be rejected and your Shares will not be bought back; and
- if you have chosen a Minimum Price and the Buy-Back Price is below that price, your Tender will be rejected and your Shares will not be bought back.

**2.17 How will I know if my Tender has been successful?**

JB Hi-Fi intends to announce the Buy-Back Price and other Buy-Back details to the ASX as soon as possible after the Tender Period closes. The proposed date of announcement is Monday, 11 April 2022. The announcement will be effective notice to you of JB Hi-Fi's acceptance of valid Tenders falling within the Buy-Back details, adjusted in accordance with the terms and conditions set out in the Buy-Back Documents (including any scale back). You will be able to access the announcement from the JB Hi-Fi investor website (<https://investors.jbhifi.com.au>) or from the ASX website ([www.asx.com.au](http://www.asx.com.au)).

Also, by Wednesday, 20 April 2022, JB Hi-Fi will send all shareholders who have tendered Shares in the Buy-Back, a statement notifying them of the number of their Shares (if any) that have been bought back and the price paid for them. Where Tenders have been successful, the notification will be accompanied by a direct credit confirmation advice or cheque for the Buy-Back proceeds as outlined in Section 6.4. If you have a CHESS Holding, CHESS will provide you with written confirmation of the successful Tenders made on your holding or Tenders withdrawn by your controlling participant.

#### **2.18 How will a scale back affect my Tender?**

There is no assurance that any Tender will be successful in the Buy-Back, or that Tenders will be accepted in full. JB Hi-Fi will need to apply a scale back if the number of Shares tendered at Tender Discounts greater than or equal to the Buy-Back Discount and as Final Price Tenders exceeds the total number of Shares that JB Hi-Fi determines to buy back. The scale back will be undertaken on a pro-rata basis taking into account Small Holding Tenders and Priority Allocations. When the scale back is calculated, all fractions of Shares to be bought back will be rounded down to the nearest Share.

The details of any scale back will be announced as soon as possible after the Closing Date. JB Hi-Fi expects to make this announcement on Monday, 11 April 2022.

#### **What is a Small Holding Tender?**

A Small Holding Tender is a Tender submitted by a registered holder of Shares who has tendered all of their Shares at one or more of the Tender Discounts greater than or equal to the Buy-Back Discount and/or as a Final Price Tender and who would otherwise be left with 40 Shares or less as a result of the scale back. No scale back will apply to Small Holding Tenders.

However, if you become the registered holder of additional Shares after the Buy-Back Record Date and, as a result, you are the registered holder of more Shares at the Closing Date than you held on the Buy-Back Record Date, then your Tender will not be a Small Holding Tender and the scale back will apply to your Tender as it would any other Tender, notwithstanding that the total number of Shares you can tender into the Buy-Back cannot exceed the number of Shares you held as at the Buy-Back Record Date (as set out in the Tender Form).

#### **What is a Priority Allocation?**

In the event of a scale back, JB Hi-Fi will buy back the first 100 Shares successfully tendered by each registered holder of Shares, or such lesser number of Shares determined by JB Hi-Fi to be the Priority Allocation. The scale back will only apply to the tendered Shares remaining after the Priority Allocation has been acquired.

If you successfully tender less than the Priority Allocation (because you hold less than 100 Shares), all your Shares so tendered will be bought back without any scale back.

**2.19 How will successful Tenders be determined?****If the Buy-Back Discount is set between 8% and 13% inclusive:**

<b>Tender submitted</b>	<b>Outcome</b>
Final Price Tender <sup>8</sup>	<ul style="list-style-type: none"> <li>• Tenders accepted in full</li> </ul>
The Tender Discount you select is greater than the Buy-Back Discount <sup>8</sup>	<ul style="list-style-type: none"> <li>• Tenders accepted in full</li> </ul>
The Tender Discount you select is equal to the Buy-Back Discount <sup>8</sup>	<ul style="list-style-type: none"> <li>• Tenders (other than Final Price Tenders, Priority Allocations and Small Holding Tenders) will be accepted but may be scaled back on a pro-rata basis<sup>9</sup></li> <li>• A Priority Allocation will be bought back from each successful tendering shareholder</li> <li>• Small Holding Tenders will be accepted in full</li> </ul>
The Tender Discount you select is smaller than the Buy-Back Discount	<ul style="list-style-type: none"> <li>• Tenders will be rejected</li> </ul>

**If the Buy-Back Discount is set at 14%:**

<b>Tender submitted</b>	<b>Outcome</b>
Final Price Tender and/or the Tender Discount you select is equal to the Buy-Back Discount <sup>8</sup>	<ul style="list-style-type: none"> <li>• Tenders (other than Priority Allocations and Small Holding Tenders) will be accepted but may be scaled back on a pro-rata basis<sup>9</sup></li> <li>• A Priority Allocation will be bought back from each successful tendering shareholder</li> <li>• Small Holding Tenders will be accepted in full</li> </ul>
The Tender Discount you select is smaller than the Buy-Back Discount	<ul style="list-style-type: none"> <li>• Tenders will be rejected</li> </ul>

<sup>8</sup> If a Minimum Price has been specified in addition to the Tender Discount or Final Price Tender, and the Buy-Back Price is below the Minimum Price, then the Tender will be rejected in full and none of the Shares tendered will be bought back.

<sup>9</sup> Fractions of Shares to be bought back will be rounded down to the nearest Share.

### Example: 14% Buy-Back Discount and a 50% scale back (illustrative example only)

In this example it is assumed that the Market price is \$50.00 and the Buy-Back Discount is 14%, resulting in a Buy-Back Price of \$43.00. It is also assumed that the Priority Allocation is 100 Shares, the Small Holding Tender is 40 Shares, there is a 50% scale back and shareholders have not specified a Minimum Price condition. In these circumstances, the outcome of each Tender would be as follows:

Shareholder	Total Holding of Shares	Shares Tendered	Tender Discount (%)	Price Represented by Tender Discount (\$)	Outcome
A	150	150	–	Final Price Tender	Successful - all 150 Shares bought back
B	1,000	1,000	14%	\$43.00	Partially successful - 550 Shares bought back
C	500	500	12%	\$44.00	Not successful - no Shares bought back
D	5,000	3,000	–	Final Price Tender	Partially successful - 1,550 Shares bought back
		1,000	13%	\$43.50	Not successful - no Shares bought back
E	125	100	14%	\$43.00	Successful - all 100 Shares bought back
		25	13%	\$43.50	Not successful - no Shares bought back

Shareholder A tendered 150 Shares (being all of their Shares) as a Final Price Tender. Shareholder A would have the entire tender accepted in full as the first 100 Shares would be bought back under the Priority Allocation, with the 50% scale back applying to the balance of 50 Shares, meaning that 25 of these Shares are bought back after applying the scale back and the residual Small Holding of 25 Shares would be bought back under the Small Holding Tender.

Shareholder B tendered 1,000 Shares (being all of their Shares) at a 14% Tender Discount. The Tender would be successful but only 550 of the 1,000 Shares tendered would be bought back. The first 100 Shares would be bought back under the Priority Allocation, with the 50% scale back applying to the balance of 900 Shares, meaning that only 450 of these Shares are bought back after applying the scale back. Following the Buy-Back, Shareholder B would be left with 450 Shares.

Shareholder C tendered 500 Shares (being all of their Shares) at a 12% discount which is less than the Buy-Back Discount. Hence, Shareholder C would have the entire Tender rejected.

Shareholder D tendered 3,000 Shares as a Final Price Tender and 1,000 Shares at a 13% Tender Discount. The Final Price tender would be successful but only 1,550 Shares would be bought back as the first 100 Shares would be bought back under the Priority Allocation, with the 50% scale back applying to the balance of 2,900 Shares, meaning that only 1,450 of these Shares are bought back after applying the scale back. The Tender submitted at a 13% Tender Discount would not be successful. Following the Buy-Back Shareholder D would be left with 3,450 Shares.

Shareholder E tendered 100 Shares at a 14% Tender Discount and 25 Shares at a 13% Tender Discount. Shareholder E would have the 100 Shares tendered at the 14% discount bought back under the Priority Allocation. Even though Shareholder E is left with a Small Holding of 25 Shares after the 100 Shares are bought back, the residual Small Holding would not be bought back because Shareholder E submitted the Tender at a Tender Discount less than the Buy-Back Discount.

#### 2.20 Can I trade my Shares after submitting a Tender?

Once you have tendered Shares in the Buy-Back, you must not sell or offer to sell those Shares before the Buy-Back Date unless you first withdraw or amend your Tender. In addition, you must not convert the Shares you tender from an Issuer Sponsored Holding to a CHESS Holding or vice versa or move them between CHESS Holdings (i.e. you may not change your controlling participant).

Any Shares which you have not tendered into the Buy-Back may be sold or otherwise dealt with in the ordinary manner.

Once you have submitted a Tender, the number of Shares you have tendered will be removed from your holding and placed in a "sub-position" in JB Hi-Fi's share register. You will not be able to deal with those Shares unless those Shares have been released from the sub-position. For the Shares to be released from that sub-position before the end of the Tender Period, you must withdraw or amend your Tender in accordance with the procedures set out in Section 6.3.

**2.20 Can I trade my Shares after submitting a Tender? (continued)**

Withdrawals or amendments made in accordance with these procedures may not take immediate effect. You should take this into consideration if you wish to sell any of the Shares which you have tendered. If, at the Buy-Back Date, you do not hold at least the number of Shares you successfully tendered, JB Hi-Fi may, in its absolute discretion, reject your Tender(s) or treat the Tender(s) as if you had tendered the number of Shares held by you at the Closing Date (see Sections 5.5 and 5.7 for further details).

**2.21 Will I still receive the Interim Dividend if my Shares are bought back?**

Yes. All shareholders who are entitled to receive the fully franked Interim Dividend will be paid on 11 March 2022, whether or not they participate in the Buy-Back.

**2.22 What happens to my Australian tax position if I purchase more Shares?**

Shareholders who tender their Shares into the Buy-Back should be able to purchase additional shares in the Company on or after Wednesday, 23 February 2022 (on an ex-entitlement basis) without compromising their Australian tax position on Shares sold into the Buy-Back. This is because:

- those additional shares will not confer an entitlement to participate in the Buy-Back; and
- the ATO is expected to confirm that shares acquired on an ex-entitlement basis on or after Wednesday, 23 February 2022 (and so do not carry a Buy-Back entitlement) will be excluded from the “last-in-first-out” rule contained in the 45-day rule and therefore will not affect shareholders’ ability to receive franking credits on Shares acquired before that date which are bought back in the Buy-Back (see Section 3.3).

General information on the Australian tax implications for shareholders participating in the Buy-Back is included in Section 3, although Eligible Shareholders will need to consider their own particular tax circumstances.

**2.23 Can I still vote if a general meeting is held during the Tender Period?**

Yes. Shareholders who tender their Shares to JB Hi-Fi will still be entitled to vote (in accordance with the voting rights attached to their Shares) at any general meeting of JB Hi-Fi held during the Tender Period. There is currently no intention to hold a general meeting of JB Hi-Fi during the Tender Period.



### 3. AUSTRALIAN TAX IMPLICATIONS FOR SHAREHOLDERS

**The tax outcomes of participating in the Buy-Back will vary depending on your circumstances. It is therefore recommended that you consult with your taxation professional regarding your particular circumstances.**

#### 3.1 Introduction

This summary has been prepared as a general guide based on Australian tax legislation and practices current as at the date of this booklet. It assumes that you hold your Shares as capital assets and that the income tax consequences of disposing of your Shares are determined under the CGT provisions. This may not be the case, and therefore the below examples may not be relevant, for example, if you are a share trader, hold your Shares as revenue assets or have made certain elections under the “taxation of financial arrangements” provisions.

#### Has the ATO issued a ruling about the Buy-Back?

JB Hi-Fi has requested an ATO Class Ruling on your behalf in relation to the tax implications of the Buy-Back. That Class Ruling, when issued, is expected to confirm a number of the statements contained in this summary. The Class Ruling cannot be given until after the Buy-Back has closed. However, this summary accords with what JB Hi-Fi anticipates the Class Ruling will say.

#### How will I be able to see a copy of the ruling?

After the Class Ruling is issued, it will be available on the ATO website. A link to it will also be posted on the JB Hi-Fi Buy-Back website at <https://jbhifibuyback.com.au>.

#### Tax allocation

For tax purposes, the amount you receive from selling a Share in the Buy-Back will comprise:

- the Sale Consideration (explained below); and
- the Dividend Component – which is the Buy-Back Price less the \$3.18<sup>10</sup> Capital Component. The Dividend Component will be fully franked.

#### 3.2 Sale Consideration – capital gains tax

The Sale Consideration will be taken into account for tax purposes in determining whether you make a capital gain or loss on the sale of your Shares.

The Sale Consideration is the Capital Component of \$3.18<sup>10</sup> plus the amount (if any) that the Tax Market Value (explained below), exceeds the Buy-Back Price.

It should be noted that the Sale Consideration may be significantly different from the capital gains tax consideration which would result from an on-market sale of Shares, as illustrated in the table in Section 3.4.

#### What is the Tax Market Value?

The ATO view on how the Tax Market Value is determined is set out in Taxation Determination TD 2004/22, which can be obtained from the ATO website at <https://www.ato.gov.au/law/view/document?docid=TXD/TD200422/NAT/ATO/00001>.

Consistent with that ATO view, the Tax Market Value will be determined in accordance with the following formula:

$$A \times \frac{B}{C}$$

where:

- A = the VWAP of Shares over the last five trading days before the announcement of the Buy-Back on Monday, 14 February 2022, adjusted to take into account the Interim Dividend;
- B = the closing level of the S&P/ASX 200 Index on the Closing Date (Friday, 8 April 2022); and
- C = the opening level of the S&P/ASX 200 Index on Monday, 14 February 2022.

If the movement in the S&P/ASX 200 Index differs significantly from the movement in the Share price on the ASX over the relevant period, JB Hi-Fi may seek ATO approval to vary the methodology used in determining the Tax Market Value.

<sup>10</sup>This amount is subject to ATO approval.

#### 3.2 Sale Consideration – capital gains tax (continued)

##### **Must I calculate the Tax Market Value or the Sale Consideration?**

No. The Tax Market Value and the Sale Consideration will be determined by JB Hi-Fi and confirmed by the ATO in the Class Ruling.

##### **Where can I find the Tax Market Value and the Sale Consideration?**

Preliminary determinations of the Tax Market Value and the Sale Consideration will be included in JB Hi-Fi's announcement to the ASX of the Buy-Back results on Monday, 11 April 2022. The announcement will also be posted on JB Hi-Fi's investor website (<https://investors.jbhifi.com.au/>).

Alternatively, JB Hi-Fi's preliminary determination of the Tax Market Value and the Sale Consideration can be obtained by calling the Buy-Back Information Line on or after Monday, 11 April 2022.

The Class Ruling will confirm the Tax Market Value and Sale Consideration.

##### **Why are the Tax Market Value and the Sale Consideration amounts not in this booklet?**

The Tax Market Value and the Sale Consideration both depend in part on the movement of the S&P/ASX 200 Index up to the Closing Date and so they cannot be determined until the Closing Date.

##### **Resident individuals**

###### ***How do I calculate a capital gain or capital loss?***

You will make a capital gain to the extent that the Sale Consideration exceeds the cost base of your Shares.

The cost base of a Share will generally be your original or deemed cost of acquisition, plus certain non-deductible incidental costs of acquisition and disposal.

You will make a capital loss to the extent that the reduced cost base of your Shares exceeds the Sale Consideration. You may only use a capital loss to offset a capital gain, either in the same or a later year.

###### ***Will I be able to discount a capital gain?***

If, at the time you sell your Shares in the Buy-Back, you have held the Shares for at least 12 months, then you will be entitled to the CGT discount. This means that you can discount by 50% any capital gain arising on disposal of your Shares under the Buy-Back. Any current or prior year capital losses that you have not applied against other capital gains must be applied against the capital gain before it is discounted.

Alternatively, if your Shares were acquired before 11.45am (ACT time) on 21 September 1999 you have the option of obtaining indexation relief, in which case you will not be able to discount your capital gain.

If, at the time you sell your Shares in the Buy-Back, you have held the Shares for less than 12 months, the assessable amount of the capital gain (net of capital losses) cannot be discounted.

###### ***At what time will a capital gain or capital loss arise?***

For capital gains tax purposes, any capital gain or capital loss will occur on completion of the Buy-Back, which is anticipated to occur on Monday, 11 April 2022.

##### **Complying superannuation funds**

An Australian complying superannuation fund without current pension liabilities participating in the Buy-Back will be treated the same as a resident individual, except that the CGT discount is 33<sup>1/3</sup>% , rather than 50%.

This means that a complying superannuation fund shareholder that has held the Shares for at least 12 months only needs to include in its assessable income two-thirds of any net capital gain referable to that capital gain (after applying any current or prior year capital losses).

Shares held by an Australian complying superannuation fund to meet current pension liabilities are not subject to CGT. To that extent, a complying superannuation fund shareholder will not make either a capital gain or a capital loss on disposal of Shares under the Buy-Back.

### Resident companies

A resident company will make a capital gain on a disposal of Shares under the Buy-Back to the extent that the Sale Consideration exceeds the cost base of each of those Shares.

Companies are not entitled to discount a capital gain.

If you are a company, or normally taxed as a company, it does not necessarily follow that you will have a capital loss if the Sale Consideration is less than the reduced cost base of your Shares (excluding indexation and non-capital costs). Where a shareholder is a company, or is normally taxed as a company, the amount of any capital loss is reduced by the lesser of:

- the fully franked Dividend Component; and
- the amount of the capital loss.

### Non-residents

The ATO is expected to confirm that the Shares are not “indirect Australian real property interests”. Accordingly, you will not make a capital gain or capital loss for Australian tax purposes on the sale of your Shares in the Buy-Back unless you have used your Shares at any time in carrying on a business through a permanent establishment in Australia or unless you were formerly an Australian tax resident, held the Shares when you ceased to be an Australian tax resident, and elected not to recognise a capital gain or loss on the Shares when you ceased to be an Australian tax resident.

### Pre-CGT shares

Any capital gain or loss you make from the Buy-Back is disregarded if you acquired your Shares before 20 September 1985.

## 3.3 Dividend – taxable income

For income tax purposes, the Dividend Component will be treated in the same way as any other dividend.

### Resident individuals and complying superannuation funds

#### *How much dividend income must I include in my assessable income?*

You must include in your assessable income, for each Share disposed of under the Buy-Back:

- a deemed dividend equal to the Dividend Component; plus
- the attached franking credit (see Section 3.4).

The Dividend Component of Shares held by an Australian complying superannuation fund to meet current pension liabilities will be tax exempt. To that extent, a complying superannuation fund shareholder need not include either the Dividend Component or the attached franking credit in its assessable income.

#### *Will I be entitled to the franking credits?*

Yes. If you satisfy the holding period rules, you will be entitled to a tax offset equal to the amount of the franking credit.

A tax offset reduces the tax payable on your taxable income and, if your tax offset exceeds the total tax payable in the year the Buy-Back occurs, you will be entitled to a refund of the excess.

### Resident companies

A company must include in its assessable income for each Share that it sells:

- a deemed dividend equal to the Dividend Component; plus
- the attached franking credit.

If the company satisfies the holding period rules, the franking credit will generate a credit in its franking account and it can be used to frank dividends that the company pays.

The company will be entitled to a tax offset equal to the amount of the franking credit. A tax offset reduces the tax payable on the company's taxable income but the company will not be entitled to a refund of any excess.

#### 3.3 Dividend – taxable income (continued)

##### Requirements for franking credits

There are a number of provisions that restrict entitlement to franking credits. Anti-streaming rules apply to a company's shareholders generally, and holding period rules apply to particular shareholders according to their circumstances.

##### ***Will the anti-streaming rules deny me franking credits?***

The ATO is expected to confirm that the anti-streaming rules will not deny you tax offsets in respect of franking credits on the deemed dividend arising under the Buy-Back.

##### ***What are the holding period rules?***

You will qualify for tax offsets/franking credits attaching to the deemed dividend arising under the Buy-Back if you hold the Shares that you sell in the Buy-Back for 45 clear days:

- at risk; and
- free of related payment obligations.

If you do not satisfy the holding period rules you are not entitled to the franking credit.

##### ***Are my Shares held at risk and free of related payment obligations?***

Whether you hold your Shares at risk depends on your own particular circumstances, including whether you have any risk reduction arrangements or related payment obligation arrangements in place.

Examples of risk reduction arrangements would be certain put option or hedging arrangements.

An example of a related payment obligation would be a dividend swap agreement.

##### ***Will the Shares that I sell in the Buy-Back be held for 45 clear days?***

The 45 day holding period will be counted back from Sunday, 10 April 2022, being the day prior to the date that the Buy-Back contract is formed. To satisfy this holding period, you must either have acquired, or have contracted to acquire, your Shares no later than Tuesday, 22 February 2022, which is before the Buy-Back Record Date (Thursday, 24 February 2022).

##### ***If I buy more Shares on the ASX on or after the Buy-Back Ex-Entitlement Date on Wednesday, 23 February 2022, will the "last-in-first-out" rule treat them as the Shares I sell in the Buy-Back?***

The ATO is expected to confirm that the "last-in first-out" rule applicable for the 45 day holding period rule will not treat you as selling in the Buy-Back any Shares purchased on the ASX on or after the Ex-Entitlement Date.

##### ***Are there any exemptions from the holding period rules?***

An exemption from the risk reduction rule, but not the related payment obligation rule, should be available to an individual shareholder who has a total franking credit/tax offset entitlement of \$5,000 or less (aggregating all dividends) for the income year in which the Buy-Back occurs.

An exemption from the risk reduction rules should be available to complying superannuation funds and widely held trusts that comply with certain "benchmark portfolio" rules.

##### **Non-residents**

The Dividend Component will be 100% franked and so will not be subject to Australian dividend withholding tax when paid to non-residents.

### 3.4 Worked tax example for resident individuals and complying superannuation funds

The following table provides an illustrative example of the potential Australian tax consequences for Australian resident individuals and Australian complying superannuation funds of disposing of their Shares in the Buy-Back. The table also provides a comparison of the potential after-tax proceeds from disposing of Shares in the Buy-Back and a sale of the Shares on the ASX.

The table on the following page is an example only and is based on the following assumptions:

- a Buy-Back Price of \$43.00 (an assumed 14% Buy-Back Discount to an assumed Market Price of \$50.00), which may not be the actual Buy-Back Price. The actual Buy-Back Price and the amount of the Dividend Component will not be known until after the Buy-Back closes;
- a Tax Market Value of \$50.00, which may change. The actual Tax Market Value will not be known until after the Buy-Back closes;
- on-market sale at \$50.00;
- a tax cost base of \$30.00; and
- the discount capital gain method is used, which may or may not be applicable depending on a participating shareholder's particular circumstances.

To provide you with an indication of the possible after-tax proceeds from selling your Shares through the Buy-Back compared to selling on ASX, access to a Buy-Back calculator will be provided on the JB Hi-Fi Buy-Back website at <https://jbhifibuyback.com.au>. However, JB Hi-Fi cannot guarantee the price at which Shares will trade during the Tender Period (or after the Tender Period) as this will depend on a number of factors, some of which are outside JB Hi-Fi's control, including market conditions. Consequently, the Market Price and Buy-Back Price may change and be volatile, and the benefits of offering to sell your Shares through the Buy-Back may change.

In any event, the tax consequences for an individual or complying superannuation fund participating in the Buy-Back or selling the Shares on the ASX may be different from the example or as shown by the Buy-Back calculator because of the particular circumstances of the individual or superannuation fund. The amounts calculated under the table or using the Buy-Back calculator will not necessarily reflect the actual tax consequences for you if you choose to participate in the Buy-Back or if you sell your shares on the ASX.

### 3. AUSTRALIAN TAX IMPLICATIONS FOR SHAREHOLDERS (continued)

Per share (\$)	Methodology	Super Fund	Australian Resident Individuals <sup>1</sup>				
			Income \$0 - \$18,200	Income \$18,201 - \$45,000	Income \$45,001 - \$120,000	Income \$120,001 - \$180,000	Income \$180,001 and over
			15.0% tax rate	0.0% marginal tax rate	21.0% marginal tax rate	34.5% marginal tax rate	39.0% marginal tax rate
<b>Australian tax implications of selling a Share through the Buy-Back</b>							
<b>Income tax consequences (deemed dividend)</b>							
Illustrative Buy-Back Price <sup>2</sup>	A		43.00	43.00	43.00	43.00	43.00
Less: Capital Component	B		3.18	3.18	3.18	3.18	3.18
Assumed Dividend Component	C = A - B		39.82	39.82	39.82	39.82	39.82
Add: Gross-up for franking credits <sup>3</sup>	D = C x 30 / 70		17.07	17.07	17.07	17.07	17.07
Assessable income	E = C + D		56.89	56.89	56.89	56.89	56.89
Less: Tax on that assessable income	F = E x tax rate		8.53	-	11.95	19.63	26.74
Add: Tax offset for franking credits <sup>3</sup>	G = D		17.07	17.07	17.07	17.07	17.07
<b>After tax dividend proceeds</b>	<b>H = C - F + G</b>		<b>48.35</b>	<b>56.89</b>	<b>44.94</b>	<b>37.26</b>	<b>34.70</b>
<b>CGT consequences</b>							
Capital Component	B		3.18	3.18	3.18	3.18	3.18
Excess of Tax Market Value <sup>4</sup>	I		7.00	7.00	7.00	7.00	7.00
Sales Consideration	J = B + I		10.18	10.18	10.18	10.18	10.18
Less: Illustrative cost base	K		30.00	30.00	30.00	30.00	30.00
Nominal capital (loss)/gain	L = J - K		(19.82)	(19.82)	(19.82)	(19.82)	(19.82)
Discounted capital (loss)/gain <sup>5</sup>	M = L x (1 - discount factor)		(13.21)	(9.91)	(9.91)	(9.91)	(9.91)
Tax impact of capital loss/(gain) <sup>6</sup>	N = -M x tax rate		1.98	-	2.08	3.42	4.66
Add: Capital Component	B		3.18	3.18	3.18	3.18	3.18
<b>After tax capital proceeds</b>	<b>O = N + B</b>		<b>5.16</b>	<b>3.18</b>	<b>5.26</b>	<b>6.60</b>	<b>7.84</b>
<b>Total after tax proceeds</b>	<b>P = H + O</b>		<b>53.51</b>	<b>60.07</b>	<b>50.20</b>	<b>43.86</b>	<b>37.99</b>
<b>Australian tax implications of sale of shares on ASX</b>							
Sale consideration (assumed) <sup>7</sup>	Q		50.00	50.00	50.00	50.00	50.00
Less: Illustrative cost base	K		30.00	30.00	30.00	30.00	30.00
Nominal capital (loss)/gain	R = Q - K		20.00	20.00	20.00	20.00	20.00
Discount capital (loss)/gain	S = R x (1 - discount factor)		13.33	10.00	10.00	10.00	10.00
Tax on capital loss/(gain)	T = -S x tax rate		(2.00)	-	(2.10)	(3.45)	(4.70)
<b>Total after tax proceeds</b>	<b>U = Q + T</b>		<b>48.00</b>	<b>50.00</b>	<b>47.90</b>	<b>46.55</b>	<b>45.30</b>

Notes:

- It is assumed that the marginal tax rate for Australian resident individuals includes the Medicare levy at a rate of 2%. The liability of an individual to pay the Medicare levy depends on the individual's particular situation.
- This is for illustrative purposes only. You should not rely on this price as being the actual Buy-Back Price.
- It is assumed that the Eligible Shareholder is fully entitled to the franking credits on the Dividend Component.
- It is assumed that the excess of Tax Market Value over the Buy-Back Price is equal to \$7.00. This may not be correct as the Tax Market Value in this example is an assumed amount of \$50.00 and the Tax Market Value and Buy-Back Price will not be known until after the Buy-Back closes.
- This assumes the discount capital gain method is used, where the total capital gain is adjusted by a discount factor which is 50% for individuals and 33<sup>1</sup>/<sub>3</sub>% for complying superannuation funds. It is also assumed that indexation does not apply.
- Although a capital loss cannot be discounted, it is assumed that the capital loss is offset against a capital gain that can be discounted. If a capital loss is offset against a capital gain that cannot be discounted (e.g. on assets held for less than 12 months), the tax consequences of the capital loss will be greater (more favourable) than shown. It is assumed that Eligible Shareholders will be able to fully utilise the capital loss which arises under the Buy-Back to offset capital gains made from other assets. This capital loss may be different to any capital gain/loss that may have arisen under a sale of the same Shares on ASX. This is because the Sale Consideration is limited to \$3.18 plus \$7.00 (the amount by which the assumed Tax Market Value exceeds the assumed Buy-Back Price). The excess of \$7.00 is illustrative only as it depends on the Tax Market Value which will not be known until the after the Buy-Back closes.
- It is assumed that the sale consideration per Share is equal to the current price of a Share trading on ASX. No incidental costs, such as brokerage have been taken into account when selling on ASX.

## 4. EFFECT OF THE BUY-BACK ON JB HI-FI

### 4.1 Financial Performance

Copies of the FY22 half year results and investor presentation can be found on the JB Hi-Fi investor website at <https://investors.jbhifi.com.au/>.

Electronic copies of JB Hi-Fi's FY21 full year results and investor presentation (including full audited financial statements for the year ended 30 June 2021) can be found on JB Hi-Fi's investor website at <https://investors.jbhifi.com.au/>.

### 4.2 Material developments

Shareholders should be aware that from time to time, JB Hi-Fi may be involved in or affected by material developments including strategic initiatives and potential corporate transactions. If there is a material development, JB Hi-Fi may make an announcement to the ASX. However, where it is not appropriate to immediately disclose the development, it may become necessary to terminate or extend the Buy-Back to ensure that the Buy-Back only proceeds in circumstances where shareholders are fully informed of all material information. Any decision to terminate or extend the Buy-Back will only be made after due consideration of the best interests of JB Hi-Fi's shareholders and would be announced to the ASX.

Announcements made by JB Hi-Fi in relation to any material developments in its business are released to the ASX and can also be found on the JB Hi-Fi investor website at <https://investors.jbhifi.com.au/>.

### 4.3 How will the Buy-Back be funded?

It is intended that the Buy-Back will be funded from cash reserves or debt facilities (or a combination of both). Given JB Hi-Fi's strong financial position, it will continue to remain well capitalised after completion of the Buy-Back.

See Section 4.6 for JB Hi-Fi's consolidated balance sheet as at 31 December 2021 and a consolidated pro forma balance sheet post the payment of the Interim Dividend and the Buy-Back (assuming \$250 million worth of Shares are bought back).

### 4.4 Impact of the Buy-Back on key financial indicators

The Board considers that the Buy-Back is expected to improve JB Hi-Fi's earnings per share and return on equity. The precise impact of the Buy-Back cannot be determined until the Buy-Back Price and the size of the Buy-Back is known. Following the Buy-Back JB Hi-Fi will maintain the financial flexibility to invest in growth opportunities with conservative gearing metrics.

### 4.5 Impact of the Buy-Back on JB Hi-Fi's franking account

As at 31 December 2021, prior to the payment of the Interim Dividend and the Buy-Back, JB Hi-Fi had a franking credit balance of \$541 million<sup>11</sup>.

The amount of franking credits that will be utilised under the Buy-Back will not be known until the Buy-Back Price and the size of the Buy-Back are determined.

By way of illustration only, if the Buy-Back proceeds and 5,813,953 Shares are bought back, JB Hi-Fi will distribute to shareholders around \$99 million worth of franking credits, assuming a Buy-Back size of \$250 million and a Buy-Back Price of \$43.00 (a discount of 14% to a Market Price of \$50.00).

While the Buy-Back will result in a reduction of the Company's available franking credit balance, the Board believes that the Buy-Back can be undertaken without prejudicing JB Hi-Fi's ability to maintain its target dividend payout ratio of approximately 65% of net profit after tax and does not expect the Buy-Back to have any material impact on JB Hi-Fi's ability to fully frank its dividends in future years.

<sup>11</sup> Represents the balance of the franking account as at 31 December 2021 including franking credits that will arise from the payment of the 31 December 2021 provision for income tax.

#### 4. EFFECT OF THE BUY-BACK ON JB HI-FI (continued)

##### 4.6 Impact of the Buy-Back on JB Hi-Fi's balance sheet

The table below sets out JB Hi-Fi's consolidated balance sheet as at 31 December 2021 and a consolidated pro forma balance sheet post the payment of the Interim Dividend and the Buy-Back (assuming \$250 million worth of Shares are bought back at a Buy-Back Price of \$43.00 per share representing a discount of 14% to a Market Price of \$50.00). The amount by which the Buy-Back Price exceeds the amount debited to share capital (\$3.18<sup>12</sup> per Share) will be debited to JB Hi-Fi's retained earnings.

	31 December 2021 Balance Sheet \$m	Interim Dividend \$m	Proposed Buy-Back \$m <sup>1</sup>	Pro-forma Balance Sheet \$m
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and cash equivalents	844.5	(187.3)	(250.0)	407.2
Trade and other receivables	109.4	–	–	109.4
Inventories	1,064.8	–	–	1,064.8
Other current assets	32.0	–	–	32.0
<b>Total current assets</b>	<b>2,050.7</b>	<b>(187.3)</b>	<b>(250.0)</b>	<b>1,613.4</b>
<b>Non-current assets</b>				
Plant and equipment	171.7	–	–	171.7
Deferred tax assets	33.2	–	–	33.2
Intangible assets	1,031.4	–	–	1,031.4
Right-of-use assets	518.9	–	–	518.9
Other non-current assets	41.3	–	–	41.3
<b>Total non-current assets</b>	<b>1,796.5</b>	<b>–</b>	<b>–</b>	<b>1,796.5</b>
<b>Total assets</b>	<b>3,847.2</b>	<b>(187.3)</b>	<b>(250.0)</b>	<b>3,409.9</b>
<b>LIABILITIES</b>				
<b>Current liabilities</b>				
Trade and other payables	1,211.7	–	–	1,211.7
Deferred revenue	279.5	–	–	279.5
Provisions	105.2	–	–	105.2
Lease liabilities	174.6	–	–	174.6
Current tax liabilities	57.5	–	–	57.5
<b>Total current liabilities</b>	<b>1,828.5</b>	<b>–</b>	<b>–</b>	<b>1,828.5</b>
<b>Non-current liabilities</b>				
Deferred revenue	87.8	–	–	87.8
Provisions	43.4	–	–	43.4
Lease liabilities	433.2	–	–	433.2
<b>Total non-current liabilities</b>	<b>564.4</b>	<b>–</b>	<b>–</b>	<b>564.4</b>
<b>Total liabilities</b>	<b>2,392.9</b>	<b>–</b>	<b>–</b>	<b>2,392.9</b>
<b>Net assets</b>	<b>1,454.3</b>	<b>(187.3)</b>	<b>(250.0)</b>	<b>1,017.0</b>
<b>EQUITY</b>				
Contributed equity	365.1	–	(18.5)	346.6
Reserves	92.6	–	–	92.6
Retained earnings	996.6	(187.3)	(231.5)	577.8
<b>Total equity</b>	<b>1,454.3</b>	<b>(187.3)</b>	<b>(250.0)</b>	<b>1,017.0</b>

Notes:

1. Incidental costs of the Buy-Back have been excluded as they are not significant to the pro-forma calculation.

<sup>12</sup> This amount is subject to ATO approval (see Section 3).



#### 4.7 Impact of the Buy-Back on JB Hi-Fi's issued Shares

JB Hi-Fi currently has on issue 114,883,372 Shares. The table below sets out the number of Shares and the percentage of total issued Shares which would be bought back at different Buy-Back Prices, assuming a total of \$250 million worth of Shares are bought back. All Shares that JB Hi-Fi buys back will be cancelled.

Tender Discount	Buy-Back Price assuming a Market Price of \$50.00	Number of Shares bought back (millions)	Percentage of total issued Shares
14%	\$43.00	5.8	5.1%
13%	\$43.50	5.7	5.0%
12%	\$44.00	5.7	4.9%
11%	\$44.50	5.6	4.9%
10%	\$45.00	5.6	4.8%
9%	\$45.50	5.5	4.8%
8%	\$46.00	5.4	4.7%

#### 4.8 What effect will the Buy-Back have on the control of JB Hi-Fi?

JB Hi-Fi has a diverse shareholder base. Given the percentage of issued Shares being bought back and JB Hi-Fi's current share register, the Buy-Back is not expected to have any change of control implications for JB Hi-Fi.

#### 4.9 Forward-looking statements

Certain statements contained in this booklet, including statements regarding the implementation of the Buy-Back and its effect on JB Hi-Fi's business and securities, may constitute "forward-looking statements" for the purposes of applicable securities laws. JB Hi-Fi undertakes no obligation to revise the forward-looking statements included in this booklet to reflect any future events or circumstances.

JB Hi-Fi's actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward-looking statements. Factors that could cause or contribute to such differences include the number of Shares bought back, the Buy-Back Price and general trading and economic conditions affecting JB Hi-Fi.

Further information about JB Hi-Fi, its business and factors affecting its operations is contained in JB Hi-Fi's half year results for FY22 and other reports, which can be accessed from JB Hi-Fi's investor website (<https://investors.jbhifi.com.au/>).

## 5. ADDITIONAL INFORMATION ON THE BUY-BACK

This Section 5 sets out further information regarding the terms of the Buy-Back.

### 5.1 Excluded Foreign Shareholders

An Excluded Foreign Shareholder is not entitled to participate in the Buy-Back. This Invitation is not made to any Excluded Foreign Shareholder.

An Excluded Foreign Shareholder is any person who resides outside of Australia and New Zealand and also includes any person who is (or who is acting for the account or benefit of a person who is) in the United States, a US Person or a resident of Canada (or any other jurisdiction outside of Australia and New Zealand).

This Invitation will not be sent to any shareholder who has a registered address outside of Australia and New Zealand (including in the United States or Canada). Copies of the Buy-Back Documents are not being mailed to or otherwise distributed or sent outside of Australia and New Zealand (including into the United States or Canada).

Any person receiving any of the Buy-Back Documents must not, directly or indirectly, distribute or send them into any jurisdiction, or otherwise make them available to any person in any jurisdiction, where to do so would breach the laws of that jurisdiction.

JB Hi-Fi will treat as invalid any Tender known or reasonably known to have been sent from the United States or Canada, or by a US Person or Canadian resident. Further, JB Hi-Fi will not accept Tender Forms:

- from any person who does not represent that they are not an Excluded Foreign Shareholder; or
- that have been postmarked in the United States or Canada, or that otherwise appear to JB Hi-Fi or its agents to have been sent from the United States or Canada.

By submitting a Tender Form, you warrant that you are not an Excluded Foreign Shareholder.

### 5.2 Restricted Shares

Restricted Shares may not be offered for sale through the Buy-Back as they are subject to restrictions on their disposal under their terms of issue prohibiting them from being sold, transferred or otherwise dealt with during the applicable restriction period (which includes the Tender Period).

### 5.3 Restrictions on Tender acceptances

JB Hi-Fi will not accept any Tender that it may not lawfully accept or which, if accepted, would give rise to an illegal or unenforceable Buy-Back Contract or a Buy-Back Contract that JB Hi-Fi cannot otherwise perform.

### 5.4 Restrictions on the payment of Buy-Back proceeds

JB Hi-Fi will pay shareholders the Buy-Back Price for each of their Shares that are bought back, unless it is prohibited from doing so by law or the terms of the Buy-Back as set out in this booklet. JB Hi-Fi is currently prohibited from making payments to certain political regimes, terrorist organisations and their sponsors under a number of acts, rules and regulations, including under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth), *Charter of the United Nations Act 1945* (Cth) and the *Charter of the United Nations (Dealing with Assets) Regulations 2008* (Cth).

### 5.5 JB Hi-Fi's rights to accept or reject Tenders and Tender Forms

At any time, JB Hi-Fi may (at its sole discretion):

- accept or reject any Tender or Tender Form; and/or
- accept or reject a Tender not made on the terms and conditions set out in the Buy-Back Documents, or a Tender Form not submitted in accordance with the procedures set out in the Buy-Back Documents.

JB Hi-Fi may do each of these things in relation to all or some of the Tenders or the Tender Forms it receives, in its absolute discretion.

JB Hi-Fi will not accept any Tender or Tender Form that has been postmarked in the United States or Canada, or that otherwise appears to JB Hi-Fi or its agents to have been sent or lodged from the United States or Canada or by an Ineligible Shareholder (including any Excluded Foreign Shareholder, or a Tender or Tender Form that relates to Restricted Shares).

## 5.6 JB Hi-Fi's rights to vary dates and times or to terminate the Buy-Back

While JB Hi-Fi does not anticipate changing any of the dates and times set out in the Buy-Back Documents (including, without limitation, the Closing Date and the Buy-Back Date), it reserves the right to vary them. Any change in date or time will take effect from the time it is authorised by the Board and will be publicly announced on the ASX as soon as practicable following the Board's authorisation. Any such change will be taken to amend this booklet (and the other Buy-Back Documents) accordingly.

JB Hi-Fi may also decide not to proceed with the Buy-Back. Without limitation, JB Hi-Fi reserves the right to terminate the Buy-Back at any time prior to the date on which JB Hi-Fi enters into Buy-Back Contracts by making an announcement to the ASX to that effect.

## 5.7 JB Hi-Fi's rights to adjust Tenders

JB Hi-Fi may, in its absolute discretion and at any time, deem any Tender it receives to be a valid Tender, disregard any Tender it believes should be disregarded and may waive any or all of the requirements for making, amending or withdrawing a Tender. It may do each of these things in relation to some, all or any number of Tenders it receives.

If you are an Eligible Shareholder, you are entitled to sell into the Buy-Back the lesser of:

- the number of Shares registered in your name on the Buy-Back Record Date (and which, in accordance with the applicable Settlement Rules, confer an entitlement to participate in the Buy-Back); and
- the number of Shares you hold on the Closing Date,

(your Entitled Shares).

If you submit one Tender of more than your Entitled Shares and JB Hi-Fi accepts your Tender, JB Hi-Fi will buy back only the number of your Entitled Shares.

If you submit more than one Tender and, in aggregate, you have tendered more than your Entitled Shares, JB Hi-Fi will buy back only the number of your Entitled Shares in the following order of priority:

- first acquiring that number of Entitled Shares as forms part of your Tender with the largest Tender Discount, which is equal to or greater than the Buy-Back Discount or submitted as a Final Price Tender (and, if you have chosen one, where your Minimum Price is satisfied); and
- then, if after the application of the above you have Entitled Shares remaining, acquiring the remaining number of your Entitled Shares from your Tender with the second highest Tender Discount, which is equal to or greater than the Buy-Back Discount (and, if you have chosen one, where your Minimum Price condition is satisfied) and will repeat this process until all of your Entitled Shares successfully tendered are bought back.

The above provisions are subject to any scale back (see Section 2.18).

If you select more than one Minimum Price, your Tender will be deemed conditional on the highest Minimum Price you have specified.

## 5.8 Duty

Stamp, transaction or other duty will not be payable on the cancellation of your Shares following acceptance of your Tender(s).

## 5.9 Unsuccessful Tenders

Shares that have been tendered into the Buy-Back but are not bought back will be released to shareholders' holdings as soon as practicable after processing of the Buy-Back has been completed after the Closing Date.

## 5.10 Participation by directors and senior management

The Board has determined that the directors and members of senior management involved in determining the final pricing, size and implementation of the Buy-Back must not participate in the Buy-Back in respect of Shares held legally or beneficially by them.

### 5.11 ASIC and ASX relief

#### ASIC relief

ASIC has granted JB Hi-Fi an exemption under subsection 257D(4) of the Corporations Act. This exemption essentially permits JB Hi-Fi (without the requirement for shareholder approval):

- to conduct the Buy-Back in substantially the same manner as an equal access buy-back, in accordance with Division 2 of Part 2J.1 of the Corporations Act, subject to the modifications as outlined below and in this booklet;
- to use the scale back mechanism described in Section 2.18;
- to invite all shareholders to offer for sale Shares in accordance with the terms and conditions of the Invitation;
- to invite shareholders with 100 Shares or less to offer to sell Shares only if they submit one Tender for all their Shares at the same Tender Discount or as a Final Price Tender; and
- not to accept any Tender received from an Excluded Foreign Shareholder or in respect of Restricted Shares,

provided that certain conditions are met, including that the Buy-Back Price is calculated by applying the Tender Discount selected by JB Hi-Fi following the end of the Tender Period to the Market Price and that Eligible Shareholders are permitted to lodge a Tender conditional on a Minimum Price.

#### ASX relief

ASX has granted a waiver from Listing Rule 3.8A to permit JB Hi-Fi to lodge an Appendix 3C Part 5 in relation to the Buy-Back at least half an hour before the commencement of trading on the second business day after the Closing Date.

ASX has confirmed that it will treat the Buy-Back as an equal access buy-back for the purpose of the Listing Rules and that it has no objection to the proposed timetable for the Buy-Back.

### 5.12 Privacy

JB Hi-Fi is carrying out the Buy-Back in accordance with the Corporations Act. This involves the personal information contained in Tender Forms being collected to enable JB Hi-Fi to determine the quantum of Shares, if any, and the price at which it will buy back Shares under the Buy-Back, and to enable Tenders to be processed. If you do not provide this information, JB Hi-Fi and its agents may be hindered in, or prevented from, processing your Tender.

The personal information collected by JB Hi-Fi will only be disclosed to Computershare Investor Services Pty Limited in its capacity as share registrar of JB Hi-Fi, the buy-back website provider, to JB Hi-Fi's advisers in relation to the Buy-Back and to financial institutions in respect of payments to you in connection with the Buy-Back, or as required or authorised by law. Some recipients of this information may be located outside Australia.

You may access the individual information collected by JB Hi-Fi in relation to your shareholding by writing to JB Hi-Fi, c/- Computershare Investor Services Pty Limited at the mailing address set out on the Tender Form.

### 5.13 Applicable law

This Invitation, your Tender, and the Buy-Back generally, are governed by the laws of Victoria, Australia.

## 6. HOW DO I PARTICIPATE IN THE BUY-BACK?

### 6.1 Steps to participate

#### Step 1 – Decide how many Shares you wish to sell

If you are an Eligible Shareholder, to participate in the Buy-Back, you first need to consider how many Shares you wish to sell. Your personalised Tender Form (both the online and paper versions) accompanying this booklet sets out the maximum number of Shares you may tender.

**If you hold more than 100 Shares (as at the Buy-Back Record Date)**, you may tender any number of your Shares into the Buy-Back (up to your maximum but not less than 100 Shares).

**If you hold 100 Shares or less (as at the Buy-Back Record Date)** and you wish to participate in the Buy-Back, you may only tender all (or none) of your Shares into the Buy-Back.

You must not, before the Buy-Back Date, sell or offer to sell to others the Shares you have offered to sell to JB Hi-Fi, unless you have withdrawn or amended your Tender (see Section 6.3).

#### Step 2 – Select your Tender Discount(s) and/or a Final Price Tender

Once you have determined the number of Shares you wish to sell, you need to indicate the Tender Discount(s) to the Market Price at which you are willing to sell those Shares.

You may tender your Shares at any of the specified discounts in the range of 8% to 14% inclusive (at 1% intervals) to the Market Price as set out on the Tender Form and/or as a Final Price Tender. The discount at which you tender your Shares will represent the lowest price (i.e. the largest discount to the Market Price) at which JB Hi-Fi will buy back your Shares if your Tender is successful.

**If you hold more than 100 Shares**, you may tender different parcels of your Shares at different Tender Discounts and/or as a Final Price Tender. However, you must tender a minimum of 100 Shares in aggregate. Further, you may not tender the same Shares at different Tender Discounts (or at both a specified Tender Discount and as a Final Price Tender). Each parcel of Shares tendered at a different Tender Discount or as a Final Price Tender is a separate Tender. The total number of Shares you tender into the Buy-Back must not exceed the number of Shares you held as at the Buy-Back Record Date (as set out on your Tender Form).

**If you hold 100 Shares or less**, you may only submit one Tender in respect of all of your Shares and your Tender must be at one of the specified Tender Discounts or as a Final Price Tender. Your Tender will only be successful if it is at a Tender Discount greater than or equal to the Buy-Back Discount or is a Final Price Tender. Therefore, you will have a greater chance of having your Shares bought back in the Buy-Back if you tender your Shares at a 14% Tender Discount or as a Final Price Tender.

#### What is a Final Price Tender?

Shareholders wishing to increase the likelihood that their Tender will be successful should submit a “Final Price Tender”. Final Price Tenders are designed to make it easier for shareholders to participate successfully in the Buy-Back.

A Final Price Tender means the shareholder is willing to sell Shares at whatever Buy-Back Price is ultimately determined under the tender process. The Buy-Back Price could be as low as a 14% discount to the Market Price.

Final Price Tenders will only be scaled back if the Buy-Back Price is set at a 14% discount to the Market Price and the total number of Shares tendered at that discount and as Final Price Tenders is more than JB Hi-Fi determines to buy back (see Section 2.18 for more details on the scale back process).

#### Step 3 – Select your Minimum Price (optional)

In addition to choosing to tender your Shares at the specified Tender Discounts and/or as a Final Price Tender, you may also elect to impose a Minimum Price condition on your Tender. There are four Minimum Price options set out on the Tender Form from which you can choose. The Minimum Price can only be one of these four options. Selecting a Minimum Price on your Tender Form is an option available to you, but it may impact on the success of your Tender.

**6.1 Steps to participate (continued)**

**What is a Minimum Price?**

If you are concerned that movements in the JB Hi-Fi share price after you lodge your Tender may result in your Tender corresponding to a lower Buy-Back Price than you are willing to sell your Shares for, then you may wish to specify a Minimum Price below which you are not prepared to sell your Shares. If the Buy-Back Price is below your Minimum Price, then your Tender will be rejected and your Shares will not be bought back.

If you select a Minimum Price, you must ensure that you still nominate a Tender Discount or a Final Price Tender. If you fail to nominate a Tender Discount or a Final Price Tender, and only make your Tender conditional on a specified Minimum Price, your Tender will be invalid and will not be accepted by JB Hi-Fi.

If you do not wish to specify a Minimum Price, leave the Minimum Price section on the Tender Form blank.

**Step 4 – Submit your Tender(s)**

Once you have determined:

- the number of Shares you wish to sell;
- your Tender Discount(s) and/or any Final Price Tender; and
- if you so choose, your Minimum Price,

you need to submit your Tender if you wish to participate.

You can participate in the Buy-Back by either:

(a) Going online:

- Complete the online Tender Form at <https://jbhifibuyback.com.au>. This is the most effective way of ensuring that your Tender Form is received by 5.00pm (Melbourne time) on the Closing Date, Friday, 8 April 2022.
- You will require your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). You can find these numbers in the top right-hand corner of a holding statement, proxy form or other personalised document previously sent to you.

(b) Using a paper Tender Form:

The way you complete Step 4 and submit your paper Tender Form will depend on the type of holding you have. This will be specified on your Tender Form.

Tenders must be received no later than 5.00pm (Melbourne time) on the Closing Date (Friday 8 April 2022).

(1) *Issuer Sponsored Holdings:*

If you have an Issuer Sponsored Holding (that is, you have an SRN which starts with an "I"), you should complete and submit your personalised Tender Form.

You need to complete and sign your personalised Tender Form and mail (using the reply paid envelope if posting in Australia) to:

JB Hi-Fi Limited Buy-Back  
C/- Computershare Investor Services Pty Limited  
GPO Box 52  
MELBOURNE VIC 3001  
AUSTRALIA

Your completed Tender Form must be received by the Registry no later than 5.00pm (Melbourne time) on the Closing Date. JB Hi-Fi will not accept your Tender Form unless it is actually received at the specified address before the Tender Period closes at 5.00pm (Melbourne time) on the Closing Date. You should allow sufficient time for this if you are sending your Tender Form by mail.

If you have any questions in relation to the processing of your Tender Form, please call the Buy-Back Information Line on 1300 302 417 (within Australia) or +61 3 9415 4136 (from outside Australia) between 8.30am and 5.00pm (Melbourne time), Monday to Friday. Alternatively, information on the Buy-Back is also available on the JB Hi-Fi Buy-Back website at <https://jbhifibuyback.com.au>.

For personal use only

(2) *CHESS Holdings:*

If you have a CHESS Holding (that is, you have a HIN which starts with an "X"), you should contact your controlling participant (usually your broker).

You should contact your controlling participant in sufficient time for them to process your Tender no later than 5.00pm (Melbourne time) on the Closing Date. The name of the controlling participant who manages your CHESS Holding as at the Buy-Back Record Date is printed on your Tender Form.

Do not send your Tender Form to the Registry.

If you have a CHESS Holding, you will be sent written confirmation from CHESS of the Tenders made on your holding or Tenders withdrawn by your controlling participant. Irrespective of its wording, this confirmation is not an acceptance by JB Hi-Fi of any Tender.

## 6.2 The effect of submitting a Tender

A Tender constitutes an offer to sell the tendered Shares to JB Hi-Fi on the terms and conditions set out in the Buy-Back Documents. A Tender does not, of itself, constitute a binding contract for the sale of the tendered Shares and cannot be enforced against JB Hi-Fi. JB Hi-Fi retains the discretion to accept or reject any Tender, and may choose to reject all Tenders.

If JB Hi-Fi accepts your Tender, a binding Buy-Back Contract is formed between you and JB Hi-Fi, and you must sell the tendered Shares to JB Hi-Fi on the terms and conditions set out in the Buy-Back Documents, including the terms and conditions set out below.

By submitting a Tender Form, you:

- agree to the terms and conditions set out in the Buy-Back Documents;
- offer to sell to JB Hi-Fi on the Buy-Back Date the number of Shares nominated for sale on your Tender Form (adjusted in accordance with the terms and conditions set out in the Buy-Back Documents) at your Tender Discount(s) and/or as a Final Price Tender (subject to any Minimum Price you may have chosen);
- agree to any scale back announced by JB Hi-Fi;
- agree that JB Hi-Fi's announcement to the ASX on the Buy-Back Date in relation to the Buy-Back Price and other details is:
  - effective notice or communication of JB Hi-Fi's acceptance of your Tenders that are submitted either:
    - at a Tender Discount equal to or greater than the Buy-Back Discount; or
    - as a Final Price Tender,in either case, adjusted in accordance with the terms and conditions set out in the Buy-Back Documents, and which are submitted in accordance with the Buy-Back Documents (or treated by the Company as being so submitted) at a price which is not less than your Minimum Price (if you have chosen one) and which are not rejected by JB Hi-Fi; and
  - effective notice of JB Hi-Fi's rejection of any of your Tenders submitted at a Tender Discount less than the Buy-Back Discount or where your Minimum Price (if you have chosen one) is greater than the Buy-Back Price;
- agree that a Buy-Back Contract is formed for the purchase of the relevant Shares upon JB Hi-Fi accepting your Tender in accordance with the terms and conditions of this Buy-Back and posting an announcement to the ASX on the Buy-Back Date in relation to the Buy-Back Price and other details, and that the purchase of the relevant Shares is taken to occur at that time;
- waive any requirement to receive further notice or communication from JB Hi-Fi of its acceptance or rejection of any Tender submitted by you and agree that the postal acceptance rule does not apply to Tenders (as you may amend or withdraw your Tender up until 5.00pm on the Closing Date and Buy-Back Contracts will only be formed on acceptance by the Company of your Tender);
- warrant to JB Hi-Fi that:
  - at all times after you tender your Shares for sale into the Buy-Back, and on the Buy-Back Date, you are the registered holder of the Shares that you have tendered and that they are fully paid up, free from any mortgage, charge, lien or other encumbrance or security interest (whether legal or equitable) and from any third-party rights and otherwise able to be sold freely by you;

### 6.2 The effect of submitting a Tender (continued)

- you are a person to whom the Invitation may lawfully be made, can receive the proceeds of the sale of your Shares and whose participation in the Buy-Back is permitted under the laws of the jurisdiction in which you are resident;
- you are not an Ineligible Shareholder;
- your tender does not include any Restricted Shares;
- you are not (nor are you acting on behalf of or for the account of) a person located in the United States, a US Person, a resident of Canada or a person who is otherwise an Excluded Foreign Shareholder;
- you have not distributed or sent any Buy-Back Documents or other document referring to the Buy-Back into the United States, to any US Person, or to any Canadian resident; and
- you have not utilised in connection with the Buy-Back, directly or indirectly, mail or any means of instrumentality (including without limitation, facsimile transmission, telephone and internet) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States;
- authorise JB Hi-Fi (and its officers, agents, contractors or advisers) to correct any error in or omission from your Tender Form and/or Withdrawal/Amendment Form, and to insert any missing details;
- acknowledge that neither JB Hi-Fi nor any other party involved in the Buy-Back has provided you with financial product advice, or any securities recommendation, or has any obligation to provide this advice or recommendation, concerning your decision to participate in the Buy-Back or the manner of any such participation;
- undertake not to sell or offer to sell Shares to any other person if, as a result, you will at any time after you submit your Tender until the Buy-Back Date hold fewer Shares than the number of Shares you have tendered;
- authorise JB Hi-Fi to make payment by cheque posted to your address or by direct credit to your nominated bank account where you have directed that your dividend payments are to be made in this manner, in either case, as recorded at 5.00pm (Melbourne time) on the Closing Date and acknowledge that payments made in accordance with such instructions will satisfy JB Hi-Fi's obligations to you for any Shares bought back;
- agree that damages are not an adequate remedy for breach of these covenants, undertakings, agreements and warranties. If you sell or propose to sell Shares in breach of these terms, you will be deemed to have appointed JB Hi-Fi or its agent as your attorney to purchase Shares in your name and at your expense to satisfy your obligations under the Buy-Back and you will indemnify JB Hi-Fi for all costs incurred by it in connection with such purchase;
- undertake that if you breach any of these covenants, undertakings, agreements or warranties you will indemnify JB Hi-Fi for all of its costs or losses (including legal costs) arising from the breach; and
- agree that any obligation of JB Hi-Fi to buy back Shares tendered by you is conditional on your compliance with the covenants, undertakings, agreements and warranties listed above.

You will be taken to have submitted a Tender when the Registry receives your validly completed Tender Form or, if you have a CHES Holding, your Tender from your controlling participant through CHES.

### 6.3 Can I withdraw or amend my Tender?

Once you have submitted a Tender, you may only withdraw or amend your Tender by following the procedures set out below.

#### (a) Paper Withdrawal/Amendment form - Issuer Sponsored Holdings:

If you have an Issuer Sponsored Holding, you can withdraw or amend a Tender that has been received by the Registry by submitting a Withdrawal/Amendment Form, which can be accessed from the JB Hi-Fi Buy-Back website at <https://jbhifibuyback.com.au> or obtained by calling the Buy-Back Information Line. Complete and submit the Withdrawal/Amendment Form in accordance with the instructions below.

Any amendment or withdrawal will not be effective unless it is received no later than 5.00pm (Melbourne time) on the Closing Date.

By submitting a Withdrawal/Amendment Form, you will withdraw all of your previous Tenders and (where applicable) replace them with the Tenders detailed on that Withdrawal/Amendment Form.



## Completing and submitting a Withdrawal/Amendment Form

### *Withdrawal of Tenders*

You may withdraw all of your Tenders by ticking the "Withdrawal" box on the Withdrawal/Amendment Form, completing your shareholder details, signing the form and sending it to the Registry at the address provided so that it is received no later than 5.00pm (Melbourne time) on the Closing Date. You may not withdraw any of your Tenders after this time.

### *Amendment of Tenders*

If you wish to change the terms of some or all of your Tenders, you must tick the "Amendment" box on the Withdrawal/Amendment Form, complete your shareholder details, complete the details of all your Tenders on that form in accordance with the instructions shown on it and send it to the Registry at the address provided on the Withdrawal/Amendment Form.

The effect of amending your Tenders, by submitting a Withdrawal/Amendment Form, will be to withdraw all of your previous Tenders and replace them with the Tenders detailed on the Withdrawal/Amendment Form. If you wish to change some but not all of your previous Tenders, then you will still need to complete the details of all of your Tenders that you wish to submit as if you had not previously submitted any.

You must ensure that your Withdrawal/Amendment Form is received by the Registry no later than 5.00pm (Melbourne time) on the Closing Date.

#### (b) CHESSE Holdings:

If you have a CHESSE Holding, you will need to contact your controlling participant in sufficient time for them to process your withdrawal or amendment by no later than 5.00pm (Melbourne time) on the Closing Date.

If you have a CHESSE Holding, you must not send a Withdrawal/Amendment Form to the Registry.

The effect of your controlling participant withdrawing or amending one or more of your Tenders will be to withdraw those Tenders and, in the case of an amendment, to replace the amended Tenders with new Tenders. You will need to give your controlling participant instructions in relation to your replacement Tender (if any) as if you had not previously submitted a Tender.

If you are a CHESSE Holder, you will receive written confirmation from CHESSE of the withdrawals/amendments made in relation to your holding. Irrespective of its wording, this confirmation is not an acceptance by JB Hi-Fi of your withdrawal or amendment of any Tender.

## 6.4 How will I receive payment for Shares bought back?

JB Hi-Fi will send you an Australian dollar cheque for your Buy-Back proceeds, unless you have a valid direct credit authority in place before 5.00pm (Melbourne time) on the Closing Date.

If you have an existing direct credit authority for the payment of dividends, by submitting your Tender Form you authorise JB Hi-Fi to pay your Buy-Back proceeds (if any) into your nominated account.

If you do not currently have a direct credit authority in place for the receipt of dividends but wish to receive your Buy-Back proceeds (if any) by direct credit into a nominated account, or if you already have a direct credit authority in place for the receipt of dividends but wish to receive your Buy-Back proceeds by direct credit to a new or different bank account, you may change your current direct credit instructions online at [www.computershare.com.au/easyupdate/JBH](http://www.computershare.com.au/easyupdate/JBH). In order to be effective for the Buy-Back, you must make this change before 5.00pm (Melbourne time) on the Closing Date.

Please note that if you alter your nominated bank account details, the updated details will be taken to be your nominated bank account for future JB Hi-Fi dividend payments.

Cheques and direct credit advices will be mailed, at your risk, to your address as shown on the JB Hi-Fi Share Register at 5.00pm (Melbourne time) on the Closing Date. It is your responsibility to inform the Registry of any changes to your contact details, including your postal address. Payments to bank accounts and dispatch of cheques are expected to be completed by Wednesday, 20 April 2022. Payments to the accounts and the dispatch of cheques to the addresses on the JB Hi-Fi Share Register will satisfy JB Hi-Fi's obligation to pay you for any Shares bought back.

Payments to shareholders with nominated banking instructions for New Zealand financial institutions will be paid in New Zealand dollars converted at a rate determined by JB Hi-Fi on or around the Buy-Back Date.

### 6.5 Shares held by trustees and nominees

Trustees and nominees who hold Shares should inform the beneficial owners of the Shares about the Buy-Back, subject to any legal restrictions in the countries where such beneficial owners are resident and provided such persons are not Ineligible Shareholders, and then aggregate all Tenders received from beneficial owners who are not Ineligible Shareholders. It is the responsibility of the trustee or nominee to complete one aggregated Tender Form on behalf of all beneficial owners.

Trustees or nominees who hold Shares on behalf, or for the account, of a US Person or a person located in the United States, or a resident of Canada, or any other person who is an Excluded Foreign Shareholder, must not inform any such person of the Buy-Back. It is the responsibility of the trustee or nominee to ensure that, when completing an aggregated Tender Form, it does not include any Tender on behalf of such persons.

Any scale back that applies to Shares tendered by trustees and nominees will be performed on a registered shareholder basis. It is the responsibility of the trustee or nominee to aggregate all instructions received from any underlying beneficial owners, and submit one combined Tender Form (if any) no later than 5.00pm (Melbourne time) on the Closing Date.

### 6.6 Shareholders with more than one holding of Shares

You will receive a personalised Tender Form for each separate registered holding of Shares. For example, if you hold some Shares in your name and some Shares jointly with your spouse, you will receive two Tender Forms. You may tender Shares into the Buy-Back from any or all of your separate registered holdings provided that you complete a Tender Form for each holding you wish to tender. Any scale back that applies to Shares tendered from more than one of your registered holdings of Shares will be applied to each of those registered holdings as if they were held by different persons.

### 6.7 Joint shareholders

If you hold your Shares jointly with another person (for example, your spouse) and you have an Issuer Sponsored Holding, you must complete and return the Tender Form in accordance with the instructions for joint holdings on the Tender Form.

### 6.8 Margin lending arrangements

If you hold Shares under margin lending arrangements or if they are held as security for a loan or as ASX Clear Pty Limited collateral, you should ensure that your participation in the Buy-Back is permitted by those margin lending arrangements, the terms and conditions of the particular loan or by ASX Clear Pty Limited.

Note that by submitting a Tender you warrant to JB Hi-Fi that when you tender your Shares for sale in the Buy-Back, and on the Buy-Back Date, the Shares are free from any mortgage, charge, lien or other encumbrance (whether legal or equitable) and from any third party rights.

### 6.9 Rights under the Buy-Back cannot be transferred

This Invitation is personal to you. You cannot transfer your rights under this Invitation.

## 7. DEFINITIONS AND INTERPRETATIONS

### Definitions

In the Buy-Back Documents, unless the context otherwise requires:

ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or the financial market which it operates, as applicable.
ASX Settlement	ASX Settlement Pty Ltd (ABN 49 008 504 532), the securities clearing house of the ASX.
ATO	the Australian Taxation Office.
Board or JB Hi-Fi Board	the Board of Directors of JB Hi-Fi or any duly constituted committee of the Board.
Buy-Back	the buy-back of Shares by way of a tender process as set out in the Buy-Back Documents.
Buy-Back Contract	the contract formed on the Buy-Back Date between you and JB Hi-Fi at the time that JB Hi-Fi accepts your Tender (if and to the extent that JB Hi-Fi accepts your Tender).
Buy-Back Date	the date and time that JB Hi-Fi announces to the ASX the Buy-Back Price, the total number of Shares to be bought back and the details of any scale back.
Buy-Back Discount	the discount to be selected by JB Hi-Fi, being the largest Tender Discount within the range of 8% to 14% inclusive (at 1% intervals), which will enable JB Hi-Fi to buy back the amount of capital that it determines to buy back.
Buy-Back Documents	this booklet, the Tender Form and the Withdrawal/Amendment Form.
Buy-Back Information Line	1300 302 417 (within Australia) or +61 3 9415 4136 (from outside Australia). These lines will be open from 8.30am to 5.00pm (Melbourne time), Monday to Friday over the period the Buy-Back is implemented.
Buy-Back Price	the price at which JB Hi-Fi will buy back Shares from Tenders it accepts in the Buy-Back, rounded to the nearest cent (and, for the avoidance of doubt, rounded up in the case of half a cent). This price is determined by applying the Buy-Back Discount to the Market Price.
Buy-Back Record Date	7.00pm (Melbourne time) on Thursday, 24 February 2022, being the date of determination of shareholders entitled to participate in, and the number of Shares entitled to be tendered into, the Buy-Back.
Capital Component	the amount per Share (being \$3.18, which amount is subject to confirmation by the ATO) that will be debited to JB Hi-Fi's share capital account.
CGT	capital gains tax.
CHESS	the Clearing House Electronic Subregister System.
CHESS Holder	a holder of Shares on the CHESS subregister of JB Hi-Fi.
CHESS Holding	a holding of Shares on the CHESS subregister of JB Hi-Fi.
Class Ruling	the ruling to be issued by the ATO on the tax implications of the Buy-Back for shareholders of JB Hi-Fi who participate in the Buy-Back.
Closing Date	Friday, 8 April 2022 unless JB Hi-Fi announces a later date (in which case it is that later date).
Corporations Act	the <i>Corporations Act 2001</i> (Cth), as modified by the relief described in Section 5.11.
Dividend Component	the Buy-Back Price less the \$3.18 <sup>13</sup> Capital Component. The Dividend Component will be fully franked.
Eligible Shareholder	means any shareholder who is not an Ineligible Shareholder.

<sup>13</sup> This amount is subject to ATO approval (see Section 3).

## 7. DEFINITIONS AND INTERPRETATIONS (continued)

Entitled Shares	has the meaning in Section 5.7.
Ex-Entitlement Date	the date that Shares commence trading on the ASX on an ex-Buy-Back basis. Shares acquired on or after this date will not confer an entitlement to participate in the Buy-Back.
Excluded Foreign Shareholder	<p>any person:</p> <ul style="list-style-type: none"> <li>• who holds Shares and does not have a registered address in Australia or New Zealand or who is acting on behalf of or for the account of a person who holds Shares and resides in a jurisdiction outside Australia or New Zealand, where it would be illegal, or in JB Hi-Fi's opinion excessively onerous, costly and/or time consuming to allow that person to participate in the Buy-Back; or</li> <li>• who holds Shares and whose participation in the Buy-Back is not permitted under the laws of the jurisdiction in which they are resident; or</li> <li>• who holds Shares and to whom JB Hi-Fi would be prohibited from paying money pursuant to any law, act, rule or regulation.</li> </ul> <p>For the avoidance of doubt, Excluded Foreign Shareholders include any person who is (or who is acting on behalf of or for the account of a person who is) in the United States, a US person or a resident of Canada.</p>
Final Price Tender	a Tender in which the shareholder elects to receive the Buy-Back Price, whatever JB Hi-Fi determines it to be.
Ineligible Shareholder	<p>means any shareholder who:</p> <ul style="list-style-type: none"> <li>• is an Excluded Foreign Shareholder; or</li> <li>• holds Restricted Shares (in respect of those Restricted Shares only) (see Section 5.2 for further details).</li> </ul>
Interim Dividend	JB Hi-Fi's dividend of 163 cents per ordinary share for the FY22 half year, for those persons holding shares as at Thursday, 24 February 2022 entitling them to receive the interim dividend, which is expected to be paid on 11 March 2022.
Invitation	the invitation by JB Hi-Fi to Eligible Shareholders to offer to sell Shares to JB Hi-Fi as set out in the Buy-Back Documents.
Issuer Sponsored Holder	a holder of Shares on the issuer sponsored subregister of JB Hi-Fi.
Issuer Sponsored Holding	a holding of Shares on the issuer sponsored subregister of JB Hi-Fi.
JB Hi-Fi or Company	JB Hi-Fi Limited (ACN 093 220 136).
JB Hi-Fi Share Register	the share register of JB Hi-Fi.
Listing Rules	The official Listing Rules of ASX, as amended and waived by the relief described in Section 5.11.
Market Price	the VWAP (as defined) of JB Hi-Fi ordinary shares on the ASX over the five trading days up to and including the Closing Date, calculated to four decimal places, as determined by JB Hi-Fi after 4.30pm (Melbourne time) on the Closing Date.
Minimum Price	one of the four specified minimum prices on the Tender Form, which a shareholder may select in order for their Tender to be conditional upon the Buy-Back Price being not less than that amount.
Priority Allocation	100 Shares, or such lesser number of Shares as is determined by JB Hi-Fi so as to ensure that JB Hi-Fi is able to buy back only the number of Shares it determines to buy back.

Registry	Computershare Investor Services Pty Limited, in its capacity as JB Hi-Fi's share registrar.
Restricted Shares	Shares held pursuant to an employee or executive share plan of JB Hi-Fi which are subject to restrictions, as at the Buy-Back Record Date, prohibiting them from being sold into the Buy-Back as a result of the terms of offer of those Shares pursuant to rules of the relevant plan.
Sale Consideration	has the meaning given to that term in Section 3.2.
Settlement Rules	the operating rules of ASX Settlement, as amended from time to time.
Shares	fully paid ordinary shares in the capital of JB Hi-Fi on issue as at the Buy-Back Record Date.
Small Holding	a holding of fewer than or equal to 40 Shares.
Small Holding Tender	has the meaning given to that term in Section 2.18.
Tax Market Value	<p>for the purposes of the Buy-Back will be determined in accordance with the following formula:</p> $A \times \frac{B}{C}$ <p>Where:</p> <p>A = the VWAP of Shares over the last five trading days before the announcement of the Buy-Back, adjusted to take into account the Interim Dividend; and</p> <p>B = the closing level of the S&amp;P/ASX 200 Index on the Closing Date (Friday, 8 April 2022); and</p> <p>C = the opening level of the S&amp;P/ASX 200 Index on Monday, 14 February 2022.</p> <p>If the movement in the S&amp;P/ASX 200 Index is significantly different from the movement in JB Hi-Fi's market price on the ASX over the relevant period, JB Hi-Fi may approach the ATO to seek to vary the methodology used to determine the Tax Market Value.</p>
Tender	a shareholder's offer to sell Shares to JB Hi-Fi at a specified Tender Discount or as a Final Price Tender and on the terms and conditions set out in the Buy-Back Documents as amended in accordance with the procedures set out in the Buy-Back Documents.
Tender Discount	one of the specified discounts between 8% to 14% (inclusive, at 1% intervals) to the Market Price as set out on the Tender Form.
Tender Discount Range	the range of Tender Discounts at which shareholders can submit Tenders, being 8% to 14% inclusive, at 1% intervals.
Tender Form	the form of offer by a shareholder to sell Shares to JB Hi-Fi under the Buy-Back (both in electronic form and in paper form), which accompanies this booklet, or represented by instructions from a CHESS Holder's controlling participant (and includes a Tender Form amended in accordance with the procedures set out in the Buy-Back Documents).
Tender Period	the period within which shareholders may lodge, withdraw or amend a Tender in accordance with the Buy-Back Documents.
United States	United States of America, its territories and possessions, any State of the United States and the District of Columbia.
US Person	has the meaning given by Regulation S under the United States' Securities Act of 1933, as amended from time to time.

VWAP	for a share over a period means the volume weighted average price of all trades on the ASX including the closing single price auction, but excluding not "at market" trades (e.g. any transactions defined in the operating rules of the ASX as special crossings, crossings prior to the commencement of the open session state, crossings during overnight trading, overseas trades, trades pursuant to the exercise of options over shares, and any other trades that the Board determines to exclude on the basis that the trades are not fairly reflective of natural supply and demand).
Withdrawal/Amendment Form	The form entitled "Withdrawal/Amendment Form", a copy of which is available on the JB Hi-Fi Buy-Back website or by calling the Buy-Back Information Line, that is required to withdraw or amend a previously submitted Tender.
You or shareholder	a holder of Shares.

### Interpretations

In the Buy-Back Documents, unless the context otherwise requires:

- the singular includes the plural, and vice versa;
- words importing one gender include other genders;
- other parts of speech and grammatical forms of a word or phrase defined in this booklet have a corresponding meaning;
- an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- a reference to a section, attachment and schedule is a reference to a section of and an attachment and schedule to this booklet, as relevant;
- reference to any statute, regulation, proclamation, ordinance or law includes all statutes, regulations, proclamations, ordinances, or laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;
- headings and bold type are for convenience only and do not affect the interpretation of this booklet;
- a reference to writing includes facsimile transmissions;
- a reference to currency is to Australian dollars; and
- a reference to time is to Melbourne time.

The postal acceptance rule does not apply to Tenders (as you may amend or withdraw your Tender up until 5.00pm on the Closing Date and Buy-Back Contracts will only be formed on acceptance by the Company of your Tender).

## CORPORATE DIRECTORY

### **Directors**

Stephen Goddard, Non-executive Chairman

Beth Laughton, Non-executive Director

Mark Powell, Non-executive Director

Geoff Roberts, Non-executive Director

Richard Uechtritz, Non-executive Director

Melanie Wilson, Non-executive Director

Terry Smart, Executive Director

Nick Wells, Executive Director

### **Company Secretary**

Doug Smith

### **Registered Office**

60 City Road

Southbank VIC 3006

### **Share Registry**

Computershare Investor Services Pty Limited

Yarra Falls, 452 Johnston Street

Abbotsford, Victoria, 3067, Australia

Telephone (within Australia): 1300 302 417

Telephone (outside Australia): +61 3 9415 4136

For personal use only



[investors.jbhifi.com.au](http://investors.jbhifi.com.au)



# JB HI-FI

**JB Hi-Fi Limited**  
 ABN 80 093 220 136

## Tender Form - Issuer Sponsored Holders

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT PLEASE CONSULT YOUR FINANCIAL, TAXATION OR OTHER PROFESSIONAL ADVISER.

**THIS BUY-BACK IS NOT AVAILABLE TO INELIGIBLE SHAREHOLDERS (SEE THE BUY-BACK BOOKLET). THIS DOCUMENT IS NOT TO BE DISTRIBUTED IN OR INTO THE UNITED STATES OR CANADA.**

If you wish to use this form to participate in the Buy-Back, you should refer to the instructions on the back of this form.

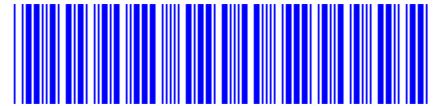
Please refer to Section 6.1 of the Buy-Back booklet for further information on how to participate in the Buy-Back.

000001  
 000  
 SAM



MR JOHN SAMPLE  
 FLAT 123  
 SAMPLE STREET  
 SAMPLE STREET  
 SAMPLE STREET  
 SAMPLETOWN VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I N D

Please complete the following using black ink only

I/We tender the following Shares to JB Hi-Fi Limited at the specified Tender Discount(s) and/or as a Final Price Tender, on the terms and conditions set out in the Buy-Back Documents:

<b>A</b> Shares you can tender as at 24 February 2022	1234567890
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<b>B</b> Insert the number of Shares (if any) you wish to tender as a Final Price Tender.		as a FINAL PRICE TENDER
<b>C</b> Insert the number of Shares (if any) you wish to tender next to the Tender Discount(s) at which you wish to tender those Shares.  If you hold 100 Shares or less (as shown in Box A), you may only submit one Tender in respect of all of your Shares and such a Tender in this Box C must be at <b>one</b> of the specified Tender Discounts <b>or</b> as a Final Price Tender (by completing Box B).		at a <input type="text" value="14%"/> Tender Discount
		at a <input type="text" value="13%"/> Tender Discount
		at a <input type="text" value="12%"/> Tender Discount
		at an <input type="text" value="11%"/> Tender Discount
		at a <input type="text" value="10%"/> Tender Discount
		at a <input type="text" value="9%"/> Tender Discount
		at an <input type="text" value="8%"/> Tender Discount
<b>D</b> TOTAL NUMBER OF SHARES TENDERED Add up the number of Shares in Boxes B and C and write that number in Box D.		The number of Shares in Box D must not be more than the number in Box A.

**E** Please provide your contact details in case we need to speak to you about your Tender Form:

Contact Name	Contact Daytime Telephone	Date
		/ /

**F** Please sign within the appropriate boxes below. By signing this Tender Form you confirm that you have read the terms and conditions of the Buy-Back and you agree to the matters set out on the reverse of this Tender Form.

Individual or Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary	Director

**G** THIS BOX G IS OPTIONAL - EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY: You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not receive less than this amount for your Shares, however your Shares will not be bought back if the Minimum Price you tick is higher than the Buy-Back Price. If you complete Box G, you must also complete Box B and/or Box C.

A\$38.00    
  A\$40.00    
  A\$42.00    
  A\$44.00

**THIS TENDER FORM MUST BE RECEIVED BY THE REGISTRY BY 5:00PM (MELBOURNE TIME) ON 8 APRIL 2022**



## Tender Online

You can participate in the Buy-Back by tendering online at <https://jbhifibuyback.com.au> or by submitting this Tender Form in accordance with the instructions below. You will be required to provide your Securityholder Reference Number (SRN). You can find this number located at the top right hand corner on the front page of this Tender Form. Tendering online is the most effective way of ensuring that your Tender is received no later than 5:00pm (Melbourne time) on 8 April 2022.

## How to complete this Tender Form

The instructions below are cross-referenced to the relevant section on the front of this form. Defined terms have the same meaning as in the Buy-Back booklet.

**Please complete the form using black ink only.**

<b>A</b>	This is the total number of Shares registered in your name as at 24 February 2022 that confer an entitlement to participate in the Buy-Back. If you wish to participate in the Buy-Back, you can offer to sell some or all of these Shares to JB Hi-Fi Limited (by following the instructions set out below).	
<b>B</b>	<b>Final Price Tender</b> Insert the number of Shares (if any) you wish to tender as a Final Price Tender.	<b>AND/OR</b>
<b>C</b>	<b>Tender Discount</b> Insert the number of Shares (if any) you wish to tender at the specified Tender Discount. You may offer to sell parcels of Shares at up to 7 different specified Tender Discounts. Each parcel is treated as a separate Tender. <b>If you hold 100 Shares or less</b> , you may only submit one Tender in respect of all of your Shares and the Tender must be at one of the specified Tender Discounts in Box C or as a Final Price Tender (by completing Box B). <b>If you hold more than 100 Shares</b> , you may tender different parcels of Shares at one or more Tender Discounts and/or as a Final Price Tender. However, you must tender a minimum of 100 Shares in aggregate.	
<b>D</b>	After indicating the number of Shares you wish to tender as a Final Price Tender (Box B) and/or at a specified Tender Discount(s) (Box C), you need to add up the number of Shares in Boxes B and C and write the total in Box D. <b>Note that the number of Shares in Box D must not be more than the number of Shares in Box A.</b> If the number of Shares in Box D is more than the number of Shares in Box A, you will be deemed to have offered only the number of Shares shown in Box A and, if you have selected more than one Tender Discount and/or a Final Price Tender, your Tender will be adjusted in the manner set out in Section 5.7 of the Buy-Back booklet.	
<b>E</b>	Please provide your contact details in case we need to speak to you about your Tender Form.	
<b>F</b>	You must sign this form in Box F. By signing and returning this Tender Form, you acknowledge that you have read and understood the Buy-Back booklet and agree to, and make an offer to, sell your Shares on the terms and conditions set out in the Buy-Back Documents (including the warranties, authorisations and undertakings set out in Section 6.2 of the Buy-Back booklet). <b>Individual holders</b> Where a holding is in one name, the registered shareholder must sign. <b>Joint holders</b> All holders must sign. <b>Under Power of Attorney</b> If not already noted by the Registry, an original certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. <b>Deceased Estate</b> All executors should sign and, if not already noted by the Registry, send an original certified copy of probate or letters of administration to the Registry. <b>Company</b> This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director. By signing this Tender Form you confirm that you are not an Ineligible Shareholder as defined in the Buy-Back booklet.	
<b>G</b>	<b>BOX G IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY:</b> You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price your Shares will not be bought back. <b>If you complete Box G, you must also complete Box B and/or Box C. Tick no more than one Minimum Price in Box G – if you tick more than one Minimum Price, your Tender will be deemed to be conditional on the highest Minimum Price that you have specified.</b>	

### Payment for Shares bought back

JB Hi-Fi Limited expects to dispatch/credit payment for Shares bought back no later than 20 April 2022.

### Submitting your Tender Form

Your Tender Form must be received no later than 5:00pm (Melbourne time) on 8 April 2022.

#### By mail

Send your completed and signed Tender Form (if mailing in Australia use the enclosed reply-paid envelope)

JB Hi-Fi Limited Buy-Back  
C/o Computershare Investor Services Pty Limited  
GPO Box 52  
MELBOURNE VIC 3001  
AUSTRALIA  
or

Tender online at <https://jbhifibuyback.com.au>

This Tender Form relates to the JB Hi-Fi Off-Market Share Buy-Back booklet dated 14 February 2022 and should be read in conjunction with that booklet.

If you require further information on how to complete this form please contact the JB Hi-Fi Share Registry information line on 1300 302 417 (within Australia) or +61 3 9415 4136 (from outside Australia).

**THIS TENDER FORM MUST BE RECEIVED BY THE REGISTRY BY 5:00PM (MELBOURNE TIME) ON 8 APRIL 2022.**



# JB HI-FI

JB Hi-Fi Limited  
ABN 80 093 220 136

## Tender Form - CHESS Holders

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT PLEASE CONSULT YOUR FINANCIAL, TAXATION OR OTHER PROFESSIONAL ADVISER. THIS BUY-BACK IS NOT AVAILABLE TO INELIGIBLE SHAREHOLDERS (SEE THE BUY-BACK BOOKLET). THIS DOCUMENT IS NOT TO BE DISTRIBUTED IN OR INTO THE UNITED STATES OR CANADA.

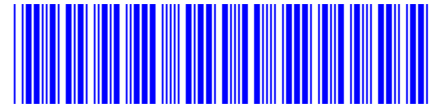
If you wish to use this form to participate in the Buy-Back, you should refer to the instructions on the back of this form and, for your Tender(s) to be effective, you must instruct your controlling participant (normally your broker) to submit your Tender(s). **DO NOT RETURN THIS FORM TO THE REGISTRY.** Please refer to Section 6.1 of the Buy-Back booklet for further information on how to participate in the Buy-Back. Your Controlling CHESS participant as at 24 February 2022 is:

000001  
000  
SAM



MR JOHN SAMPLE  
FLAT 123  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLETOWN VIC 3030

Holder Identification Number (HIN)



X 1234567890 I N D

Please complete the following using black ink only

I/we tender the following Shares to JB Hi-Fi Limited at the specified Tender Discount(s) and/or as a Final Price Tender, on the terms and conditions set out in the Buy-Back Documents:

**A** Shares you can tender as at 24 February 2022

<b>B</b> Insert the number of Shares (if any) you wish to tender as a Final Price Tender.	<input type="text"/>	as a FINAL PRICE TENDER
<b>C</b> Insert the number of Shares (if any) you wish to tender next to the Tender Discount(s) at which you wish to tender those Shares.  If you hold 100 Shares or less (as shown in Box A), you may only submit one Tender in respect of all of your Shares and such a Tender in this Box C must be at <b>one</b> of the specified Tender Discounts <b>or</b> as a Final Price Tender (by completing Box B).	<input type="text"/>	at a <input type="text" value="14%"/> Tender Discount
	<input type="text"/>	at a <input type="text" value="13%"/> Tender Discount
	<input type="text"/>	at a <input type="text" value="12%"/> Tender Discount
	<input type="text"/>	at an <input type="text" value="11%"/> Tender Discount
	<input type="text"/>	at a <input type="text" value="10%"/> Tender Discount
	<input type="text"/>	at a <input type="text" value="9%"/> Tender Discount
	<input type="text"/>	at an <input type="text" value="8%"/> Tender Discount
<b>D</b> TOTAL NUMBER OF SHARES TENDERED Add up the number of Shares in Boxes B and C and write that number in Box D.	<input type="text"/>	The number of Shares in Box D must not be more than the number in Box A.

**E** Please provide your contact details in case we need to speak to you about your Tender Form:

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_

**F** Please sign within the appropriate boxes below. By signing this Tender Form you confirm that you have read the terms and conditions of the Buy-Back and you agree to the matters set out on the reverse of this Tender Form.

Individual or Joint Shareholder 1  Sole Director and Sole Company Secretary

Joint Shareholder 2  Director/Company Secretary

Joint Shareholder 3  Director

**G** THIS BOX G IS OPTIONAL - EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY: You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not receive less than this amount for your Shares, however your Shares will not be bought back if the Minimum Price you tick is higher than the Buy-Back Price. **If you complete Box G, you must also complete Box B and/or Box C.**

A\$38.00  A\$40.00  A\$42.00  A\$44.00

TENDER FORMS MUST BE PROCESSED BY YOUR CONTROLLING PARTICIPANT BY 5:00PM (MELBOURNE TIME) ON 8 APRIL 2022



## Tender Online

You can participate in the Buy-Back by tendering online at <https://jbhifibuyback.com.au> or by submitting this Tender Form in accordance with the instructions below. You will be required to provide your Holder Identification Number (HIN). You can find this number located at the top right hand corner on the front page of this Tender Form. Tendering online is the most effective way of ensuring that your Tender is received no later than 5:00pm (Melbourne time) on 8 April 2022. As a CHESSE sponsored holder, JB Hi-Fi strongly recommends that you submit your Tender online by no later than 5:00pm (Melbourne time) on 8 April 2022. This is because the Registry will need to confirm with your controlling participant any online submission of your Tender before it can be taken as validly submitted. There may not be sufficient time to do so for any online Tenders submitted by CHESSE Holders after 5:00pm (Melbourne time) on 8 April 2022.

## How to complete this Tender Form

The instructions below are cross-referenced to the relevant section on the front of this form. Defined terms have the same meaning as in the Buy-Back booklet.

Please complete the form using black ink only.

<b>A</b>	This is the total number of Shares registered in your name as at 24 February 2022 that confer an entitlement to participate in the Buy-Back. If you wish to participate in the Buy-Back, you can offer to sell some or all of these Shares to JB Hi-Fi Limited (by following the instructions set out below).			
<b>B</b>	<b>Final Price Tender</b> Insert the number of Shares (if any) you wish to tender as a Final Price Tender.	<b>AND/OR</b>	<b>C</b>	<b>Tender Discount</b> Insert the number of Shares (if any) you wish to tender at the specified Tender Discount. You may offer to sell parcels of Shares at up to 7 different specified Tender Discounts. Each parcel is treated as a separate Tender. <b>If you hold 100 Shares or less</b> , you may only submit one Tender in respect of all of your Shares and the Tender must be at one of the specified Tender Discounts in Box C or as a Final Price Tender (by completing Box B). <b>If you hold more than 100 Shares</b> , you may tender different parcels of Shares at one or more Tender Discounts and/or as a Final Price Tender. However, you must tender a minimum of 100 Shares in aggregate.
<b>D</b>	After indicating the number of Shares you wish to tender as a Final Price Tender (Box B) and/or at a specified Tender Discount(s) (Box C), you need to add up the number of Shares in Boxes B and C and write the total in Box D. <b>Note that the number of Shares in Box D must not be more than the number of Shares in Box A.</b> If the number of Shares in Box D is more than the number of Shares in Box A, you will be deemed to have offered only the number of Shares shown in Box A and, if you have selected more than one Tender Discount and/or a Final Price Tender, your Tender will be adjusted in the manner set out in Section 5.7 of the Buy-Back booklet.			
<b>E</b>	Please provide your contact details in case we need to speak to you about your Tender Form.			
<b>F</b>	You must sign this form in Box F. By signing and returning this Tender Form, you acknowledge that you have read and understood the Buy-Back booklet and agree to, and make an offer to, sell your Shares on the terms and conditions set out in the Buy-Back Documents (including the warranties, authorisations and undertakings set out in Section 6.2 of the Buy-Back booklet). <b>Individual holders</b> Where a holding is in one name, the registered shareholder must sign. <b>Joint holders</b> All holders must sign. <b>Under Power of Attorney</b> If not already noted by the Registry, an original certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. <b>Deceased Estate</b> All executors should sign and, if not already noted by the Registry, send an original certified copy of probate or letters of administration to the Registry. <b>Company</b> This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director. By signing this Tender Form you confirm that you are not an Ineligible Shareholder as defined in the Buy-Back booklet.			
<b>G</b>	<b>BOX G IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY:</b> You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price your Shares will not be bought back. <b>If you complete Box G, you must also complete Box B and/or Box C. Tick no more than one Minimum Price in Box G – if you tick more than one Minimum Price, your Tender will be deemed to be conditional on the highest Minimum Price that you have specified.</b>			

### Payment for Shares bought back

JB Hi-Fi Limited expects to dispatch/credit payment for Shares bought back no later than 20 April 2022.

### Submitting your Tender Form

You must contact your controlling participant (usually your broker) in sufficient time for your controlling participant to process your Tender no later than 5:00pm (Melbourne time) on 8 April 2022

or

Tender online at <https://jbhifibuyback.com.au>

**DO NOT RETURN THIS FORM TO JB HI-FI LIMITED OR THE REGISTRY**

This Tender Form relates to the JB Hi-Fi Off-Market Share Buy-Back booklet dated 14 February 2022 and should be read in conjunction with that booklet.

If you require further information on how to complete this form please contact the JB Hi-Fi Share Registry information line on 1300 302 417 (within Australia) or +61 3 9415 4136 (from outside Australia).

**TENDER FORMS MUST BE PROCESSED BY YOUR CONTROLLING PARTICIPANT BY 5:00PM (MELBOURNE TIME) ON 8 APRIL 2022.**



# JB HI-FI

**JB Hi-Fi Limited**  
 ABN 80 093 220 136

## Tender Withdrawal/Amendment Form

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT PLEASE CONSULT YOUR FINANCIAL, TAXATION OR OTHER PROFESSIONAL ADVISER.

**THIS BUY-BACK IS NOT AVAILABLE TO INELIGIBLE SHAREHOLDERS (SEE THE BUY-BACK BOOKLET). THIS DOCUMENT IS NOT TO BE DISTRIBUTED IN OR INTO THE UNITED STATES OR CANADA.**

Please refer to the instructions on the back of this form and to Section 6.3 of the Buy-Back booklet for further information in relation to a withdrawal or amendment of your Tender.

Please insert your name and address details

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Please insert your Securityholder Reference Number (SRN) or Holder Identification Number (HIN)

\_\_\_\_\_

I/We tender the following Shares to JB Hi-Fi Limited at the specified Tender Discount(s) and/or as a Final Price Tender, on the terms and conditions set out in the Buy-Back Documents:

<b>B</b>	Insert the number of Shares (if any) you wish to tender as a Final Price Tender.	<input type="text"/>	as a FINAL PRICE TENDER
<b>C</b>	Insert the number of Shares (if any) you wish to tender next to the Tender Discount(s) at which you wish to tender those Shares.  If you hold 100 Shares or less, you may only submit one Tender in respect of all of your Shares and such a Tender in this Box C must be at <b>one</b> of the specified Tender Discounts <b>or</b> as a Final Price Tender (by completing Box B).	<input type="text"/>	at a <input type="text" value="14%"/> Tender Discount
		<input type="text"/>	at a <input type="text" value="13%"/> Tender Discount
		<input type="text"/>	at a <input type="text" value="12%"/> Tender Discount
		<input type="text"/>	at an <input type="text" value="11%"/> Tender Discount
		<input type="text"/>	at a <input type="text" value="10%"/> Tender Discount
		<input type="text"/>	at a <input type="text" value="9%"/> Tender Discount
		<input type="text"/>	at an <input type="text" value="8%"/> Tender Discount
<b>D</b>	TOTAL NUMBER OF SHARES TENDERED Add up the number of Shares in Boxes B and C and write that number in Box D.	<input type="text"/>	The number of Shares in Box D must not be more than the number in Box A.

Tick one box only. One box must be completed.

**Withdrawal:** I/We withdraw my/our previous Tender(s) in accordance with the Buy-Back booklet (complete Boxes E and F only).

OR

**Amendment:** I/We withdraw my/our previous Tender(s) in accordance with the Buy-Back booklet and wish to submit a replacement Tender(s) as set out below (complete Boxes A to G).

**A** Insert the number of Shares you can tender as at 24 February 2022

\_\_\_\_\_

**E** Please provide your contact details in case we need to speak to you about your Withdrawal/Amendment Form:

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_

**F** Please sign within the appropriate boxes below. By signing this Withdrawal/Amendment Form you confirm that you have read the terms and conditions of the Buy-Back and you agree to the matters set out on the reverse of this Withdrawal/Amendment Form.

Individual or Joint Shareholder 1

\_\_\_\_\_

Sole Director and Sole Company Secretary

Joint Shareholder 2

\_\_\_\_\_

Director/Company Secretary

Joint Shareholder 3

\_\_\_\_\_

Director

**G THIS BOX G IS OPTIONAL - EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY:** You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not receive less than this amount for your Shares, however your Shares will not be bought back if the Minimum Price you tick is higher than the Buy-Back Price. **If you complete Box G, you must also complete Box B and/or Box C.**

A\$38.00

A\$40.00

A\$42.00

A\$44.00

**THIS WITHDRAWAL / AMENDMENT FORM MUST BE RECEIVED IN TIME TO BE PROCESSED BY 5:00PM (MELBOURNE TIME) ON 8 APRIL 2022 IN ACCORDANCE WITH THE INSTRUCTIONS ON THE REVERSE OF THIS FORM**

# JB Hi-Fi Limited

ABN 80 093 220 136

## Withdrawing or Amending your Tender(s)

Shareholders who have tendered their Shares into the Buy-Back and who now wish to either withdraw or amend their Tender(s) must lodge this Withdrawal/Amendment Form.

### How to complete the Withdrawal/Amendment Form

The instructions below are cross-referenced to the relevant section of this form. Defined terms have the same meaning as in the Buy-Back booklet.

Please complete the form using black ink only. Mark only one of the two boxes:

**Withdrawal** – Tick the “Withdrawal” Box if you wish to withdraw your previous Tender(s) and you do not wish to submit a new replacement Tender(s). **Please complete Boxes E and F only.**

**or** **Amendment** – Tick the “Amendment” Box if you wish to amend your previous Tender(s) and submit a new replacement Tender(s). **Please complete Box A through to Box G.**

<b>A</b>	Insert the total number of Shares registered in your name as at 24 February 2022 that carry an entitlement to participate in the Buy-Back. If you wish to amend a previous offer to sell some or all of these Shares to JB Hi-Fi Limited you can do so by ticking the Amendment box and following the instructions set out below. If you need to check the total number of Shares you may tender into the Buy-Back, please call the JB Hi-Fi Share Registry information line on 1300 302 417 (within Australia) or +61 3 9415 4136 (from outside Australia).			
<b>B</b>	<b>Final Price Tender</b> Insert the number of Shares (if any) you wish to tender as a Final Price Tender.	<b>AND/OR</b>	<b>C</b>	<b>Tender Discount</b> Insert the number of Shares (if any) you wish to tender at the specified Tender Discount. You may offer to sell parcels of Shares at up to 7 different specified Tender Discounts. Each parcel is treated as a separate Tender. <b>If you hold 100 Shares or less</b> , you may only submit one Tender in respect of all of your Shares and the Tender must be at one of the specified Tender Discounts in Box C or as a Final Price Tender (by completing Box B). <b>If you hold more than 100 Shares</b> , you may tender different parcels of Shares at one or more Tender Discounts and/or as a Final Price Tender. However, you must tender a minimum of 100 Shares in aggregate.
<b>D</b>	After indicating the number of Shares you wish to tender as a Final Price Tender (Box B) and/or at a specified Tender Discount(s) (Box C), you need to add up the number of Shares in Boxes B and C and write the total in Box D. <b>Note that the number of Shares in Box D must not be more than the number of Shares in Box A.</b> If the number of Shares in Box D is more than the number of Shares in Box A, you will be deemed to have offered only the number of Shares shown in Box A and, if you have selected more than one Tender Discount and/or a Final Price Tender, your Tender will be adjusted in the manner set out in Section 5.7 of the Buy-Back booklet.			
<b>E</b>	Please provide your contact details in case we need to speak to you about your Withdrawal/Amendment Form.			
<b>F</b>	You must sign this form in Box F. By signing and returning this Withdrawal/Amendment Form, you acknowledge that you have read and understood the Buy-Back booklet and agree to withdraw your Tender or agree to amend your Tender (as the case requires). If you are amending your Tender, you agree to, and make an offer to, sell your Shares on the terms and conditions set out in the Buy-Back Documents (including the warranties, authorisations and undertakings set out in Section 6.2 of the Buy-Back booklet). <b>Individual holders</b> Where a holding is in one name, the registered shareholder must sign. <b>Joint holders</b> All holders must sign. <b>Under Power of Attorney</b> If not already noted by the Registry, an original certified copy of the power of attorney must be sent to the Registry. Where this form is signed under power of attorney, the attorney declares that the attorney has no notice of revocation of the power or the death of the donor of the power. <b>Deceased Estate</b> All executors should sign and, if not already noted by the Registry, send an original certified copy of probate or letters of administration to the Registry. <b>Company</b> This form must be signed by 2 directors, a director and company secretary or, in the case of a company with a sole director who is also the sole company secretary, the sole director. If you are amending your Tender, by signing this Tender Form you confirm that you are not an Ineligible Shareholder as defined in the Buy-Back booklet.			
<b>G</b>	<b>BOX G IS OPTIONAL – EITHER LEAVE IT BLANK OR TICK ONE MINIMUM PRICE ONLY:</b> You should only tick a Minimum Price if you wish to make your Tender conditional on the Buy-Back Price being no less than the price that you tick. You will not be paid less than this amount for your Shares, however if the Minimum Price you select is higher than the Buy-Back Price your Shares will not be bought back. <b>If you complete Box G, you must also complete Box B and/or Box C. Tick no more than one Minimum Price in Box G – if you tick more than one Minimum Price, your Tender will be deemed to be conditional on the highest Minimum Price that you have specified.</b>			

## Payment for Shares bought back

JB Hi-Fi Limited expects to dispatch/credit payment for Shares bought back no later than 20 April 2022.

## Submitting your Withdrawal/Amendment Form

### CHES Holdings

You will need to contact your controlling participant (usually your broker) in sufficient time for your controlling participant to process your Withdrawal/Amendment Form no later than 5:00pm (Melbourne time) on 8 April 2022. **Do not send your Withdrawal/Amendment Form to the Registry.**

### Issuer Sponsored Holdings

Your completed Withdrawal/Amendment Form must be received no later than 5:00pm (Melbourne time) on 8 April 2022.

#### By mail:

JB Hi-Fi Limited Buy-Back  
C/o Computershare Investor Services Pty Limited  
GPO Box 52  
MELBOURNE VIC 3001  
AUSTRALIA

This Withdrawal/Amendment Form relates to the JB Hi-Fi Off-Market Share Buy-Back booklet dated 14 February 2022 and should be read in conjunction with that booklet.

If you require further information on how to complete this form please contact the JB Hi-Fi Share Registry information line on 1300 302 417 (within Australia) or +61 3 9415 4136 (from outside Australia).

**THIS WITHDRAWAL/AMENDMENT FORM MUST BE RECEIVED BY 5:00PM (MELBOURNE TIME) ON 8 APRIL 2022.**