

COMPANY ANNOUNCEMENT

16 September 2022

2022 Annual General Meeting

JB Hi-Fi Limited will hold its 2022 Annual General Meeting on Thursday 27 October 2022 at 10.30 a.m (AEDT).

Attached for release is a letter from the Chairman, the 2022 Notice of Meeting and a sample Proxy Form.

Authorised by
Doug Smith
Company Secretary.

For personal use only

Chairman's letter to Shareholders

16 September 2022

Dear Shareholders

I am pleased to invite you to attend JB Hi-Fi's 2022 AGM to be held at 10.30 a.m (AEDT) on Thursday 27 October 2022 at RACV City Club, 501 Bourke Street, Melbourne, Victoria 3000, and online at <https://meetnow.global/MLTA6UD>.

The AGM is an important part of the JB Hi-Fi calendar and we encourage you to read these materials and attend the Meeting.

In accordance with recent amendments to the Corporations Act, we are offering shareholders a choice of how to attend the Meeting. Attendance can be in person, or online using a smartphone, tablet or computer. If you choose to participate online, you will be able to listen to a live webcast of the Meeting, view the presentations, ask questions and submit your votes in real time during the Meeting.

If you cannot attend the Meeting at the scheduled time, you can still participate by appointing a proxy to attend and vote. A proxy form is enclosed with this letter. If you intend to appoint a proxy, please complete and return your proxy form or appoint a proxy online by 10.30 am (AEDT) on Tuesday 25 October 2022.

Even if you are planning to attend the Meeting online or in person, you are encouraged to cast proxy votes and lodge any questions that you have prior to the Meeting, in case of technical difficulties during the Meeting.

The following information is included in this Notice of Meeting:

- Details of the Items of Business (page 2), which should be read in conjunction with the Explanatory Notes on pages 6 - 16;
- Information on how to participate in the Meeting, vote, appoint a proxy and ask questions (pages 3 - 5); and
- Proxy Form (see separate document).

The AGM Presentation (including the Chairman's and the Group CEO's addresses) will be uploaded prior to the Meeting to the ASX platform and to the JB Hi-Fi Investors website at <https://investors.jbhifi.com.au>. For a detailed overview of the JB Hi-Fi Group's performance and operations for the year ended 30 June 2022, please refer to the 2022 JB Hi-Fi Limited Annual Report and the 2022 Sustainability Report, which can be found on JB Hi-Fi Investors website.

If you haven't done so already, I encourage you to make the switch to paperless shareholder communications. It enables us to provide you with information more quickly, at a lower cost, and is better for the environment. To make the switch please visit the Company's share registry, Computershare Investor Services, at www.investorcentre.com/au.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to your attendance at the Meeting.

Yours sincerely,



Stephen Goddard
Chairman
JB Hi-Fi Limited

NOTICE OF ANNUAL GENERAL MEETING 2022

JB Hi-Fi Limited (“**Company**”) will hold its Annual General Meeting (‘AGM’ or ‘Meeting’) at 10.30a.m (AEDT) on Thursday 27 October 2022.

The meeting will be held at RACV City Club, 501 Bourke Street, Melbourne, Victoria 3000 and attendees may also attend online at <https://meetnow.global/MLTA6UD>

ITEMS OF BUSINESS

Item 1 Financial and other Reports

To receive and consider the Financial Report, the Directors’ Report and Auditor’s Report for the financial year ended 30 June 2022.

Item 2 Re-election of Directors

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

- (a) "That Mr Mark Powell, being a Director of the Company who retires by rotation pursuant to the Company’s Constitution, and being eligible offers himself for re-election, is re-elected as a Director of the Company."
- (b) "That Ms Beth Laughton, being a Director of the Company who retires by rotation pursuant to the Company’s Constitution, and being eligible offers herself for re-election, is re-elected as a Director of the Company."

Item 3 Remuneration Report

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

"That the Remuneration Report (which forms part of the Directors’ Report) for the financial year ended 30 June 2022 be adopted."

Item 4 Approval of allocation of restricted shares to Executive Directors

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

- (a) "That the allocation of restricted ordinary shares to Executive Director, Mr Terry Smart, on the terms and conditions described in the Explanatory Notes to this Notice of Meeting, be approved."
- (b) "That the allocation of restricted ordinary shares to Executive Director, Mr Nick Wells, on the terms and conditions described in the Explanatory Notes to this Notice of Meeting, be approved."

Doug Smith
Company Secretary
16 September 2022

INFORMATION FOR SHAREHOLDERS

Participating in the Meeting

All shareholders are entitled to attend the AGM.

Attending in person

Shareholders can attend the meeting in person at RACV City Club, 501 Bourke Street, Melbourne, VIC 3000.

Participating online

To participate in the Meeting online via the Computershare Meeting Platform, visit <https://meetnow.global/MLTA6UD> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox.

Registration for attendees will open at 10 a.m (AEDT).

To make the registration process quicker, please have your SRN/HIN and registered postcode or country ready. Proxyholders attending online will need to contact Computershare on +61 3 9415 4024 prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN, or the proxyholder login details provided by Computershare.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

Further information regarding participating in the Meeting online, including browser requirements, is detailed in the Online Meeting Guide available at www.computershare.com.au/virtualmeetingguide.

Corporate shareholders and corporate proxies who wish to appoint a representative to attend and vote at the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as their representative. A form of authorisation may be obtained from Computershare. A copy of the authorisation must be lodged with Computershare before the Meeting.

Entitlement to vote

You are eligible to vote at the AGM if you are registered as a shareholder at 7.00 pm (AEDT) on Tuesday 25 October 2022. Transactions in the Company's shares which are registered after that time will be disregarded in determining entitlements to vote at the Meeting.

With respect to joint shareholders, all holders may attend the Meeting but only one shareholder may vote at the Meeting in respect of the relevant shares (including by proxy). If multiple joint shareholders are present and vote in respect of the relevant shares, only the vote of the joint shareholder whose name appears first in the register in respect of the relevant shares is counted.

Voting

Voting on all resolutions will be conducted by a poll.

All resolutions are ordinary resolutions and will be passed if at least 50% of votes cast by shareholders entitled to vote on the resolution are cast in favour of the resolution.

Shareholders may vote at the Meeting in one of two ways:

- in advance of the Meeting, by appointing a proxy (preferably the Chairman of the Meeting) by 10.30 am (AEDT) on Tuesday 25 October 2022. The Company recommends that shareholders do this in case of technical difficulties at the Meeting; or

- live during the Meeting, either by attending in person or online. Further information for attendees in person will be provided during the meeting and further information for online attendees is set out in the Online Meeting Guide available at www.computershare.com.au/virtualmeetingguide.

Appointing a Proxy

If you are a shareholder entitled to vote, you may appoint a proxy.

A proxy need not be a shareholder of the Company. Shareholders are encouraged to notify their appointed proxy of the appointment to enable the proxy to participate in the Meeting and to exercise your voting instructions. Appointed proxies will need to contact Computershare Investor Services to obtain their unique email invitation link to vote online. Further details are available in the Online Meeting Guide available at www.computershare.com.au/virtualmeetingguide. We suggest that you appoint the Chairman of the Meeting as your proxy.

If you do not specify a proxy in your completed proxy form, or if the person you appoint as proxy does not participate in the AGM, the Chairman of the Meeting will be taken to be your proxy by default. In accordance with the Corporations Act 2001, any directed proxies that are not voted as directed at the Meeting will automatically default to the Chairman, who is required to vote proxies as directed.

If you are a shareholder entitled to cast two or more votes, you may appoint two proxies and specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes.

Lodging your Proxy Form

Proxies must be received by **10.30 am (AEDT) on Tuesday 25 October 2022**.

The easiest way to appoint a proxy is to do it online at www.investorvote.com.au. If you need your six-digit Control Number and your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), this information is located on the front of your Shareholder Letter/Proxy Form. You will be deemed to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Alternatively, you can lodge your completed and signed Proxy Form (together with any Power of Attorney or other authority under which the appointment was signed, or a certified copy):

- by mail to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001; or
- by fax to: 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia).

Intermediary Online subscribers (custodians) can submit their voting intentions at www.intermediaryonline.com.

Directed and Undirected Proxies

If you appoint a proxy and specify how your proxy is to vote, your proxy must vote the way that you have specified. If you appoint a proxy but do not specify the way your proxy is to vote, your proxy may vote as they choose (subject to the voting restrictions and exclusions outlined in this Notice).

You are encouraged to appoint the Chairman of the Meeting as your proxy and to actively direct your proxy how to vote on each item of business by marking the appropriate boxes on the Proxy Form.

If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you direct the Chairman how to vote on an item of business, the Chairman must vote in accordance with your direction.

If you appoint the Chairman of the Meeting as your proxy or he becomes your proxy by default, and you do not provide any voting directions on your proxy vote, by validly submitting your proxy you will be expressly authorising the Chairman to cast your vote on Items 3, 4(a)

and 4(b) as he sees fit even though these resolutions are connected with the remuneration of the Company's key management personnel (KMP).

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

KMP Voting Restrictions and Exclusions

Under the Corporations Act and ASX Listing Rules, voting restrictions and exclusions apply to the Company's KMP and their closely related parties for Resolutions 3, 4(a) and 4(b). The term "closely related party" in relation to a member of the Company's KMP includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP's closely related parties. Please refer to the Explanatory Notes for further information.

Asking Questions – before and during the Meeting

You can submit questions prior to the Meeting (including questions to the Auditor) at www.investorvote.com.au no later than 10.30 a.m on Tuesday 25 October 2022.

You may also submit your questions and comments during the Meeting, whether you are attending in person or online:

- if you are attending in person – when the Chairman invites questions;
- If you are attending online – by following the instructions in the Online Meeting Guide at www.computershare.com.au/virtualmeetingguide.

Written questions to the Auditor should relate to the content of the Auditor's Report or the conduct of the audit.

The Chairman of the Meeting will endeavour to address as many of the questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that this happens. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10.30 am (AEDT) on Tuesday 25 October 2022, even if they plan to attend online.

In the event of the need to postpone or adjourn the Meeting, the Company will provide an update on the ASX platform and its investor website <https://investors.jbhifi.com.au/annualgeneralmeetings/>.

EXPLANATORY NOTES TO THE ITEMS OF BUSINESS

Item 1: Financial and other reports

The Company's Annual Report 2022 (which includes the Financial Report, the Directors' Report and the Auditor's Report) is available on the Company's investor website at <https://investors.jbhifi.com.au/annual-reports/>. A printed copy of the Annual Report has been sent only to those shareholders who have elected to receive a printed copy.

Whilst shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the reports and the Company's management, businesses, operations, financial performance and prospects, there will be no formal resolution regarding the reports put to the Meeting. The Company's Auditor will also attend the Meeting to answer any questions in relation to the Auditor's Report and the conduct of the audit. Shareholders may also submit questions in advance of the Meeting in accordance with the instructions in this Notice.

2. Re-election of Directors

Background and Further Information

Under Listing Rule 14.5 the Company must hold an election of Directors at each Annual General Meeting.

Mark Powell and Beth Laughton retire by rotation in accordance with the Company's Constitution and Listing Rule 14.4 and offer themselves for re-election as Directors. In the event that a resolution for the re-election of a Director is not passed, that Director will cease to hold office at the end of the Annual General Meeting.

A profile of each candidate seeking re-election as a Director, and any other information that the Company believes to be relevant to the decision on whether or not to elect or re-elect such person, is set out below.

(a) **Mr Mark Powell**

Non-Executive Director

Non-Executive Director BSc (Hons), MSc, MBA (Distinction), BApp.
Theol, MA

Mark was appointed to the Board in March 2017 and is a member of the Audit and Risk Management Committee and the Remuneration and Nominations Committee. Following initial training and experience in underground coal mining, Mark has gained over 30 years' executive experience in retail, logistics and wholesale distribution in the UK, Spain, North America, Australia and New Zealand. This includes being UK Logistics Operations Director for Tesco Plc, running Wal-Mart Canada's logistics operations and CEO of the Warehouse Stationery retail chain in NZ. Mark also spent five years as Group CEO for The Warehouse Group, a NZX listed retail group which includes Noel Leeming, NZ's largest technology and appliances retailer. He was also an advisor to the board of The Good Guys for 18 months prior to its acquisition by JB Hi-Fi. Mark is currently a non-executive director and Chair of the ESG Committee of NZX listed Kiwi Property Group Limited, and a non-executive director of Bapcor Limited and Chair of its Nominations, Remuneration and ESG Committee. In 2021 he also joined the Board of 7-Eleven Australia, the 700+ convenience store chain, serving on both the Strategy and Audit, Compliance & Risk Committees.

The Board considers Mark to be an independent director.

(b) **Ms Beth Laughton**

B.Ec, FAICD, FCA

Non-Executive Director

Beth was appointed to the Board in May 2011, became Chair of the Audit and Risk Management Committee in June 2012, and is also a member of the Company's Remuneration and Nominations Committee. After qualifying as a Chartered Accountant, Beth spent over 25 years in corporate finance, providing mergers and acquisition advice and arranging equity funding for companies in a range of industries including specialty retail. For 12 years her primary focus was on information technology, telecommunications and entertainment. She is also a member of the board of GPT

Funds Management Limited and Chair of its Audit, Compliance & Risk Management Committee, and a non-executive director of Shopping Centres Australasia Property Group and Chair of its Audit, Risk Management and Compliance Committee. Beth was previously a member of the Defence SA Advisory Board, a non-executive director of Port Adelaide Maritime Corporation, a non-executive director and chair of the Audit Committee of both Sydney Ferries and CRC Care Pty Ltd, and a non-executive director of the ASX listed Australand Property Group companies.

The Board considers Beth to be an independent director.

Board Recommendation

Having considered the skills, experience, knowledge and the independence of each candidate (and being of the view that each candidate has sufficient capacity to undertake the duties expected of them by the Company), the Board recommends (with each Director abstaining in respect of their own re-election) that shareholders vote in favour of each of these resolutions. The Chairman will vote all available undirected proxies in favour of these resolutions.

Item 3: Remuneration Report

Background and Further Information

The Directors' Report for the year ended 30 June 2022 (which is contained in the Company's Annual Report) contains a Remuneration Report, which sets out the policy for the remuneration of key management personnel (being the Chairman, the other Non-Executive Directors, the two Executive Directors and the 2 other senior executives classed as KMP in the Company's Remuneration Report).

The Corporations Act requires that a resolution be put to a vote that the Remuneration Report be adopted. The vote is advisory only and does not bind the Company or its Directors. However, when considering the future remuneration arrangements of the Company, the Remuneration & Nominations Committee and the Board will take into account feedback from shareholders in relation to the Company's remuneration strategy, including the discussion and vote on this resolution.

As a result of provisions in the Corporations Act known generally as the "two strikes rule", shareholders should note that the result of the vote on this Item may affect next year's Annual General Meeting. If 25% or more of the votes cast are "against" the adoption of the Remuneration Report at both the 2022 and 2023 Annual General Meetings, the Corporations Act requires a resolution whether to spill the Board to be put to the 2023 AGM. The Directors therefore encourage shareholders to apply the same level of diligence as for the other resolutions being considered at the Meeting in casting their vote on this Item 3.

A summary of the key points in the Remuneration Report is set out below, with further detail available in the full Report which can be found in the Company's Annual Report.

Remuneration overview

The Board recognises that the performance of the Group depends on the quality and motivation of its people, including both the Executive KMP and the 13,000+ employees of the Group across Australia and New Zealand. The Company's remuneration strategy seeks to appropriately reward, incentivise and retain key employees. The Board aims to achieve this by setting competitive remuneration packages ("packages") that include a mix of fixed remuneration and incentives under the Company's Variable Reward Plan ("VRP").

FY2022 remuneration packages – Executive KMP

As previously reported, August 2021 saw the transition of several Executive KMP roles as follows:

- Terry Smart (previously Managing Director – The Good Guys) took over as Group Chief Executive Officer from Richard Murray;
- both Terry Smart and Nick Wells (Group Chief Financial Officer) joined the Board as Executive Directors; and
- Biag Capasso (previously Merchandise Director – The Good Guys) became Managing Director – The Good Guys.

When setting remuneration packages for these Executive KMP upon their promotion or change in role, the Board considered the remuneration levels with reference to external market benchmarks for their new roles, as well as Group performance and the skills and experience required for, and the complexity and responsibilities of, the roles.

Another year of financial and strategic achievement

The 2022 financial year has been an outstanding year for the Group, with management having delivered record revenue (up 3.5%), EBIT (up 6.9%) and EPS (up 8.8%). Sales momentum was strong through the year, with continued heightened consumer demand for consumer electronics and home appliance products. Gross margin improvement, combined with disciplined cost control and sales growth, drove strong EBIT and EPS growth.

These strong results build on the exceptional growth achieved in the previous two financial years, with three year compound annual EPS growth from FY2019 to FY2022 of 30.2%, and EPS and EBIT having more than doubled over this period.

In addition to driving these exceptional financial outcomes, management has also executed on a number of key strategic initiatives aimed at further developing and reinforcing the Group over the longer term. These include further enhancing and growing the Group's online channels, improving supply chain capability, successfully implementing sustainability initiatives and strengthening succession plans through internal talent development.

Executive KMP FY2022 Incentive Achievement

This very strong performance has been reflected in vesting outcomes in respect of FY2022 VRP incentives, with Executive KMP earning between 95% and 96% of rewards available for FY2022.

The VRP scorecard for FY2022 provided that 75% of available rewards were linked to financial measures, primarily Group EPS growth, and 100% of available rewards for financial performance were earned by each Executive KMP. The remaining 25% of available rewards were dependent upon the achievement of various strategic measures deemed relevant for the individual executive, and between 79% and 83% of available rewards for this strategic component were earned by Executive KMP.

As with recent years, 25% of VRP rewards achieved in relation to FY2022 are paid in cash and the remaining 75% of the VRP rewards achieved in relation to FY2022 are delivered in deferred shares. One third of these shares will be released from dealing restrictions in each of August 2023, August 2024 and August 2025, such that the vast majority of VRP rewards will therefore be subject to the share price performance and align Executive KMP with the experience of shareholders over the medium to longer term.

Non-Executive Directors - FY2022 remuneration

Recognising the need to remain competitive in the market in order to continue to attract and retain talented directors, and noting that there had been no increase in non-executive director fees since FY2018, the Board decided to increase fees for the Chairman and other non-executive directors at the beginning of FY2022 by 6%. There were no changes to the fees for Committee membership or chairing a Committee.

Board Recommendation

Noting the interest of each Director, the Board recommends that shareholders vote in favour of this non-binding resolution. The Chairman will vote all available undirected proxies in favour of this resolution.

Voting Exclusion

The Company will disregard any votes cast on Item 3:

- in any capacity by or on behalf of a member of the key management personnel whose remuneration is disclosed in the Remuneration Report or his/her closely related parties; or
- as a proxy by a member of the key management personnel at the date of the Meeting or any of his/her closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Item 3:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman thinks fit, even though the resolution is connected directly or indirectly with the remuneration of the key management personnel of the Company.

Item 4: Approval of allocation of Restricted Shares to Executive Directors

Background and Further Information

The Board believes that a significant portion of Executive remuneration should be linked to sustained growth in long term shareholder wealth. In that regard, the Company operates a Variable Reward Plan (“VRP”) as part of its long term remuneration strategy.

While shareholder approval of the allocation of restricted shares to the Executive Directors pursuant to the VRP is not required under the Listing Rules as the Company will continue its practice of acquiring shares on market to satisfy these allocations, the Company continues to seek shareholder approval as a matter of good governance

Accordingly, shareholder approval is sought for:

- (a) the allocation to Executive Director, Mr Terry Smart, of 56,496 ordinary shares earned by Mr Smart under the Variable Reward Plan during FY2022, the terms and conditions attaching to which are summarised in the Table set out in Appendix 1; and
- (b) the allocation to Executive Director, Mr Nick Wells, of 25,300 ordinary shares earned by Mr Wells under the Variable Reward Plan during FY2022, the terms and conditions attaching to which are summarised in the Table set out in Appendix 2.

If allocated, details of these shares will be published in the Company’s 2023 Annual Report. If shareholders do not approve the allocation, issues may arise with the competitiveness of the total remuneration packages of Mr Smart and Mr Wells and alignment of rewards with other senior executives in the Group. The Board would then need to consider alternative remuneration arrangements for Mr Smart and Mr Wells which are consistent with the Company’s remuneration principles, including providing a cash amount to each up to the value of the earned incentive component of his total FY2022 remuneration package in lieu of the allocation of the restricted shares.

Board Recommendation

The Board (other than Mr Smart and Mr Wells) recommend that shareholders vote in favour of these resolutions. The Chairman will vote all available undirected proxies in favour of these resolutions.

Voting Exclusion

The Company will disregard any votes cast in favour of Item 4(a) or 4(b):

- in any capacity, by or on behalf of Mr Smart and Mr Wells and any of their associates; and
- as a proxy by a member of the key management personnel at the date of the Meeting or any of their closely related parties,

unless the vote is cast on Item 4(a) or 4(b):

- as proxy or attorney for a person entitled to vote on Item 4(a) or 4(b) in accordance with a direction given to the proxy or attorney to vote on Item 4(a) or 4(b) in that way; or
- as proxy for a person entitled to vote on the resolution by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman thinks fit, even though the resolution is connected directly or indirectly with the remuneration of the key management personnel of the Company; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of the Voting Exclusions above, the key management personnel (“KMP”) are the Chairman, the other Non-Executive Directors, Mr Smart and Mr Wells as Executive Directors, and the 2 other senior executives classed as KMP in the Company’s Remuneration Report.

The term ‘closely related party’ is defined in the Corporations Act 2001 and “associate” has the meaning given in the ASX Listing Rules. Both terms include a spouse, dependants and certain other close family members, as well as any companies controlled by the KMP.

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Appendix 1: Summary of Restricted Shares to be allocated to T. Smart

Number and value of restricted shares earned	<p>Approval is being sought for the allocation to Mr Smart of \$2,487,188 worth of restricted shares, being Mr Smart's FY2022 VRP award. Based on the volume weighted average price of shares traded on the ASX in the 5 trading days immediately following the release of the Company's FY2022 financial results (\$44.02), this amounts to 56,496 restricted shares.</p> <p>This amount represents 95% of the shares that could have been earned by Mr Smart under the FY2022 VRP, based on Mr Smart's incentive achievement outcomes against the relevant KPIs (see below for further detail).</p>
Achievement against KPIs	<p>Under the VRP for FY2022 for Mr Smart, performance was assessed against a scorecard of robust measures, with:</p> <ul style="list-style-type: none"> • 75% of the available rewards under the plan based on Group EPS growth; and • 25% of the available rewards under the plan based on strategic measures approved by the Board and aligned with the Group's long term corporate plans. <p>Overall, based on performance in FY2022, Mr Smart achieved 95% of the available incentive.</p> <p>Details of the composition and achievement of targets/measures for FY2022 are set out in Appendix 3.</p> <p>Restricted shares are not subject to any additional performance-based vesting conditions during the restriction period.</p>
Price payable on allocation	<p>No amount will be payable by Mr Smart in respect of the allocation of the Restricted shares.</p>
Restrictions	<p>Following allocation, the restricted shares will be held on trust for Mr Smart in the JB Hi-Fi Employee Share Trust. Mr Smart will be restricted from transferring, selling, gifting, encumbering, granting security over, or hedging the restricted shares until the relevant restriction period has ended as follows:</p> <ul style="list-style-type: none"> • one third will cease to be subject to restriction one year after allocation (August 2023); • one third will cease to be subject to restriction two years after allocation (August 2024); and • one third will cease to be subject to restriction three years after allocation (August 2025). <p>The effective allocation date for the purpose of these restriction periods will be 16 August 2022 (the date following the release of the Company's FY2022 results).</p>
Minimum Shareholding Policy	<p>Mr Smart is subject to the Group's Minimum Shareholding Policy for Group Executives which requires Mr Smart to hold shares equal in value to 1.5 times fixed annual remuneration within 5 years of his appointment as Group CEO in August 2021. Based on the Company's share price on 31 August 2022, the value of Mr Smart's current shareholding significantly exceeds this amount.</p>
Dividends and Votes	<p>Whilst the restricted shares are subject to the restrictions set out above, Mr Smart is still entitled to receive the dividends on the shares (and associated franking credits) and to exercise the votes on those shares. Mr Smart is also entitled to participate in any bonus or rights issue in respect of the restricted shares, although any share issued under any bonus issue</p>

	in respect of any restricted share will also be restricted until the end of the relevant restriction period.
Clawback	Restricted shares are subject to clawback at the Board's discretion in the event of fraud, dishonesty, material misstatement, material breach or negligence by Mr Smart and in certain other circumstances.
Cessation of employment	<p>If Mr Smart ceases to be employed during the restriction period he will, subject to the Board's discretion:</p> <ul style="list-style-type: none"> • forfeit the restricted shares if he is a "bad leaver" (termination for cause or resignation to work for a competitor); • retain the restricted shares, subject to the restrictions, if he is a "good leaver" (retirement, redundancy, disablement, mental/terminal illness or death). <p>The treatment of restricted shares if Mr Smart leaves during the restriction period in other circumstances is at the Board's discretion.</p>
Trading restrictions	The trading restrictions set out in the Company's Securities Trading Policy will apply to any shares acquired under the VRP, even when the restriction period has ended.
Board Discretion	The Board has broad discretions under the VRP Rules in respect of: the forfeiture of awards; the treatment of awards in the event of a change of control of the Company, reorganisation of the issued share capital of the Company, or disposal of material assets by the Company; and in certain other circumstances including those summarised above.

Appendix 2: Summary of Restricted Shares to be allocated to N. Wells

Number and value of restricted shares earned	<p>Approval is being sought for the allocation to Mr Wells of \$1,113,820 worth of restricted shares being Mr Wells' FY2022 VRP award. Based on the volume weighted average price of shares traded on the ASX in the 5 trading days immediately following the release of the Company's FY2022 financial results (\$44.02), this amounts to 25,300 restricted shares.</p> <p>This amount represents 96% of the shares that could have been earned by Mr Wells under the FY2022 VRP, based on Mr Wells' incentive achievement outcomes against the relevant KPIs (see below for further detail).</p>
Achievement against KPIs	<p>Under the VRP for FY2022 for Mr Wells, performance was assessed against a scorecard of robust measures, with:</p> <ul style="list-style-type: none"> • 75% of the available rewards under the plan based on Group EPS growth; and • 25% of the available rewards under the plan based on strategic measures approved by the Board and aligned with the Group's long term corporate plans. <p>Overall, based on performance in FY2022, Mr Wells achieved 96% of the available incentive.</p> <p>Details of the composition and achievement of targets/measures for FY2022 are set out in Appendix 3.</p> <p>Restricted shares are not subject to any additional performance-based vesting conditions during the restriction period.</p>
Price payable on allocation	<p>No amount will be payable by Mr Wells in respect of the allocation of the Restricted shares.</p>
Restrictions	<p>Following allocation, the restricted shares will be held on trust for Mr Wells in the JB Hi-Fi Employee Share Trust. Mr Wells will be restricted from transferring, selling, gifting, encumbering, granting security over, or hedging the restricted shares until the relevant restriction period has ended as follows:</p> <ul style="list-style-type: none"> • one third will cease to be subject to restriction one year after allocation (August 2023); • one third will cease to be subject to restriction two years after allocation (August 2024); and • one third will cease to be subject to restriction three years after allocation (August 2025). <p>The effective allocation date for the purpose of these restriction periods will be 16 August 2022 (the date following the release of the Company's FY2022 results).</p>
Minimum Shareholding Policy	<p>Mr Wells is subject to the Group's Minimum Shareholding Policy for Group Executives which requires Mr Wells to hold shares equal in value to 1 times fixed annual remuneration within 5 years the adoption of this policy in July 2018. Based on the Company's share price on 31 August 2022, the value of Mr Wells' current shareholding significantly exceeds this amount.</p>
Dividends and Votes	<p>Whilst the restricted shares are subject to the restrictions set out above, Mr Wells is still entitled to receive the dividends on the shares (and associated franking credits) and to exercise the votes on those shares. Mr Wells is also entitled to participate in any bonus or rights issue in respect of the restricted shares, although any share issued under any bonus issue in respect of any restricted share will also be restricted until the end of the</p>

	relevant restriction period.
Clawback	Restricted shares are subject to clawback at the Board's discretion in the event of fraud, dishonesty, material misstatement, material breach or negligence by Mr Wells and in certain other circumstances.
Cessation of employment	<p>If Mr Wells ceases to be employed during the restriction period he will, subject to the Board's discretion:</p> <ul style="list-style-type: none"> • forfeit the restricted shares if he is a "bad leaver" (termination for cause or resignation to work for a competitor); • retain the restricted shares, subject to the restrictions, if he is a "good leaver" (retirement, redundancy, disablement, mental/terminal illness or death). <p>The treatment of restricted shares if Mr Wells leaves during the restriction period in other circumstances is at the Board's discretion.</p>
Trading restrictions	The trading restrictions set out in the Company's Securities Trading Policy will apply to any shares acquired under the VRP, even when the restriction period has ended.
Board Discretion	The Board has broad discretions under the VRP Rules in respect of: the forfeiture of awards; the treatment of awards in the event of a change of control of the Company, reorganisation of the issued share capital of the Company, or disposal of material assets by the Company; and in certain other circumstances including those summarised above.

Appendix 3: Composition and achievement of targets/measures for FY2022 VRP award

MEASURE	OUTCOME	T. Smart	N. Wells
FINANCIAL (75%)			
Group EPS	30.2% 3 year EPS CAGR from FY2019. EPS for FY2022 was 479.5 cents per share compared to 217.4 cents per share in FY2019.	Above Target	Above Target
Financial outcome		100%	100%
STRATEGIC (25%)			
Group / Divisional OHS	<p>Strong results in OHS metrics as set out in the Sustainability Report (including 21% reduction in Lost Time Injury Frequency Rate in the JB Hi-Fi store network and 6% reduction in Lost Time Injury Frequency Rate in the Good Guys store network), and rollout of key strategic OHS initiatives including:</p> <ul style="list-style-type: none"> • provision of a comprehensive program of mental health & wellbeing training; • enhancement of training on the management of aggressive customers and shoplifters, on the shopfloor and over the phone; and • review and revision of Covid-19 Management and Response Plan. 	At Target	At Target
Diversity & Inclusion	<p>Improvement in diversity statistics (including increase in female Senior Managers across the Group from 18% to 21%) and implementation of strategic Diversity & Inclusion initiatives including:</p> <ul style="list-style-type: none"> • expansion of the Group's Diversity and Inclusion Strategy; • measurable goals set to build a talent pipeline of female team members; • launch of "Speak Up" initiative to create an environment where team members can bring forward any concerns relating to inclusion, respect, and safety in the workplace; • embedding of the Group's Flexible Work Policy; and • enhancements to the Group's Parental Leave Policy, moving from paid maternity leave program to paid parental leave program to support all primary carers regardless of gender, and doubling the period of paid leave from six weeks to 12 weeks. 	At Target	At Target
Succession / Talent	<p>Several internal promotions to senior management positions and implementation of strategic Succession/Talent initiatives including:</p> <ul style="list-style-type: none"> • development of succession framework; • ongoing embedding of the Group's Competency Framework across the businesses, designed to identify key behavioural competencies specific to each role type within the businesses and assist in 	At Target	At Target

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MEASURE	OUTCOME	T. Smart	N. Wells
	<p>identifying and growing diverse talent in a structured and measurable way; and</p> <ul style="list-style-type: none"> store roles were reorganised within the JB Hi-Fi business aimed at improving talent pipeline and diversity mix within stores. 		
Group Strategic Initiatives	<p>Significant strategic initiatives implemented including:</p> <ul style="list-style-type: none"> developed turnaround/growth plan for the JB Hi-Fi NZ business, including appointment of new Managing Director; ongoing implementation of long term growth initiatives, including new product lines, "multichannel", and supply chain initiatives; successful Off-Market Share Buy-Back in April 2022; and identification and evaluation of potential growth opportunities. 	At Target	At Target
Investor Relations	<p>Strong investor relations engagement in a challenging climate.</p> <p>For the CFO, led strong investor engagement on financial performance and ESG issues.</p>	At Target	Above Target
Risk Management / Sustainability	<p>Lead the Group's Risk Management & Sustainability Teams, including implementation of strategic Risk Management/Sustainability initiatives including;</p> <ul style="list-style-type: none"> continuing to lead the Group's response to Covid-19; implementation of initiatives to achieve "net zero" target (Scope 1 and 2) by 2030, including identification and implementation of energy reduction initiatives in store network, e.g installation of solar panels and LED lights at certain stores; revision and enhancement of the Group's Ethical Sourcing Policy, including the requirement for social compliance auditing; and implementation of waste management initiatives and roll-out of the Group's sustainable packaging strategy for private label products. 	n/a	At Target
	Strategic outcome	79%	83%
	FINAL OUTCOME (% of maximum)	95%	96%

JB HI-FI

JB Hi-Fi Limited

ABN 80 093 220 136

JBH

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 302 417 (within Australia)
+61 3 9415 4136 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEDT) on Tuesday, 25 October 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of JB Hi-Fi Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of JB Hi-Fi Limited to be held at RACV City Club, 501 Bourke Street, Melbourne, VIC 3000 and as a virtual meeting on Thursday, 27 October 2022 at 10:30am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3, 4a and 4b (except where I/we have indicated a different voting intention in step 2) even though Items 3, 4a and 4b are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3, 4a and 4b by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2a Re-election of Mr Mark Powell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b Re-election of Ms Beth Laughton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4a Approval of allocation of restricted shares to Mr Terry Smart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4b Approval of allocation of restricted shares to Mr Nick Wells	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

J B H

2 9 1 4 9 3 A



Computershare

