

For personal use only

J B
HI-FI

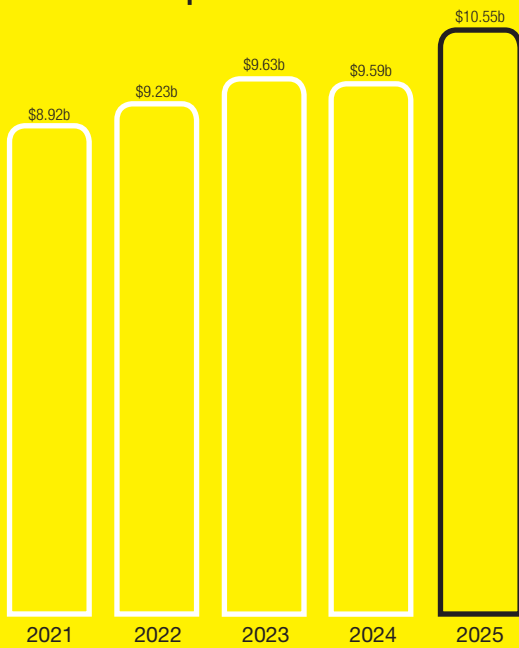
ANNUAL REPORT
2025

Financial Summary

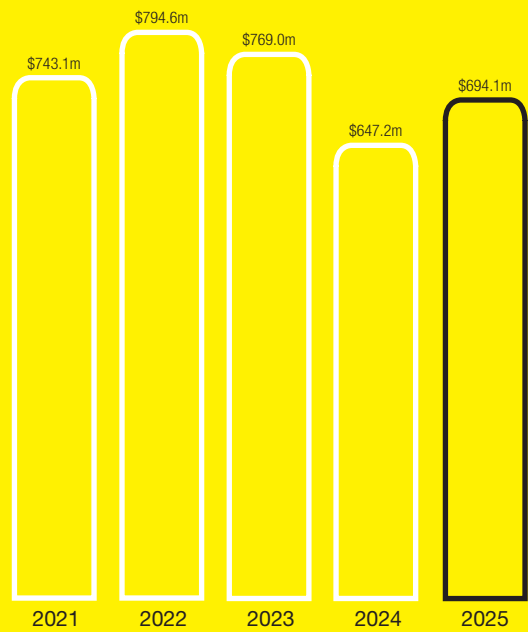
FINANCIAL PERFORMANCE

	2021	2022	2023	2024	2025
Sales	\$8.92b	\$9.23b	\$9.63b	\$9.59b	\$10.55b
EBIT	\$743.1m	\$794.6m	\$769.0m	\$647.2m	\$694.1m
NPAT ¹	\$506.1m	\$544.9m	\$524.6m	\$438.8m	\$462.4m
Earnings per share ¹	440.8cps	479.5cps	479.9cps	401.4cps	423.0cps
Ordinary dividend - fully franked	287cps	316cps	312cps	261cps	275cps
Special dividend - fully franked	-	-	-	80cps	100cps

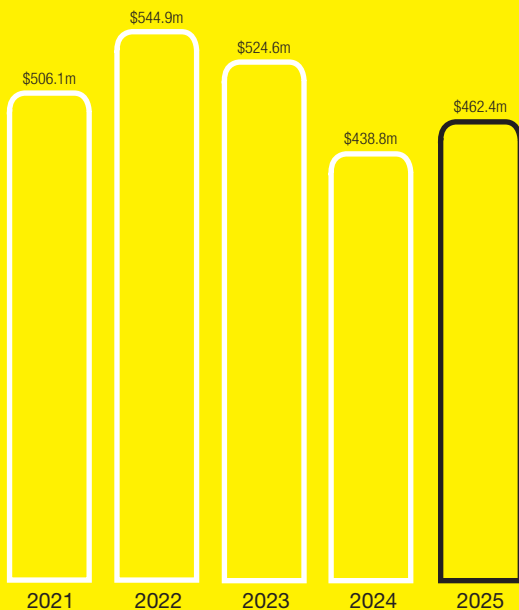
Sales \$10.55b



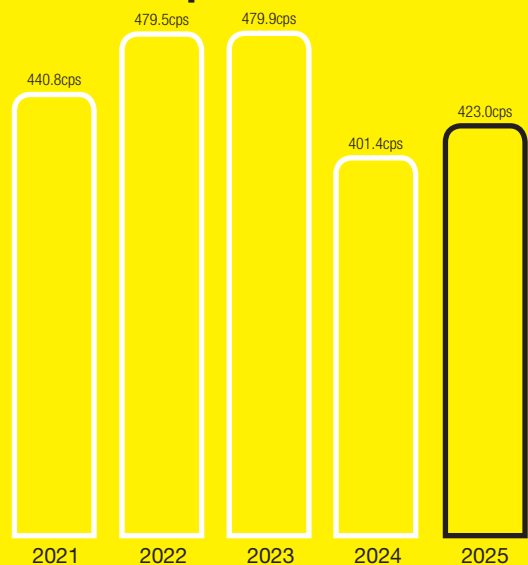
EBIT \$694.1m



NPAT¹ \$462.4m



Earnings per share¹ 423.0cps



¹ Attributable to the owners of JB Hi-Fi Limited

Chair and Group Chief Executive Officer's Report

Dear fellow shareholder,

FY25 was another strong year of sales and earnings for JB Hi-Fi Limited and its subsidiaries (the "Group"), as we built on the momentum of the previous year.

The Group stayed focused on its core proposition of driving great value and delivering consistently high levels of customer service which continued to resonate with our customers.

We are grateful to our over 16,000 team members whose support and commitment ensure the ongoing success of the business.

Group Overview

The Group comprises three iconic retail brands: JB Hi-Fi, with a focus on Technology and Consumer Electronics, The Good Guys, with a focus on Home Appliances and Consumer Electronics and, from September 2024, e&s, with a focus on Premium Home Appliances and Bathroom products.

The value proposition for each brand centres around ranging the best brands at low prices supported by exceptional customer service across our 348 store network, online and over the phone channels, and through our commercial business.

The Group model is underpinned by four key competitive advantages being:

- scale and diversification;
- low cost operating model, evidenced by the Group's low cost of doing business ("CODB");
- multichannel capability; and
- people and culture.

It continues to be an integral part of the Group's strategy to innovate and diversify in new products, online, supply chain, merchandising formats, advertising and property locations in a controlled and responsible manner. This approach provides opportunities to increase revenue, margin and productivity.

Generating sustainable long-term growth

The Group's FY25 Sustainability Report outlines our commitment to having a positive impact on our people, communities and environment.

The Group is committed to:

- supporting our people and ensuring a safe, inclusive and respectful workplace, whilst always looking for ways to provide our team members with flexibility and opportunities to grow and develop;

- making a positive impact in the communities in which our team members live and work, and working with our supply partners to protect and further human rights; and
- minimising the impact that our operations may have on the natural environment, and pro-actively reducing our waste and emissions.

The Group is pleased with the progress made across these key areas of focus, which in FY25 included:

- 40% of the Group's energy now coming from renewable sources, and a 32% decrease in the Group's Scope 1 and 2 emissions from its FY20 baseline year, as the Group continues to work towards net-zero direct (scope 1 and 2) carbon emissions by 2030;
- continued investment in our teams, with 1,333 leaders completing a leadership development course and 129 managers completing the women in leadership training program;
- recycling 9,632 tonnes of e-waste, collected through recycling kiosks in JB Hi-Fi and The Good Guys stores, and scrap metal from appliances, collected from customers' homes;
- launch of a waste diversion target, with the Group working towards achieving 80% waste diversion by 2030; and
- workplace giving donations totalling \$4.6 million in FY25 and \$44.0 million since inception.

The FY25 Sustainability Report can be found on the Group's investor website (<https://investors.jbhifi.com.au/>).

Management alignment with Shareholders

The relationship between the Board and management is strong and remains engaging and constructive.

The Board firmly believes that equity participation for management, through the Group's share ownership-based remuneration schemes, creates strong alignment with shareholders and is a critical tool in attracting new management, retaining existing management and rewarding performance.

Further information about the Group's remuneration schemes is included in the Remuneration Report.

FY25¹ Trading Performance

The Group reports for the 12 months ending 30 June 2025, total sales of \$10.55 billion, was up 10.0%, earnings before interest and tax (EBIT)² was up 7.3% to \$694.1 million, net profit after tax (NPAT)^{2,3} was up 5.4% to \$462.4 million and earnings per share (EPS)^{2,3} was up 5.4% to 423.0 cps.

On an underlying basis, excluding the one-off \$13.7 million expense in FY25 relating to the resolution of the ACCC proceedings against The Good Guys, EBIT was up 9.4% to \$707.8 million, NPAT³ was up 8.5% to \$476.1 million and EPS³ was up 8.5% to 435.5 cps.

A summary of the performance of each of the Group's businesses is set out below.

JB Hi-Fi Australia

Total sales increased by 7.5% to \$7.10 billion, with comparable sales up 7.2%, driven by continued customer demand, new product releases, and well-executed promotional activity.

The key growth categories were Mobile Phones, Small Appliances, Computers and Games Hardware, particularly in Q4 with the launch of Nintendo Switch 2. Online sales increased by 16.4% to \$1.19 billion or 16.8% of total sales.

Gross profit increased by 6.4% to \$1.56 billion with gross margin down 21 bps to 22.0%, driven by sales mix and ongoing competitive activity. CODB was 12.4%, down 19 bps, and in absolute terms grew 5.8%, with disciplined cost control throughout the year. The business's low CODB remains a competitive advantage and is maintained through a continued focus on productivity, minimising unnecessary expenditure and leveraging scale.

EBIT increased by 8.0% to \$530.3 million with EBIT margin up 3 bps to 7.5%.

JB Hi-Fi New Zealand

Total sales increased by 20.8% to NZD396.3 million, with comparable sales up 9.2%. The key growth categories were Mobile Phones, Computers, Audio and Small Appliances. Online sales increased by 48.1% to NZD63.0 million or 15.9% of total sales.

Gross profit increased by 21.3% to NZD67.3 million with gross margin up 6 bps to 17.0%. CODB was 14.7%, down 86 bps, and in absolute terms grew 14.1%, with disciplined cost control throughout the year and continued investment in new stores and strategic initiatives.

EBIT was negative NZD0.2 million, up NZD2.0 million.

The Good Guys

Total sales increased by 6.9% to \$2.87 billion, with comparable sales up 6.5%. The key growth categories were Floorcare, Portable Appliances, Cooking and Computers. Online sales increased by 9.9% to \$425.4 million or 14.8% of total sales.

Gross profit increased by 8.2% to \$672.4 million with gross margin up 28 bps to 23.5%. CODB was 14.6%, up 65 bps, and in absolute terms grew 11.9%. Underlying CODB⁴ was 14.2%, up 17 bps, and in absolute terms grew 8.2%, with an investment in store wages to support increased store traffic.

EBIT increased by 1.1% to \$159.8 million, with EBIT margin down 32 bps to 5.6%. Underlying EBIT⁴ was up 9.7% to \$173.5 million, with EBIT margin up 15 bps to 6.1%.

ACCC Proceedings

On 23 June 2025, the Group announced that, subject to Federal Court approval, The Good Guys had reached agreement with the Australian Competition and Consumer Commission (ACCC) to resolve the court proceedings commenced by the ACCC in July 2024.

The proceedings related to the advertising and fulfilment of certain store credit & StoreCash promotions conducted by The Good Guys between July 2019 to August 2023.

The agreed resolution requires The Good Guys to pay a pecuniary penalty of \$13.5 million and contribute \$0.2 million to the ACCC's costs related to the proceeding and conduct a remediation program for certain customers.

The Good Guys takes its compliance with the law very seriously and worked cooperatively with the ACCC to resolve the matter. The Good Guys has always sought to provide value and benefits to its customers and has always prided itself on its high levels of trust with consumers.

e&s

On 2 September 2024, the Group completed the acquisition of 75% of e&s, a highly complementary premium home appliance and bathroom retailer. For the period of ownership, total sales were up 5.2% to \$225.2 million, with comparable sales up 4.2%. Sales growth was driven by the Commercial division.

EBIT was \$4.2 million, in line with the Group's expectations, with EBIT margin at 1.9%.

¹ All FY25 Group results include e&s results for the period of ownership (2 September 2024 to 30 June 2025)

² Statutory results. Excluding the one-off \$13.7 million expense in FY25 relating to the resolution of the ACCC proceedings against The Good Guys, EBIT was up 9.4% to \$707.8 million, NPAT was up 8.5% to \$476.1 million and EPS was up 8.5% to 435.5 cps

³ Attributable to the owners of JB Hi-Fi Limited

⁴ Underlying CODB and EBIT exclude the one-off \$13.7 million expense in FY25 relating to the resolution of the ACCC proceedings against The Good Guys

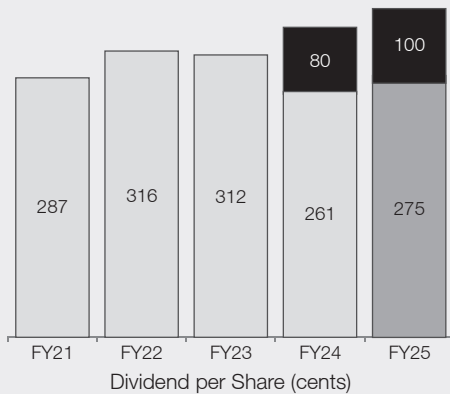
Group Balance Sheet, Capital Management and Dividends

As a result of the Group's continued strong financial performance and cashflow generation, the Group has an elevated net cash position and a significant franking credit balance. Taking this into account, the Board has declared:

- a final dividend of 105 cents per share (cps) fully franked, up 2 cps or 1.9%, bringing the total ordinary dividend to 275 cps, up 14 cps or 5.4% and representing 65% of NPAT³; and
- a special dividend of 100 cps fully franked.

The combined final dividend and special dividend will distribute \$224 million to shareholders.

FY25 Ordinary Dividend of 275 cps and Special Dividend of 100 cps



The Board have reviewed the Group's capital structure and will increase the dividend payout ratio from 65% to a range of 70-80% of NPAT³ from FY26.

The capital management initiatives reflect the Board's commitment to maximising returns to all shareholders, whilst maintaining an optimal capital structure that provides the Group with balance sheet capacity to invest in organic and inorganic opportunities.

Group CEO Transition

On 3 October 2025, Group Chief Executive Officer, Terry Smart, will retire from the Group and be succeeded by Nick Wells (currently Group Chief Operating Officer).

On behalf of our shareholders, the Board would like to express its thanks and appreciation to Terry for his significant contribution to the Group over many years since joining in 2000. Since his reappointment as Group CEO in 2021, the Group has seen significant growth in sales and profit and its share price rise to record levels. The board and wider team are sorry to see Terry go and wish him all the best for the future.

The Board is delighted in having a candidate of the calibre of Nick within our own ranks and we look forward to him applying his considerable talents to the role and putting his own stamp on the Group while continuing with the current strategy.

Non-Executive Director Changes

On 15 August 2025, the Group announced that Beth Laughton will retire from the Board at the conclusion of the Company's Annual General Meeting on 30 October 2025 and that Sheila Lines has been appointed as a non-executive director with effect from 15 August 2025.

Sheila has been appointed to the Board as an additional appointee ahead of the Company's next Annual General Meeting in October 2025 and will stand for election at that Meeting. Sheila will also join the Company's Audit & Risk Management Committee from the date of her appointment.

Geoff Roberts will take over from Beth as Chair of the Company's Audit and Risk Management Committee on Beth's retirement.

On behalf of the Board, we would like to thank Beth for her significant contribution to the Group's success over the past 14 years, particularly in her role as Chair of the Audit & Risk Management Committee.

Looking forward, we are delighted to welcome Sheila to the Board. She brings both retail experience and financial acumen and her skills will complement those of our existing directors. The board is very much looking forward to working with her.

Outlook

July sales were in line with the Group's expectations. It was pleasing to see sales momentum continue into July, supported by new product launches and an improved stock position.

As always, the retail market remains uncertain, but the team's unwavering focus on the customer, their ability to adapt and innovate and our focus on driving best value in our categories will ensure our brands remain top of mind with shoppers.

We look forward to another successful year in FY26.

Stephen Goddard
Chair

Terry Smart
Group Chief Executive Officer

20 August 2025

Annual Report

for the financial year ended **30 June 2025**

	Page
Governance statement	5
Directors' report	15
Operating and financial review	20
Remuneration report	34
Auditor's independence declaration	51
Independent auditor's report	52
Directors' declaration	56
Statement of profit or loss	57
Statement of profit or loss and other comprehensive income	58
Balance sheet	59
Statement of changes in equity	60
Statement of cash flows	61
Notes to the financial statements	62
Consolidated entity disclosure statement	94
Additional securities exchange information	95

GOVERNANCE STATEMENT

JB Hi-Fi Limited (“the Company” or “JB Hi-Fi”) recognises the importance of governance matters and the Board continually reviews and monitors developments in corporate governance which are relevant to the Group (being the consolidated entity consisting of the Company and the entities it controls). The Company’s Governance Statement is set out below. The Company also recognises the importance of environmental and social matters to its shareholders, suppliers and customers and has released its 2025 Sustainability Report to the ASX at the same time as this Report.

CORPORATE GOVERNANCE STATEMENT

The directors and management of the Group are committed to ensuring that the Group’s business is conducted ethically and in accordance with high standards of corporate governance.

The Board believes that:

- the Group’s policies and practices comply in all material respects with the 4th edition of the ASX Corporate Governance Council Principles and Recommendations (the “ASX Recommendations”); and
- during the 2025 financial year, the Company has been compliant with the spirit of the principles contained in the ASX Recommendations, noting that, as documented in the sections of this Governance Statement entitled “Code of Conduct”, “Whistleblower Policy and Anti-Bribery, Corruption & Fraud Policy” and “Diversity”, Group policies did not apply to the e&s business (acquired in September 2024) for the whole of the 2025 financial year.

This Corporate Governance Statement has been approved by the Board and is effective as at 11 August 2025.

THE BOARD

Role

The primary role of the Board is to protect and enhance long-term sustainable shareholder value. The Board is accountable to shareholders for the performance of the Company, and it directs and monitors the business and affairs of the Group on behalf of shareholders.

The Board’s responsibilities include: overseeing the business and affairs of the Group and demonstrating leadership of the Group; setting (in consultation with management) the strategic and financial objectives of the Group and overseeing management’s implementation of these objectives; overseeing the reliability, adequacy and integrity of the Group’s accounting, financial management, financial reporting and disclosure practices and systems; approving the Group’s financial statements, Annual Report, Sustainability Report and Modern Slavery Statement; overseeing disclosures to the ASX; approval of dividends and other capital management initiatives; approving the appointment of the external auditor; ensuring that the Group has an appropriate risk management framework (for both financial and non-financial risk); setting the risk appetite within which management is expected to operate; establishing a procedure for the selection, appointment and performance review of directors; making recommendations to shareholders regarding the election and re-election of directors; approving the adoption of the Group’s major corporate governance policies; approving the appointment and replacement of senior executives including the Group Chief Executive Officer; monitoring the performance of management and, where required, challenging management and holding it to account; approving the Group’s remuneration framework and satisfying itself that the Group’s remuneration policies are aligned with the Group’s values, strategic objectives and risk appetite; approving the Group’s Statement of Values, Code of Conduct and other relevant documents so as to underpin the desired culture within the Group; establishing measurable objectives with regard to gender diversity within the Group and reviewing progress towards achieving them; oversight of the Group’s plans, actions and reporting in relation to environmental and social risks and opportunities (including health & safety, diversity & inclusion, waste management, packaging, climate action, ethical sourcing and community investment); and approving the Group’s key sustainability policies.

The Group Chief Executive Officer, who is accountable to the Board, is responsible for managing, directing and promoting the profitable operation and development of the Group.

A copy of the Board Charter can be found on the Company’s investor website at <https://investors.jbhifi.com.au/constitution-and-charters>.

Composition of the Board / Selection and appointment of directors

Details of each of the directors are set out on pages 15 and 16 of this Report.

The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, knowledge and perspectives to enable it to carry out its obligations and responsibilities.

GOVERNANCE STATEMENT (continued)

The Board believes that having a range of different skills, backgrounds, experience and genders ensures a diversity of viewpoints which facilitates effective governance and decision making.

The Company believes that skills and experience in the areas listed in the matrix below are desirable for the Board to perform its role effectively. The Board considers that its current composition possesses an effective blend of these skills and experience which enables it and its Committees to effectively govern the business, operate effectively and add value in the context of the Company's strategy.

Skill/Experience	Description	No. of Directors
Executive/Management Experience	Holds or held an executive leadership position in a publicly listed company or large professional services firm.	9/9
Retail	Holds or held an executive leadership position in a publicly listed or large private retail company, has extensive experience in retail consulting/advisory, or has been a Non-Executive Director of a publicly listed or large private retail company for at least 3 years.	9/9
Financial Acumen	Professional accounting qualifications, experience as the CEO, CFO or Chair of the Audit Committee of a publicly listed company or large private company, or membership of the Audit Committee of at least two publicly listed companies.	9/9
Property	Holds or held an executive leadership position with specific, or ultimate, responsibility for property in a large retailer or is/was a NED of a publicly listed or large private property company.	6/9
Online/Digital	Holds or held an executive leadership position in a digital or technology company or having ultimate responsibility for, or specific focus on, online/digital in a publicly listed company or large private retail company, or extensive experience in online/digital consulting/advisory.	7/9
Other Listed Board Experience/Governance	Is, or has been, a director of one or more other publicly listed companies for at least one year (other than JB Hi-Fi Limited).	7/9
Risk Management	Membership of the risk management committees of at least two publicly listed companies, or executive experience anticipating and identifying risks and monitoring the effectiveness of both financial and non-financial risk management frameworks and controls.	8/9
People & Culture	Experience as a Chair, NED, CEO or senior executive in a publicly listed or large private company or a professional services firm in overseeing workplace culture, people management, development and succession planning, setting remuneration frameworks and promoting diversity & inclusion.	9/9
Strategy/Mergers & Acquisitions/Capital Management	Experience in a publicly listed company, large private company or large professional services firm in understanding and defining strategic objectives, assessing business plans, mergers & acquisitions and/or capital management.	9/9
Sustainability, Corporate Social Responsibility and Community Engagement	Understanding and experience in social responsibility and sustainability initiatives, management of workplace health & safety, community relations/workplace giving.	9/9

The Company maintains a majority of non-executive directors on its Board. The Board currently comprises nine directors, being seven non-executive directors, including the Chairman, and two executive directors, being the Group Chief Executive Officer and the Group Chief Operating Officer. The Company has written agreements with each director setting out the terms of their appointment. Apart from the Group Chief Executive Officer, directors are subject to shareholder re-election by rotation at least every three years. The Company provides shareholders with all material information in its possession relevant to the election or re-election of a director.

A copy of the Company's Board Composition & Succession Policy, which includes the procedure for the selection and appointment of directors, can be found on the Company's investor website at <https://investors.jbhifi.com.au/policies>. The Board will undertake appropriate checks before appointing any person, or putting forward to shareholders a candidate for election, as a director, including checks to ensure that the candidate has sufficient capacity to perform the role.

Details of the directors as at the date of this Report, including further information about their experience, expertise and term of office, are set out in the Directors' Report.

Independence

The Company considers that each of its directors (including the Chairman) is independent, with the exception of Terry Smart (Group Chief Executive Officer) and Nick Wells (Group Chief Operating Officer).

The Board regards directors as independent directors if they: do not have a material relationship with the Company other than solely as a result of being a director; are independent of management; and do not have any business or other relationship that could compromise the independent exercise of their judgement and their ability to act in the best interests of the Company. The independence of each director is considered on a case-by-case basis.

Richard Uechtritz was Chief Executive Officer of the Company between July 2000 and May 2010 and a consultant to the Company from May 2010 to November 2013. Given the passage of time, the Board is of the opinion that Richard is an independent director, and that neither these previous roles, nor his relationship with current management, compromises his ability to exercise independent, unfettered judgement or act in the best interests of the Company.

Beth Laughton is a non-executive director of Region Group which has an ownership interest in one shopping centre in which the Group leases a store. The Board is, and throughout the year has been, of the opinion that Beth is an independent director on the basis that individual leasing arrangements within the Group and Region Group are generally determined at a managerial level rather than board level. In addition, the Company's internal protocols provide that Beth will be excluded from any discussion and decision making where any conflict of interest arises between her role as a director of the Company and of Region Group.

Geoff Roberts was previously a partner at Deloitte until 2015. During the period that Geoff was a partner, Deloitte were the appointed auditors of the Group, however at no stage during the term of his partnership was Geoff involved in the provision of audit or other services to the Group. The Board is therefore of the opinion that Geoff is an independent director.

Conflict of interest

Directors must keep the Board advised, on an ongoing basis, of any interests that could potentially conflict with those of the Company. Directors are required to promptly disclose to the Board interests in contracts, other directorships or offices held, possible related party transactions and any other material personal interests in a matter relating to the Company's affairs. If a material conflict of interest arises, the director concerned does not receive the relevant Board papers, is not present at the meeting whilst the item is considered and takes no part in decision making in relation to that item.

Board meetings

The Board meets regularly, dependent on business requirements. Prior to any meeting, the directors receive all necessary Board papers. As well as holding regular Board meetings, the Board also meets to comprehensively review business plans and the strategy of the Group.

Access to information and independent advice

Each director has the right of access to all relevant Company information and to the Group's executives. Subject to prior consultation with the Chairman, each director may seek independent professional advice at the Company's expense.

Professional development of directors

The Company recognises the need for its directors to develop and maintain the skills and knowledge needed to perform their roles as directors effectively. The Company periodically reviews the need for directors to undertake professional development to maintain the skills and knowledge necessary to perform their roles. This includes, where necessary, management (including the Group Chief Financial Officer and the Company Secretary & General Counsel) and external advisors providing the directors with briefings and advice on developments in both the law and current practice in areas relevant to the Company and their role as directors (including, for example, corporate governance, accounting and remuneration). Individual directors also take advantage of professional development opportunities provided by third parties such as the Australian Institute of Company Directors and major accounting and legal firms.

The Company also has an induction program for new directors.

BOARD COMMITTEES

Details of the Committees established by the Board are set out below.

Audit and Risk Management Committee

The Board has an Audit and Risk Management Committee.

The Audit and Risk Management Committee is charged primarily with assisting the Board in its:

- oversight of the reliability, adequacy and integrity of the Group's financial management, financial reporting and disclosure, its related non-financial reporting and disclosure practices, and its financial reporting framework;
- oversight of the independence, performance, appointment and removal of the external auditor;
- review of the Group's policies on risk oversight and management, including assessing whether management has developed and implemented effective systems to manage the material financial and non-financial risks affecting the Group's business (including environmental, health & safety, social, governance and cyber-security risks, and compliance with all material laws); and
- review of the Group's plans, actions and reporting in relation to sustainability, including climate.

A copy of the Audit and Risk Management Committee Charter can be found on the Company's investor website at <https://investors.jbhifi.com.au/constitution-and-charters>.

During the 2025 financial year, the Audit and Risk Management Committee comprised the following non-executive directors, all of whom were independent and have relevant financial, commercial and risk management experience, including an independent chair who is not the Chair of the Board:

- Beth Laughton: Ongoing Member and Chair of the Committee;
- Christy Boyce: Ongoing Member of the Committee;
- Geoff Roberts: Ongoing Member of the Committee; and
- Melanie Wilson: Ongoing Member of the Committee.

Details of the background and experience of each of these non-executive directors are included in the Directors' Report.

The Audit and Risk Management Committee meets regularly. Details of the meetings held and members' attendance during the 2025 financial year are listed in the Directors' Report. Directors who are not members of the Audit and Risk Management Committee may attend any Audit and Risk Management Committee meeting.

Remuneration and Nominations Committee

The Board has a Remuneration and Nominations Committee.

The Remuneration and Nominations Committee is charged primarily with:

- reviewing and making recommendations to the Board regarding the framework, structure and quantum of remuneration of executive officers and non-executive directors; and

- reviewing and making recommendations to the Board regarding Board succession planning, the appointment and re-appointment of non-executive directors, the induction and continuing professional development of non-executive directors, the process for evaluating the performance of the Board, its committees and directors, and the succession of the Group Chief Executive Officer and other senior executives.

A copy of the Remuneration and Nominations Committee Charter can be found on the Company's investor website at <https://investors.jbhifi.com.au/constitution-and-charters>.

During the 2025 financial year, the Remuneration and Nominations Committee comprised the following directors, each of whom are considered by the Company to be independent:

- Stephen Goddard: Ongoing Member and Chair of the Committee;
- Beth Laughton: Ongoing Member of the Committee;
- Mark Powell: Ongoing Member of the Committee; and
- Geoff Roberts: Ongoing Member of the Committee.

The Remuneration and Nominations Committee meets as required. Details of the meetings held and members' attendance during the 2025 financial year are listed in the Directors' Report. Directors who are not members of the Remuneration and Nominations Committee may attend a Committee meeting at the invitation of the Chair when considered appropriate.

COMPANY SECRETARY

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

CODE OF CONDUCT

The Group acknowledges the need for directors, executives and employees to observe the highest ethical standards of corporate behaviour. The Group has adopted a Code of Conduct to provide directors, executives and employees with guidance on what the Group deems to be acceptable behaviour. The Group will ensure that the Board and/or Audit and Risk Management Committee is informed of any material incidents in breach of this Code.

The Code of Conduct was amended in April 2025 to take account of the acquisition of the e&s business during FY2025. A copy of the Code of Conduct can be found on the Company's investor website at <https://investors.jbhifi.com.au/policies>.

WHISTLEBLOWER POLICY AND ANTI-BRIBERY, CORRUPTION & FRAUD POLICY

The Group has a Whistleblower Policy and an Anti-Bribery, Corruption & Fraud Policy. The Group will ensure that the Board and/or Audit and Risk Management Committee is informed of any material incidents reported under or in breach of these policies.

These Policies were amended in April 2025 to take account of the acquisition of the e&s business during FY2025. Copies of these policies are available on the Company's investor website at <https://investors.jbhifi.com.au/policies>.

DIVERSITY

The Group recognises the importance of diversity and values the competitive advantage that is gained from a diverse range of skills, backgrounds, experience and gender at all levels of the organisation. The Group has a Diversity Policy which is available on the Company's investor website at <https://investors.jbhifi.com.au/policies>. The Policy was amended in April 2025 to take account of the acquisition of the e&s business during FY2025.

The Group has a Group Diversity, Inclusion & Engagement Strategy that applies to each of its businesses. This strategy is focussed on identifying and growing internal talent, underpinned by common and meaningful competency-based criteria. The Group Diversity Strategy and associated program of work is fundamental to enabling diversity by supporting women's progression to leadership roles, and is further supported by work to identify and remove potential barriers to this progression.

Details of the Group's diversity initiatives, measurable objectives and performance are set out in the Group's Sustainability Report which can be found on the Company's investor website at <https://investors.jbhifi.com.au/sustainability>.

SAFETY

The Group is committed to providing a healthy and safe work environment for all its team members, contractors, customers and visitors. Details of the Group's health and safety policies and performance are set out in the Group's Sustainability Report which can be found on the Company's investor website at <https://investors.jbhifi.com.au/sustainability>.

SHAREHOLDINGS OF DIRECTORS AND EMPLOYEES

Directors' current shareholdings in the Company are detailed in the Directors' Report and are updated by notification to the ASX as required. The Board has approved and adopted a Securities Trading Policy setting out the rules and procedures applying to directors, officers and employees dealing in securities.

All Key Management Personnel (being all Non-Executive Directors and the Executive KMP listed on page 36), are subject to the Company's Minimum Shareholding Policies which require:

- Non-Executive Directors to hold the equivalent of 1.0 times base Board fees in Company shares;
- the Group Chief Executive Officer to hold the equivalent of 1.5 times fixed pay in Company shares; and
- other Executive KMP to hold the equivalent of 1.0 times fixed pay in Company shares.

This level of shareholding is required to be built over 5 years from the introduction of the policy in FY2019 (or appointment, if later).

Subject to certain specific and limited exceptions, directors and "key employees" may only trade in the Company's shares, and any other securities of the Company, during designated Trading Windows. These four-week Trading Windows follow the release of the Company's Final Results (August/September), Interim Results (February/March) and the Annual General Meeting (October/November). Directors and Group executives are required to obtain the Chairman's consent in advance of any such trading and any transaction conducted by directors in shares of the Company is notified to the ASX.

A copy of the Securities Trading Policy can be found on the Company's investor website at <https://investors.jbhifi.com.au/policies>.

INTEGRITY OF REPORTING

The Company has controls designed to ensure the integrity of its financial reporting and that the Company complies with all regulatory requirements relevant to this reporting.

In accordance with the Corporations Act and the ASX Recommendations, the Group Chief Executive Officer and Group Chief Financial Officer have stated in writing to the Board that, in their opinion:

- (a) the financial records of the Group (consisting of the Company and the entities it controlled during the financial year) for the financial year ended 30 June 2025 have been properly maintained in accordance with section 286 of the Corporations Act;
- (b) the financial statements for the financial year and the notes required by the accounting standards give a true and fair view of the consolidated entity's financial position and performance, and comply with the accounting standards;
- (c) the consolidated entity disclosure statement required by section 295(3A) of the Corporations Act is true and correct;
- (d) the statements in (a) and (b) above are founded on a sound system of risk management and internal control which is operating effectively; and
- (e) subsequent to 30 June 2025, no changes or other matters have arisen that would have a material effect on the operation of the risk management and internal control systems of the Group.

The Company's full year financial statements and remuneration report are subject to an annual audit by an independent, professional auditor who also reviews the Company's half-yearly financial statements. The Audit and Risk Management Committee oversees this process on behalf of the Board. Deloitte has been the Company's external auditor since 2002. The audit engagement partner is rotated every five years.

Information on procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners can be found in the Charter of the Audit and Risk Management Committee on the Company's investor website at <https://investors.jbhifi.com.au/constitution-and-charters>.

The Company also has a process in place to verify the integrity of any periodic corporate report that it releases to the market that is not audited or reviewed by the independent auditor. Such reports are written by the relevant members of the Company's senior management team and are then independently reviewed by appropriate executives to ensure the information is accurate and stated assumptions or opinions are reasonable. Data is verified by reference to a reliable source of information and information is checked to ensure that it is consistent with any audited reports where relevant. A "third line" check is then completed by an independent internal review team. Finally, the reports are reviewed in detail by the Company's Audit and Risk Management Committee and then by the full Board which must formally authorise the release of any such report to the market.

CONTINUOUS DISCLOSURE

The Company seeks to provide relevant and timely information to its shareholders and is committed to fulfilling its continuous disclosure obligations.

The Board has approved a Continuous Disclosure Policy to ensure that the procedures for identifying and disclosing material price sensitive information in accordance with the Corporations Act and ASX Listing Rules are clearly articulated. This policy sets out the obligations of employees in respect of such information. The Group Chief Executive Officer, in consultation with the Chairman where appropriate, is responsible for communication with the ASX.

A copy of the Continuous Disclosure Policy can be found on the Company's investor website at <https://investors.jbhifi.com.au/policies>.

The Company ensures that the Board receives copies of all material market announcements before, or promptly after, they have been made.

The Company releases a copy of any substantive investor or analyst presentation to the ASX ahead of the presentation.

SHAREHOLDER COMMUNICATIONS

The Company communicates to shareholders, potential investors and other interested parties in the following ways:

- (a) by making information available on its website for investors at <https://investors.jbhifi.com.au/>, including:
 - an overview of its business;
 - information about the Company's directors and senior executives;
 - the Company's Constitution;
 - the Company's Board and Committee Charters;
 - the Company's core corporate governance policies;
 - the Company's Code of Conduct;
 - a calendar of key corporate events;
 - a summary of the Company's dividend policy and its dividend payment history;
 - details of how investors can contact the Company and its share registry; and
 - the information set out in paragraphs (b) and (c) below.
- (b) in its disclosures to the ASX (including, amongst other things, its Annual Report, financial results, trading updates, Sustainability Report and investor presentations);
- (c) at its Annual General Meeting and the associated Notice of AGM;
- (d) through its engagement program with institutional investors and analysts, including post-results briefings;
- (e) through its engagement with the Australian Shareholders' Association;
- (f) through its engagement with proxy advisers and the Australian Council of Superannuation Investors;
- (g) where appropriate, by responding to questions submitted via its investor website; and
- (h) through its engagement with the financial media.

Shareholders can elect to receive communications from, and send communications to, the Company's share registry electronically. The registry also gives shareholders the opportunity to manage their account details and holdings electronically. Shareholders are also able to send communications to the Company and receive responses to these communications electronically.

The Company has an investor relations program which involves regular meetings with significant current and potential investors, and with analysts and the financial media.

The Company holds an Annual General Meeting to which all shareholders are invited. In 2024, the Company held a "hybrid" Annual General Meeting, allowing shareholders to attend either in person or online, and the Company will hold its AGM in this format in 2025. All resolutions at Annual General Meetings are decided by a poll rather than a show of hands. Shareholders who are unable to attend are able to appoint a proxy to attend and vote or, alternatively, can vote by proxy in advance of the Meeting or online during the meeting. The Company ensures that the external auditor attends its Annual General Meetings and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Further detail is set out in the Company's Shareholder Communication Policy which can be found on the Company's investor website at <https://investors.jbhifi.com.au/policies>.

RISK IDENTIFICATION AND MANAGEMENT

The Group's policy is to consider the balance of risk and reward, as far as practicable, in order to optimise the returns gained from its business activities, and to meet the expectations of its shareholders, other key stakeholders and the broader community.

The Board has delegated to the Audit and Risk Management Committee responsibility for overseeing the implementation of policies and procedures aimed at ensuring that the Group conducts its operations in a manner that adequately manages risk to protect its people, the environment and the Group's assets and reputation. The Group has an effective risk management framework in line with ISO31000 which enables management to identify and manage risk appropriately. The Committee regularly reviews and revises this framework and the Board reviews the framework at least annually to satisfy itself that it continues to be sound and that the Group is operating with due regard to the risk appetite set by the Board. The risk management framework was last reviewed by the Board in November 2024.

Risk identification and management is also a key focus of the executive and management teams.

The Group does not have a formal internal audit function. Instead, risk identification and management is managed on a day-to-day basis by a dedicated risk management and business assurance team. The risk management and business assurance team evaluate and look to continually improve the effectiveness of the Group's governance, risk management and internal control processes.

A copy of the Group's Risk Management Policy can be found on the Company's investor website at <https://investors.jbhifi.com.au/policies>.

SUSTAINABILITY AND ENVIRONMENTAL AND SOCIAL RISKS

The Group recognises the material environmental and social risks that are relevant to its activities and takes action to manage those risks. A Group Sustainability Plan has been established to provide a foundational framework to integrate sustainability and the management of these risks into the operations and strategic priorities of the Group's businesses. Governance and oversight of the approach and progress is provided by the Audit and Risk Management Committee. Further detail about these environmental and social risks is set out in the Operating and Financial Review.

The Company has released its 2025 Sustainability Report to the ASX and this Report can be found on the Company's investor website at <https://investors.jbhifi.com.au/sustainability>. This Report provides disclosure around the material sustainability-related issues for the Group's businesses and how the Group plans to prioritise and manage these going forward.

OUR PURPOSE & VALUES

The Group's purpose is to connect customers with the products and services that make life better.

The Group aims to do this through its three iconic and trusted retail brands, JB Hi-Fi (a leading retailer of technology and consumer electronics), The Good Guys (a leading retailer of home appliances and consumer electronics) and e&s (a leading retailer of premium home appliances and bathroom products).

Set out below are the Values which the Group and all of its team members are guided by in their activities.

Passion – We love what we do. We:

- are passionate about our people, our customers and our products
- show enthusiasm and take pride in our work
- strive to exceed our customers' expectations and create amazing experiences

Respect and Empower – We value and respect everyone. We:

- empower, support and trust our people
- treat everyone fairly and without discrimination
- act with humility, listen openly, and value others' opinions

Integrity – We act honestly and do the right thing. We:

- accept responsibility for our actions
- act lawfully, ethically and responsibly
- call out things that aren't right

Innovative – We embrace change and adapt quickly. We:

- never stand still and constantly evolve
- are entrepreneurial and look for opportunities
- are not afraid to fail and we learn from our mistakes

Driven – We are focused and deliberate. We:

- are results oriented and deliver on the things we commit to
- make decisions based on facts and experience
- focus on productivity and efficiency

Social Conscience – We care about our people, our community and our environment. We:

- give back to the communities where we live and work
- ensure our business is safe, inclusive and welcoming for everyone
- strive to minimise our impact on the environment

Authentic – We are diverse and embrace individuality. We:

- are informal and don't take ourselves too seriously
- are energetic and enthusiastic
- have fun, enjoy ourselves and celebrate success

BOARD AND EXECUTIVE PERFORMANCE

JB Hi-Fi monitors and evaluates the performance of its Board, Board Committees, individual directors and executives in order to fairly review and continuously improve Board and management effectiveness.

In June/July of each year, each director completes a board review and assessment, and one-on-one interviews take place between the Chair and each director which cover:

- review of Board performance as a whole;
- review of the individual director's performance;
- the director's ongoing capacity to continue to perform their role with the Company; and
- review of the Chair's performance.

The Chair reports back to the Board on the discussions and the Board considers any issues as necessary.

Directors may also discuss the Chair's performance with the Chair of the Company's Audit and Risk Management Committee, who will report back to the Board if necessary.

The Chair provides informal feedback to directors throughout the year as necessary.

Each Board Committee reviews its performance and reports the results of the review to the Board. Where necessary, recommendations will be made to the Board for improving the effectiveness of the relevant Committee.

Review of the Group Chief Executive Officer's performance is evaluated by the Chair, with ultimate oversight by the Board. This involves an assessment against both financial and non-financial performance measures. All other Group executives are evaluated by the Group Chief Executive Officer including assessment against both financial and non-financial performance measures. The Group Chief Executive Officer provides a summary of the evaluation of each executive to the Board and the Remuneration and Nominations Committee.

Evaluation of the performance of the Board, Board Committees, individual directors and Group executives has been conducted in respect of the 2025 financial year.

DIRECTORS' FEES AND EXECUTIVE REMUNERATION

Directors' fees

The details of remuneration paid to each non-executive director during the financial year and the principles behind the setting of such remuneration are included in the Remuneration Report.

Executive KMP remuneration

The amount of remuneration, both monetary and non-monetary, for the executives who had authority and responsibility for planning, directing and controlling the activities of the Group during the financial year, and the principles behind the setting of such remuneration, are included in the Remuneration Report.

The directors of JB Hi-Fi Limited (the "Company") submit herewith the annual financial report of the consolidated entity consisting of the Company and the entities it controlled (the "Group") for the financial year ended 30 June 2025. In order to comply with the provisions of the Corporations Act 2001, the Directors' Report as follows:

The names and particulars of the directors of the Company during or since the end of the financial year are:

<i>Name</i>	<i>Particulars</i>
<p>Mr Stephen Goddard Non-Executive Director MSc. BSc (Hons)</p>	<p>Stephen was appointed to the Board in August 2016 and became Chairman on 1 July 2020. Stephen is also Chair of the Company's Remuneration and Nominations Committee and was a member of the Audit and Risk Management Committee until 30 June 2020. Stephen has more than 30 years' retail experience having held senior executive positions with some of Australia's best-known retailers. These include Finance Director and Operations Director for David Jones, founding Managing Director of Officeworks, and various senior management roles with Myer. Stephen was previously a non-executive director and Chair of the Audit and Risk Management Committees of Accent Group Limited, Nick Scali Limited and GWA Group Limited.</p>
<p>Ms Christy Boyce Non-Executive Director B.Ec, GAICD, MBA (Distinction)</p>	<p>Christy joined the Board in September 2023 and is a member of the Company's Audit and Risk Management Committee. Christy has over 25 years' advisory experience in Australia and the United States with extensive involvement in retail, including pricing, online strategy, loyalty programs and sales & marketing. Christy was a director (senior partner) of Port Jackson Partners. Prior to this, she was a partner at McKinsey & Co, working in the firm's Sydney, New York and Chicago offices, and was co-leader of its retail/consumer goods practice. Christy is currently a non-executive director of BAI Communications Australia, EMM Consulting, the SCEGGS Darlinghurst Trust and The Hunger Project Australia. Her previous experience includes acting as a non-executive director of ASX listed companies Greencross Limited, Monash IVF Group Limited, OneView Healthcare Plc and CSR Limited.</p>
<p>Ms Beth Laughton Non-Executive Director B.Ec, FAICD, FCA</p>	<p>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 a non-executive director of Region Group (formerly Shopping Centres Australasia Property Group) and Chair of its Audit, Risk Management and Compliance Committee and previously held these roles at GPT Funds Management Limited. Beth was also 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 Limited, and a non-executive director of the ASX listed Australand Property Group companies.</p>
<p>Mr Mark Powell Non-Executive Director BSc (Hons), MSc, MBA (Distinction), BApp. Theol, MA (Hons)</p>	<p>Mark was appointed to the Board in March 2017, having been an advisor to the board of The Good Guys for 18 months prior to its acquisition by the Company. He is currently a member of the Remuneration and Nominations Committee and was a member of the Audit and Risk Management Committee from 2017 to 2023. Mark has 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 as CEO of the Warehouse Stationery retail chain in New Zealand. Mark also spent five years as Group CEO for The Warehouse Group, a NZX listed retail group which includes technology and appliances retailer Noel Leeming. Mark is currently a non-executive director and lead independent director of Bapcor Limited, a non-executive director of My Food Bag Group Limited and Chair of its Nomination and Remuneration Committee, and a non-executive director of Stihl Pty Limited. Mark was previously a non-executive director of Kiwi Property Group and Chair of its ESG Committee and a non-executive director and member of the Strategy and Audit, Compliance & Risk Committees of 7-Eleven Australia.</p>

Mr Geoff Roberts

Non-Executive Director
Exec. MBA, B.Comm, FCA,
FAICD

Geoff was appointed to the Board in January 2021 and is a member of both the Audit and Risk Management Committee and the Remuneration and Nominations Committee. Geoff is a non-executive director and honorary treasurer for both the Melbourne Cricket Club and the WEHI Institute of Medical Research, and is a non-executive director of Djerriwarrh Investments Limited. His executive career included 13 years as Group Chief Financial Officer of Seek Limited and AXA Asia Pacific Holdings Limited, and 15 years as a partner with Deloitte, including as Managing Partner Victoria.

Mr Richard Uechtritz

Non-Executive Director

Richard has over 35 years' experience in retailing. He was co-founder of Australia's two leading photo chains, Rabbit Photo and Smiths Kodak Express, and was a director of Kodak (Australasia) Pty Ltd. Richard led the management buy-in of JB Hi-Fi in July 2000 and was CEO and Managing Director until his resignation from these positions in May 2010. Richard re-joined the Board in April 2011 as a non-executive director. Richard was a non-executive director of Seven Group Holdings Limited from 2010 to 2024.

Ms Melanie Wilson

Non-Executive Director
MBA, B.Comm (Hons), GAICD

Melanie was appointed to the Board in June 2020 and is a member of the Audit and Risk Management Committee. Melanie gained extensive experience in senior management roles across global retail brands, including Woolworths (Head of Online, Big W and Manager, Strategy Group), Limited Brands (Victoria's Secret and Bath & Bodyworks, New York), and Diva/Lovisa. Her retail experience includes online/e-commerce, store operations, merchandise systems, marketing, brand development and logistics/fulfilment. Melanie has also held roles with Bain & Company (Boston) and Goldman Sachs (Hong Kong/Sydney) and completed an MBA at Harvard Business School. Melanie is currently also a non-executive director of Web Travel Group Limited and Orotan Group and was previously a non-executive director and Chair of Baby Bunting Group Limited and a member of its Remuneration & Nominations and Audit & Risk Committees, a non-executive director of Shaver Shop Group Limited, Property Guru Group (Singapore) and EML Payments Limited, and a non-executive director and Chair of the Audit & Risk Committee of iSelect Limited.

Mr Terry Smart

Group Chief Executive Officer
and Executive Director

Terry was appointed Group Chief Executive Officer and joined the Board in August 2021. He was previously CEO of JB Hi-Fi from May 2010 to June 2014, following ten years as Chief Operating Officer, and oversaw significant expansion and growth during this time. Terry returned to the JB Hi-Fi Group in April 2017 as Managing Director of The Good Guys and led the repositioning and significant improvement in performance of The Good Guys business.

Mr Nick Wells

Group Chief Operating Officer
and Executive Director
B.Comm, CA

Nick is the Group's Chief Operating Officer and is also an Executive Director. Prior to being appointed as COO in October 2024, Nick was Group Chief Financial Officer for 10 years, overseeing the finance, property, risk, sustainability and M&A functions and implementing significant strategic initiatives, including leading the acquisitions of The Good Guys in 2016 and of e&s in 2024. Before joining the Group in 2009, Nick was a Manager at Deloitte where he provided audit and assurance services to a broad range of companies, including a number of Australian retail businesses.

Each of the aforementioned directors held office for the whole financial year and since the end of the financial year. As announced to the ASX on 11 August 2025, Group Chief Executive Officer, Terry Smart, will retire from the Group on 3 October 2025 and be succeeded by Nick Wells.

Company Secretary

Particulars

Mr Doug Smith

BA (Hons). Admitted to legal
practice in Victoria & in England
and Wales

Doug was appointed Company Secretary in June 2012. Doug joined JB Hi-Fi as General Counsel in September 2010 and has over 30 years' legal and company secretarial experience in-house and in private practice.

For personal use only

Directorships of other listed companies

Directorships of other listed companies held by directors in the 3 years immediately before the end of the financial year, and since the end of the financial year, are as follows:

<i>Name</i>	<i>Company</i>	<i>Period of Directorship</i>
Stephen Goddard	GWA Group Limited	October 2016 – June 2023
	Accent Group Limited	November 2017 – November 2023
	Nick Scali Limited	March 2018 – December 2023
Christy Boyce	CSR Limited	March 2023 – July 2024
Beth Laughton	Region Group	Since December 2018
Mark Powell	Kiwi Property Group Limited (NZX)	October 2017 – May 2023
	Bapcor Limited	Since September 2020
	My Food Bag Group Limited (NZX)	Since November 2022
Geoff Roberts	Djerriwarrh Investments Limited	Since July 2022
Richard Uechtritz	Seven Group Holdings Limited	June 2010 – November 2024
Melanie Wilson	Baby Bunting Group Limited	February 2016 – February 2025
	EML Payments Limited	February 2018 – February 2023
	Web Travel Group Limited	Since June 2025

Principal activity

The Group's principal activity in the course of the financial year was the retailing of home consumer products. The Group offers a wide range of leading brands with particular focus on consumer electronics, software (including music, games and movies), whitegoods and appliances. There have been no significant changes in the nature of the principal activity of the Group during the financial year, other than as set out in this Report.

Operating and Financial Review

The Operating and Financial Review, which forms part of this Directors' Report, is presented separately on pages 20 to 33.

Changes in state of affairs

On 2 September 2024, the Group acquired 75% of E. & S. Trading Co. (Discounts) Pty. Ltd, a highly complementary premium home appliance retailer which will provide the Group with new and expanded customer segments and product categories. The acquisition was funded through existing cash reserves. The Group has a put and call option arrangement for the acquisition of the remaining 25% of e&s in September 2029.

Subsequent events

As announced to the ASX on 11 August 2025, Group Chief Executive Officer, Terry Smart, will retire from the Group on 3 October 2025 and be succeeded by Nick Wells (currently Group Chief Operating Officer).

There have been no other matters or circumstances occurring subsequent to the end of the financial year that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Future developments

Information regarding likely developments in the operations of the Group in future financial years is set out in the Operating and Financial Review and elsewhere in the Annual Report.

Environmental regulations

The Group's operations are not subject to any particular and significant environmental regulation. The Group's Sustainability Report provides disclosure around the material sustainability-related issues for the Group's businesses. The Group has not incurred any significant liabilities under any environmental legislation during the financial year.

Dividends

In respect of the financial year ended 30 June 2024, as detailed in the Directors' Report for that financial year, an interim dividend of 158.0 cents per share and a final dividend of 103.0 cents per share, each franked to 100% at the 30% corporate income tax rate, were paid to the holders of fully paid ordinary shares on 8 March 2024 and 6 September 2024 respectively. A special dividend of 80.0 cents per share franked to 100% at the 30% corporate income tax rate was also paid to the holders of fully paid ordinary shares on 6 September 2024.

In respect of the financial year ended 30 June 2025, an interim dividend of 170.0 cents per share was paid to the holders of fully paid ordinary shares on 7 March 2025 and the directors have declared the payment of a final dividend of 105.0 cents per share to be paid to the holders of fully paid ordinary shares on 5 September 2025. Both dividends are franked to 100% at the 30% corporate income tax rate. The total ordinary dividend for the financial year of 275.0 cents per share represents a payout ratio of approximately 65% of net profit after tax of \$462.4 million.

The directors have also declared the payment of a special dividend of 100.0 cents per share to be paid to the holders of fully paid ordinary shares on 5 September 2025, franked to 100% at the 30% corporate income tax rate. The special dividend combined with the final dividend will distribute \$224 million to shareholders.

Indemnification of officers and auditors

The Company indemnifies current and former directors and officers for any loss arising from any claim by reason of any wrongful act committed by them in their capacity as a director or officer (subject to certain exclusions as required by law). During the financial year, the Company has paid premiums in respect of contracts insuring the directors and officers against any liability of this nature. In accordance with normal commercial practices, under the terms of the insurance contracts the nature of the liabilities insured against, and the amount of the premiums paid, are confidential. The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such by an officer or auditor.

Directors' meetings

The following table sets out the number of directors' meetings (including meetings of Committees of directors) held during the 2025 financial year and the number of meetings attended by the members of the Board or the relevant Committee. During the financial year, 14 Board meetings, 4 Remuneration and Nominations Committee meetings, and 6 Audit and Risk Management Committee meetings were held.

Directors	Board of Directors		Remuneration and Nominations Committee		Audit and Risk Management Committee	
	Held	Attended	Held	Attended	Held	Attended
S. Goddard	14	14	4	4	–	–
C. Boyce	14	14	–	–	6	6
B. Laughton	14	14	4	4	6	6
M. Powell	14	14	4	4	–	–
G. Roberts	14	14	4	4	6	6
R. Uechtritz	14	14	–	–	–	–
M. Wilson	14	14	–	–	6	6
T. Smart	14	14	–	–	–	–
N. Wells	14	14	–	–	–	–

For personal use only

Directors' shareholdings

The following table sets out each director's relevant interest in shares, debentures, and rights or options in shares or debentures of the Company, or a related body corporate, as at the date of this Report.

Directors	Fully paid ordinary shares			Executive share options		
	Direct number	Indirect number	Total	Direct number	Indirect number	Total
S. Goddard	4,500	–	4,500	–	–	–
C. Boyce	–	400	400	–	–	–
B. Laughton	5,804	–	5,804	–	–	–
M. Powell	4,000	–	4,000	–	–	–
G. Roberts	–	4,000	4,000	–	–	–
R. Uechtritz	4,816	–	4,816	–	–	–
M. Wilson	–	3,500	3,500	–	–	–
T. Smart	73,714	113,259	186,973	–	–	–
N. Wells	13,220	40,280	53,500	–	–	–

Remuneration Report

The Remuneration Report, which forms part of this Directors' Report, is presented separately on pages 34 to 50.

Proceedings on behalf of the Company

The directors are not aware of any persons applying for leave under s.237 of the Corporations Act 2001 to bring, or intervene in, proceedings on behalf of the Company.

Non-audit services

Given the size and complexity of the Group, it can be in the interests of the Group to engage the services of its auditor to assist in a range of related projects. The directors are aware of the issues relating to auditor independence and have in place policies and procedures to address actual, potential and perceived conflicts in relation to the provision of non-audit related services by the Company's auditor.

The directors did not engage the auditor to provide any non-audit services in the 2025 financial year.

Auditor's independence declaration

The auditor's independence declaration is included on page 51 of the Annual Report.

Rounding off of amounts

The Company is a company of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, and in accordance with that Corporations Instrument, amounts in the Directors' Report and financial report are rounded off to the nearest hundred thousand dollars, unless otherwise indicated.

Signed in accordance with a resolution of the directors made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the directors



Stephen Goddard

Chairman

11 August 2025



Terry Smart

Group Chief Executive Officer

OVERVIEW OF OPERATIONS

The Group includes three iconic retail brands:

- JB Hi-Fi – a leading retailer of technology and consumer electronics with a strong position with a young tech-savvy demographic;
- The Good Guys – a leading retailer of home appliances and consumer electronics with a strong position with home-making families; and
- e&s – a leading retailer of premium home appliances and bathroom products.

The businesses aim to sell the best brands, providing a big range, at low prices, with exceptional customer service provided by passionate, knowledgeable team members.

The Group sells across a diverse and resilient range of product categories, including:

- consumer electronics and technology products including televisions, audio equipment, computers, fitness, health and wellbeing products, smart home products and cameras;
- telecommunications products and services;
- home appliances including whitegoods, cooking products, heating & cooling products, bathroom products, small appliances and kitchen accessories; and
- software (music, movies and games) and associated collectibles and merchandise.

The Group also provides information technology services.

The Group has multichannel sales capability with sales primarily from its branded retail store networks (206 JB Hi-Fi/JB Hi-Fi Home stores in Australia, 23 JB Hi-Fi stores in New Zealand, 107 The Good Guys stores in Australia and 12 e&s stores in Australia as at 30 June 2025), online operations (JB Hi-Fi, The Good Guys and e&s websites) and over the phone. The JB Hi-Fi website includes JB Hi-Fi “marketplace” (launched in FY2025) which expands JB Hi-Fi’s product range and allows customers to purchase a broader selection of products sold by approved third party suppliers.

Sales are also generated from the Group’s commercial and education businesses.

The Group Model is underpinned by 4 unique competitive advantages.

Scale and diversification:

Suppliers

- strong and engaged supplier relationships both locally and globally;
- provide suppliers with the ability to execute promotions at scale; and
- ability to maximise reach of new technology and innovation launches.

Customer Base

- large, engaged and diversified customer base across the three brands;
- multiple brands with unique and distinct brand personalities appealing to different target customers;
- brands’ individual strength within market segments (Technology & Consumer Electronics, Home Appliances & Premium) ensure wider appeal; and
- high volume website traffic provides significant marketing opportunities and reach.

Category & Brand Diversification

- Reduce reliance on any single category or brand performance.

Low Cost Operating Model:

Customer Value

- constant focus on productivity and minimising unnecessary expenditure allows the Group to pass on greater value pricing to customers.

Agility and resilience

- Low cost allows the Group to:
 - respond to market price activity and maintain focus on market share; and
 - compete effectively with traditional competitors and new market entrants.

Operational leverage

- Group function enables business to drive efficiencies across large cost base.

Multichannel Capability:

Maximising customer reach

- stores - high quality store locations that provide convenience and easy access;
- online - high brand awareness and optimised digital experience drives high traffic through websites;
- phone/chat/video – convenient and personalised sales experience giving customers ability to negotiate a deal; and
- commercial – national support for corporate, government, construction and education customers.

Increased sales opportunity

- easy and convenient access to the brands via customer's desired shopping channel; and
- fast fulfilment, via in-store shopping, click-and-collect, or delivery from the store network or big and bulky Home Delivery Centres.

Enhanced customer experience

- provide customers with a frictionless shopping experience regardless of their chosen sales channel; and
- store base provides confidence with aftersales support regardless of sales channels used when buying.

People & Culture:

Best customer experience

- knowledgeable and passionate teams who put customers first and provide exceptional customer service; and
- strong, overarching culture that also reflects the individual brand personalities.

Innovation and agility

- dynamic and flexible environment allows the business to pivot quickly and adapt to any changing market conditions.

Talent retention

- highly engaged teams who have a connection with the brands and their purpose;
- diverse and inclusive workforce; and
- unrelenting focus on health and safety.

GROUP FINANCIAL PERFORMANCE FY2025 – HIGHLIGHTS

	<i>FY2025</i>	<i>FY2024</i>	<i>Growth</i>	
Total Sales (\$m)	10,554.8	9,592.4	962.4	+10.0%
Earnings before interest and tax (\$m)	694.1	647.2	46.9	+7.3%
Net profit after tax ⁽ⁱ⁾ (\$m)	462.4	438.8	23.6	+5.4%
Earnings per share ⁽ⁱ⁾ (basic ¢)	423.0	401.4	21.6 cps	+5.4%
Ordinary dividend per share (¢)	275.0	261.0	14.0 cps	+5.4%

(i) Attributable to the owners of JB Hi-Fi Limited.

In addition to the FY2025 results, on 11 August 2025 the Group announced that the directors have declared a fully franked special dividend of 100 cps, or \$109 million, which together with the final dividend will distribute \$224 million to shareholders.

DIVISIONAL PERFORMANCE

JB Hi-Fi Australia

	<i>FY2025</i>	<i>FY2024</i>	<i>Growth</i>
Sales (\$m)	7,103.2	6,609.9	+7.5%
Gross Profit (\$m)	1,562.3	1,467.8	+6.4%
Gross Margin (%)	21.99%	22.21%	(21 bps)
Cost of Doing Business (%)	12.42%	12.61%	(19 bps)
EBITDA (\$m)	680.2	634.1	+7.3%
EBITDA Margin (%)	9.58%	9.59%	(2 bps)
EBIT (\$m)	530.3	491.2	+8.0%
EBIT Margin (%)	7.47%	7.43%	+3 bps

Total sales increased by 7.5% to \$7.10 billion with comparable sales growth up 7.2% driven by continued customer demand, new product releases, and well-executed promotional activity. The key growth categories during the year were Mobile Phones, Small Appliances, Computers and Games Hardware, particularly in Q4 with the launch of Nintendo Switch 2. By value, software sales (Music, Movies and Games) represented 2.9% of total sales (FY2024: 3.6%). Online sales, which include web chat and over the phone sales, increased by 16.4% to \$1.19 billion or 16.8% of total sales (FY2024: 15.5%).

Gross profit increased by 6.4% to \$1.56 billion, with gross margin down by 21 bps to 22.0%, driven by sales mix and ongoing competitive activity. Cost of Doing Business (“CODB”) was down 19 bps to 12.4%, and in absolute terms grew 5.8% for the year, with disciplined cost control throughout the year. Depreciation increased by 4.9% with an increase in both depreciation on right-of-use assets and depreciation on fixed assets. EBIT increased by 8.0% to \$530.3 million, with EBIT margin up 3 bps to 7.5%.

For personal use only

JB Hi-Fi New Zealand⁽ⁱ⁾

	<i>FY2025</i>	<i>FY2024</i>	<i>Growth</i>
Sales (NZ\$m)	396.3	327.9	+20.8%
Gross Profit (NZ\$m)	67.3	55.5	+21.3%
Gross Margin (%)	16.99%	16.93%	+6 bps
Cost of Doing Business (%)	14.72%	15.59%	(86 bps)
EBITDA (NZ\$m)	9.0	4.4	+104.3%
EBITDA Margin (%)	2.28%	1.35%	+93 bps
EBIT (NZ\$m) ⁽ⁱⁱ⁾	(0.2)	(2.3)	+89.7%
EBIT Margin (%)	(0.06%)	(0.69%)	+63 bps

(i) Amounts disclosed for JB Hi-Fi New Zealand are in local currency to remove the impacts of foreign currency translation on trading performance. The Australian dollar performance is presented in Note 2 of the financial statements.

(ii) In June FY20, the Group recorded a non-cash impairment of JB HI-FI New Zealand right-of-use assets and fixed assets. As a result of this impairment, JB HI-FI New Zealand EBIT has benefitted from a reduction to depreciation expense (FY25: NZD2.8m, FY24: NZD3.2m).

Total sales were up 20.8% to NZ\$396.3 million, with comparable sales up 9.2%. The key growth categories in FY2025 were Mobile Phones, Computers, Audio and Small Appliances. Software sales were 4.8% of total sales (FY2024: 5.6%). Online sales grew 48.1% to NZ\$63.0 million or 15.9% of total sales (FY2024: 13.0%).

Gross profit was up 21.3% to NZ\$67.3 million with gross margin up 6 bps on FY2024 to 17.0%. CODB was down 86 bps on FY2024 to 14.7%. In absolute terms CODB grew 14.1% due to disciplined cost control throughout the year and continued investment in new stores and strategic initiatives. EBITDA was NZ\$9.0 million, up 104.3% and EBIT was also up NZ\$2.0 million to negative NZ\$0.2 million.

The Good Guys

	<i>FY2025</i>	<i>FY2024</i>	<i>Growth</i>
Sales (\$m)	2,865.0	2,679.1	+6.9%
Gross Profit (\$m)	672.4	621.2	+8.2%
Gross Margin (%)	23.47%	23.19%	+28 bps
Cost of Doing Business (%)	14.65%	14.00%	+65 bps
EBITDA (\$m)	252.7	246.1	+2.7%
EBITDA Margin (%)	8.82%	9.19%	(36 bps)
EBIT (\$m)	159.8	158.1	+1.1%
EBIT Margin (%)	5.58%	5.90%	(32 bps)
Underlying EBIT (\$m) ⁽ⁱ⁾	173.5	158.1	+9.7%
Underlying EBIT Margin (%)	6.06%	5.90%	+15 bps

(i) Underlying EBIT excludes the one-off \$13.7 million FY25 expense relating to the resolution of the ACCC proceedings against The Good Guys.

Total sales increased by 6.9% to \$2.87 billion with comparable sales up 6.5%. The key growth categories were Floorcare, Portable Appliances, Cooking and Computers. Online sales, which include web chat and over the phone sales, were up 9.9% to \$425.4 million or 14.8% of total sales (FY2024:14.5%).

Gross profit increased by 8.2% to \$672.4 million, with gross margin up 28 bps to 23.5%. CODB for FY2025 was up 65 bps to 14.6%, and in absolute terms grew 11.9%. Underlying CODB was 14.2%, up 17bps, and in absolute terms grew 8.2% with an investment in store wages to support increased store traffic. Depreciation grew by 5.5%, with an increase in both depreciation on right-of-use assets and fixed assets.

EBIT increased 1.1% to \$159.8 million, with EBIT margin down 32 bps to 5.6%. Underlying EBIT was up 9.7% to \$173.5 million, with EBIT margin up 15 bps to 6.1%.

ACCC Proceedings

On 23 June 2025, the Group announced that, subject to Federal Court approval, The Good Guys had reached agreement with the Australian Competition and Consumer Commission (**ACCC**) to resolve the court proceedings commenced by the ACCC in July 2024 relating to the advertising and fulfilment of certain store credit & StoreCash promotions conducted by The Good Guys between July 2019 to August 2023. The Good Guys and the ACCC will make joint submissions to the Federal Court in August 2025 for approval of the agreed resolution, including orders requiring The Good Guys to pay a pecuniary penalty of \$13.5 million and contribute \$0.2 million to the ACCC's costs related to the proceeding and conduct a remediation program for certain customers. The Good Guys takes its compliance with the law very seriously and worked cooperatively with the ACCC to resolve the matter. The Good Guys has always sought to provide value and benefits to its customers and has always prided itself on its high levels of trust with consumers.

e&s

	FY2025 ⁽ⁱ⁾
Sales (\$m)	225.2
Gross Profit (\$m)	64.3
Gross Margin (%)	28.56%
Cost of Doing Business (%)	23.31%
EBITDA (\$m)	11.8
EBITDA Margin (%)	5.25%
EBIT (\$m)	4.2
EBIT Margin (%)	1.85%

(i) e&s results are presented for the period of ownership (2 September 2024 to 30 June 2025).

In September 2024, the Group completed its acquisition of 75% of E. & S. Trading Co. (Discounts) Pty. Ltd. The acquisition was funded through existing cash reserves and the Group has a put and call option arrangement for the acquisition of the remaining 25% of e&s in September 2029. e&s is highly complementary to the Group's existing brands, providing the Group with new and expanded customer segments and product categories, including:

- the premium home appliance customer and category;
- the bathroom category;
- the large commercial construction customer; and
- boutique and volume builders & architects.

Total Sales for the 10 months of ownership were up 5.2% to \$225.2 million, with comparable sales up 4.2% driven by the Commercial division. EBIT of \$4.2 million for the year is in line with the Group's expectations, with EBIT margin at 1.9%.

GROUP BALANCE SHEET, CAPITAL MANAGEMENT AND DIVIDENDS

The Group's total net assets at the end of the financial year were \$1,621.8 million, which was \$62.7 million higher than at the end of FY2024.

During the year, the Group reduced its bank overdraft facilities to \$20.0 million from \$29.2 million in the prior year, repaid and closed e&s' \$2.3m asset finance facility, and all other facilities remain unchanged. The Group has a total of \$270.0 million external finance facilities which are comprised as follows, with \$270.0 million undrawn at 30 June 2025:

- \$200.0 million trade finance facility renewable annually;
- \$20.0 million overdraft facilities renewable annually; and
- \$50.0 million term debt facility with an expiry date of December 2027.

The financial covenants included in the Group's financing facilities are leverage and fixed charges cover ratios. The Group has complied with each of its financial covenants throughout the period.

At the end of the financial year the Group had no interest bearing liabilities and cash on hand of \$284.1 million, compared to net cash of \$302.7 million in the prior year.

As a result of the Group's continued strong financial performance and cashflow generation, the Group has maintained a strong net cash position and a significant franking credit balance at the end of the 2025 financial year. Taking this into account, the Board has declared:

- a final dividend for the 2025 financial year of 105.0 cents per share fully franked, up 2 cents per share or 1.9%, bringing the total ordinary dividend for the 2025 financial year to 275.0 cents per share representing a payout ratio of approximately 65% of net profit after tax; and
- a special dividend of 100.0 cents per share fully franked. The combination of the final dividend and special dividend will distribute \$224.1 million to shareholders.

The final dividend and the special dividend will be paid on 5 September 2025 with a record date of 22 August 2025.

The Board have reviewed the Group's capital structure and will increase the dividend payout ratio from 65% to a range of 70-80% of NPAT from FY26.

The capital management initiatives announced reflect the Board's commitment to maximising returns to all shareholders, whilst maintaining an optimal capital structure that provides the Group with balance sheet capacity to invest in organic and inorganic opportunities.

INVESTMENTS FOR FUTURE PERFORMANCE

Investments of \$82.1 million were made during the financial year in capital expenditure projects, an increase of \$7.7 million from \$74.4 million during the previous financial year. Capital expenditure increased from FY2024 as the Group continued to invest in the store portfolio, online and strategic initiatives. The Group's investing activities are anticipated to contribute towards future earnings growth.

WORKING CAPITAL

Total inventory on hand increased from the previous financial year by \$204.8 million or 18.7% to \$1,298.5 million. Inventory turnover was down 27 bps to 6.7 times. Excluding e&s, inventory turnover was 6.9 times, down 8 bps from 7.0 times in FY2024.

Payables, were up 22.9% or \$165.1 million in FY2025 compared to FY2024, in line with the increase in inventory. Net working capital at 30 June 2025 was in line with FY2024.

Financial and operating leverage remains low as evidenced by solid fixed charges cover¹ of 3.9 times (FY2024: 3.9 times) and interest cover¹ of 276.2 times (FY2024: 327.3 times). The Company's gearing ratio¹ was low at 0.0 (FY2024: 0.0) as there were no borrowings at 30 June 2025 (FY2024: \$15.0 million).

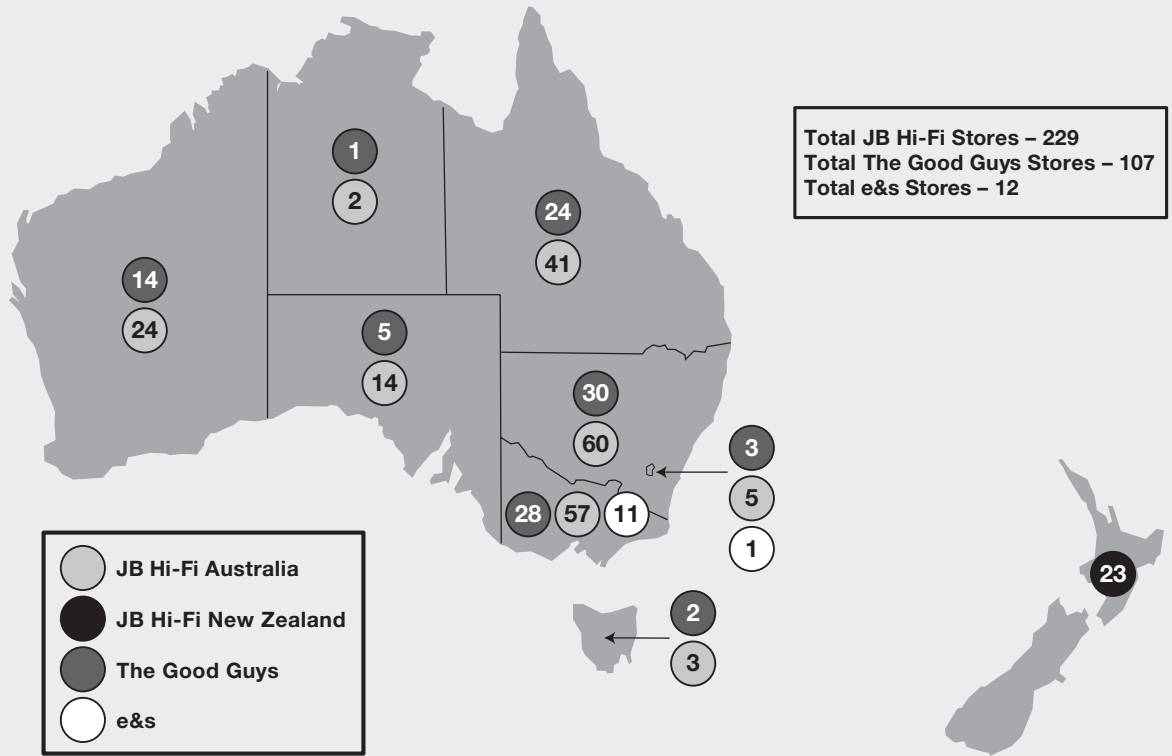
Operating cash flows and operating cash conversion continue to be strong. The Group had net cash of \$284.1 million at 30 June 2025, driven by continued strong cash generation offset by the acquisition of e&s and the payment of the FY2024 special dividend.

¹ Calculated prior to the impact of AASB 16

STORES

The Group's sales are primarily from its branded retail store networks, located both in stand-alone destination sites and shopping centre locations.

The store locations as at 30 June 2025 are set out below.



In Australia, 2 new JB Hi-Fi stores were opened and 1 JB Hi-Fi store was closed in FY2025. In New Zealand, 4 new JB Hi-Fi stores were opened and no stores were closed in FY2025. In The Good Guys, 1 new store opened and no stores were closed in FY2025. In September 2024, 11 stores were acquired as part of the acquisition of e&s and during the remainder of FY2025, 1 e&s store was opened and no stores were closed.

For personal use only

BUSINESS STRATEGIES AND PROSPECTS

The following factors are considered important in understanding the strategy of the Group and the main opportunities and threats that may have a significant effect on its results and its prospects for future years. These factors are listed regardless of whether they were significant in FY2025.

Business risks

There are a number of factors, both specific to the Group and of a general nature, which may threaten both the future operating and financial performance of the Group, and the outcome of an investment in the Group. There can be no guarantee that the Group will achieve its stated objectives or that forward looking statements will be realised. The operating and financial performance of the Group is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest and exchange rates, access to debt and capital markets and government fiscal, monetary and regulatory policies. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, may have an adverse impact on the Group's business or financial condition.

The specific material business risks faced by the Group, and how the Group manages these risks, are set out below.

- Competition – the markets in which the Group operates remain highly competitive and any increased competition from new and existing competitors may lead to price deflation and a decline in sales and profitability. As the #1 player in a fragmented Australian market, the Group's scale allows it to maintain focus on market share and absorb margin pressure during periods of heightened market price activity and consolidation. The Group also believes that its competitive advantages and the plans for growth set out below will allow it to maintain its market leading position.
- A loss or erosion of reputation – the JB Hi-Fi, The Good Guys and the e&s businesses enjoy a high level of loyalty and trust with customers. Any decline in this high level of loyalty and trust could compromise the market leading positions of the businesses and adversely affect the Group's operating and financial performance. This could occur as a result of a wide range of factors or events, including:
 - a loss or erosion of the reputation of the Group's businesses for price leadership. The Group constantly reviews and updates its pricing strategy and takes a pro-active approach to responding to the competitive environment, including careful monitoring of its competitors' pricing and strategic and tactical marketing campaigns to maintain its price position;
 - a loss or erosion of the reputation of the Group's businesses for high levels of customer service, and/or the in-store experience provided by the businesses does not meet customer expectations. The Group seeks to mitigate this risk through the use of customer service and engagement analytics, senior management monitoring of customer complaints, targeted capex investment, optimising floor layouts and category space allocation, the trialling of new store formats, and an ongoing program of work to improve in-store experience and evolve its service model;
 - the online experience provided by the Group's businesses does not meet customer expectations. The Group has demonstrated its ability to capture online sales and continues to invest in its digital and online capability;
 - a major information security breach of the Group's IT systems. Information security breaches remain a key area of focus for organisations globally, to mitigate the risk of financial and/or reputational damage. The Group seeks to pro-actively manage this risk through investment in IT security measures, including incident response planning and testing. Noting the constant evolution of the nature and sophistication of external threats, management conduct regular reviews of, and continuous improvement over, the Group's network security and information security controls (including a continuous program of system updates, patching and vulnerability assessments to ensure core systems are kept secure on an on-going basis), and monitors the external environment for new and emerging risks;
 - a major workplace health and safety incident or customer injury. The Group seeks to mitigate this risk through having appropriate occupational health and safety procedures and staff training in place for all of its sites. Particular areas of focus in recent years include mental health and wellbeing of the Group's team members, how to deal with disgruntled or aggressive customers, manual handling risks, and hazard, incident and injury management. Further detail is set out in the Group's Sustainability Report;
 - a significant breach of regulatory or legislative requirements. The Group seeks to mitigate this risk through appropriate staff training on key regulatory and legislative requirements relevant to its business, as well as making legal and regulatory compliance a key focus of the management team. Further detail is set out below (see "Litigation/breach of legal or regulatory requirements"); or

- the Group failing to meet its sustainability or corporate social responsibility objectives, or not operating in accordance with community and stakeholder expectations in these areas and the potential for adverse media coverage should this occur. The Group seeks to mitigate this by embedding sustainability into the broader business strategy, operations and culture, and via its sustainability and corporate social responsibility initiatives under its Group Sustainability Framework, details of which can be found in the Group's annual Sustainability Reports. Management monitors progress against the Group's Sustainability Plan and engages with suppliers, investors and across industry forums to ensure that changes in stakeholder expectations are understood. In addition, the Group actively monitors both social and traditional media on an ongoing basis and, where appropriate, responds to issues raised, as well as taking any steps necessary to promptly address valid concerns or underlying issues.
- Consumer discretionary spending and changes in consumer demands – the Group is exposed to both the upside and downside of consumer spending cycles and changes in consumer demand. A reduction in consumer spending and demand (for example, due to high inflation) may lead to a decline in the Group's sales and profitability. The Group maintains its relevance using its strong market position supported by its low price proposition. Many of the products sold by the Group are now considered less "discretionary" than in the past, with products such as mobile phones and computers now being seen as "essential" by many consumers and the Group has expanded its home appliances business with the acquisition of e&s. The Group's stores, which are both in convenient and high traffic locations, seek to maximise both destination and impulse sales, reflected in the Group's high sales per square metre of floor space. The Group also closely monitors changes in the economic environment, consumer demand and new products, and is able to respond quickly to such changes.
- Online competition taking sales from the Group's stores – the Group seeks to provide customers with a quality online offer, while leveraging the benefits of its physical stores. The Group continues to invest and innovate both in-store and online in order to give customers the choice as to how to transact with its businesses, and is focusing on continuing to integrate the in-store and online experience. The Group's market leadership and scale gives it global relevance with suppliers and drives significant buying power which enables the Group to compete successfully with online players, as does its low cost of doing business. The Group also believes that the existence of its store networks will continue to provide confidence in after-sales service and support to its online customers, whilst also enabling fast online fulfilment via delivery from stores and click-and-collect.
- Digitisation of physical software leading to a fall in traditional software sales beyond expectations – the JB Hi-Fi business will maintain a software presence in-store while the category is still providing solid returns, whilst adjusting inventory, range and in-store space allocated to the category as appropriate.
- Ineffective inventory management – a failure to maintain sufficient inventory (or holding excessive inventory) may adversely affect the Group's operating and financial performance. The Group mitigates this risk through regular monitoring of inventory quality and stock levels.
- Shortage of inventory due to supply chain disruption – a shortage of inventory due to global or local supply chain disruption (for example as the result of international trade tariffs) may adversely affect the Group's operating and financial performance. The Group's scale and strong relationships with a large number of different suppliers, who in turn often have geographically dispersed manufacturing and assembly, means that it is in a strong position to obtain inventory even when supply chains are disrupted.
- Failure to maintain key supplier relationships – the Group has strong partnerships with all major suppliers, with its multi-brand retail approach providing ranging and merchandising optionality and facilitating the execution of strategic initiatives at scale. The Group's store locations and high traffic websites provide suppliers with high visibility for their products. The Group has significant supplier management processes to mitigate the risk of failing to maintain key supplier relationships and, whilst at any one time certain products and suppliers are more important than others, the large and diverse range of products stocked by the businesses means that reliance on any one supplier or product is less than for some smaller competitors. In addition, the JB Hi-Fi and The Good Guys businesses have proven records of expansion into new product categories and introducing new brands, rather than solely remaining reliant on those products and brands which were successful in previous years.
- Supply chain capability does not support the Group's growth objectives – the evolution of the Group's supply chain model will be crucial to positioning the Group for future growth and the Group continues to develop and improve its supply chain through initiatives such as the Group's Home Delivery Centres, the improvement of inventory planning and ordering processes, and the expansion of delivery options.

- The Group's commercial sales businesses do not deliver the expected growth outcomes for the Group – the Group continues to invest in these businesses (including the recently acquired e&s commercial business) to support their continued growth and expand their product and service offerings.
- Growth from expansion of the Group's product and services offerings does not deliver the expected growth outcomes for the Group – the Group continues to see strong momentum in these areas and to invest and innovate to support continued growth.
- Failure to achieve the expected improved results for the JB Hi-Fi New Zealand business may have an adverse impact on the Group's operating and financial performance – the Group is encouraged by the improved sales performance of the JB Hi-Fi New Zealand business and is investing in the business for future growth.
- the e&s business does not deliver expected growth outcomes for the Group – following the acquisition of e&s in September 2024, the Group is in the early stages of implementing its strategy to grow e&s and realise the earnings opportunity presented.
- Increasing cost of doing business – certain costs of doing business are outside of the Group's control. For example, the Group's cost of doing business is impacted by the annual Fair Work Award wage reviews and rising energy costs. However, the increasing scale of the Group's operations continues to deliver cost benefits and the Group remains focused on controlling costs.
- Leasing arrangements – the ability to identify suitable sites and negotiate suitable leasing terms for new and existing stores and warehouses is key to the Group's ongoing growth and profitability. The Group believes that it will continue to be able to do this as it has done successfully to date, and management continually assess the Group's strategy on locations and formats to optimise the store and warehouse network in light of changes in the market.
- Loss of, or inability to attract and retain, key staff – the Group's ability to attract and retain talented staff is critical to its operating and financial performance. In recognition of this, succession planning and executive/senior management team composition is a key focus for the Board and Group executive team. The Group continues to focus on providing a safe, inclusive and welcoming environment for all of its employees and on developing and improving its programs and strategies relating to diversity & inclusion, the prevention of harassment, discrimination or bullying, and development of its team members. Further detail is set out in the Group's Sustainability Report.
- IT systems – the Group's increasing reliance on IT systems means that outages, disruptions and security breaches could have a detrimental impact on its operating and financial performance, and any failure to maintain and upgrade its IT systems over time has the potential to inhibit the achievement of the Group's business initiatives. To mitigate these risks, the Group has disaster recovery processes (including off-site IT back-up infrastructure) and invests in IT security measures. The Group also continues to invest and develop its IT resources and capabilities to support the Group's strategic objectives.
- Sustained disruption to operations resulting from external factors – external factors outside of the Group's control, such as pandemic, disruption to supply chains, systemic utility failures or extreme weather events could materially impact the Group's businesses. The Group mitigates these risks by contingency planning as far as practicable, and its flexible model allows management to quickly take appropriate action to react to any such risks as they arise.
- Changes in regulatory environment – changes in the regulatory environment in which the Group operates may increase compliance costs, and even (in extreme cases) affect the ability of the Group to sell certain types of products and services or conduct certain activities. Whilst such changes are outside the control of the Group, the Group monitors proposed changes in the regulatory environment so that it can assess the impact of such changes and develop appropriate response strategies where possible.
- Finance – a breach of the Group's debt covenants or inability to access financing facilities could adversely affect the Group's operating and financial performance. The Group has significant headroom in both its debt facilities and covenants. Additionally, cash flow forecasts and debt capacity are closely monitored by management. Details of the Group's financing facilities are set out on page 25.
- Fraud and corruption – the Group has no history of material fraud or corruption and seeks to minimise the risk of loss arising from fraud and corruption through appropriate policies, procedures and controls. Risk identification and management is managed on a day-to-day basis by a dedicated risk management and business assurance team which evaluates, and looks to continually improve, the effectiveness of the Group's governance, risk management and internal control processes.

- Litigation/breach of legal or regulatory requirements – legal proceedings and claims may arise from time to time in the ordinary course of the Group's businesses and may result in high legal costs, adverse monetary judgements and/or damage to the Group's businesses which could have an adverse impact on the Group's financial position and financial performance. Additionally, a significant breach of regulatory requirements or laws could adversely impact the Group's ability to carry on parts of its business or its reputation. The Group makes legal and regulatory compliance a key focus of the management team and seeks to mitigate this risk through its comprehensive compliance program which includes appropriate staff training on key regulatory and legislative requirements relevant to its business. However, in view of the size and nature of the Group's businesses, the various laws that are relevant to the businesses and the regulatory environment, it is possible that, from time to time, the Group may be involved in legal proceedings. As at the date of this Report, the Group is involved in the following proceedings:
 - in July 2024, the ACCC commenced proceedings against The Good Guys relating to the advertising and fulfilment of certain store credit and StoreCash promotions conducted by The Good Guys during the period July 2019 to August 2023. Information about the resolution of these proceedings is included on page 24; and
 - in December 2023, the JB Hi-Fi business received a writ and statement of claim from Maurice Blackburn lawyers filed in the Supreme Court of Victoria in relation to a class action. The proceedings make claims under the Australian Consumer Law, among other matters, in relation to the sale of extended warranties to consumers. The proceedings seek compensation for loss or damage of an unquantified amount, interest and costs for the lead plaintiff and group members. The Group considers that it has complied with relevant laws at all times and continues to vigorously defend the proceedings.

Business Strategies

The Group believes that the following strategies/factors will continue to drive growth in sales and earnings:

- focus on retail execution:
 - prove value – actively promote and demonstrate value;
 - keep it simple – focus on the metrics that matter;
 - in-store customer engagement – create engaging in-store experiences;
 - operational efficiencies – drive operational efficiencies to re-invest in customer facing roles;
- multichannel model:
 - online - leverage online traffic;
 - membership programs – deliver personalisation at scale;
 - JB Hi-Fi Marketplace – expand range and drive awareness;
 - enhance sales channels – create consistent customer experiences across channels;
- supply chain:
 - delivery options – create best in class customer experiences;
 - optimise inventory flow – enhanced stock availability during peak trade periods;
 - evolve supply chain network – align to multichannel strategy and improve flow of bulky products;
- brand reach:
 - JB Hi-Fi NZ expansion – 3 new stores in FY2026;
 - e&s integration and expansion – 1 new store in FY2026;
 - JB Hi-Fi Australia – 5 new stores and 1 closure in FY2026;
 - The Good Guys – no new stores and 2 major relocations in FY2026;
 - Commercial growth – expand customer base; and
- continued mitigation of the business risks faced by the Group detailed on pages 27 to 30.

Environmental & Social risks

There are a range of environmental and social risks that could negatively impact the Group:

- if its activities adversely affect the natural environment or human society; and/or
- if its activities are adversely affected by changes in the natural environment or human society.

In order to understand and prioritise these risks, the Group has undertaken a materiality assessment utilising a globally recognised assessment framework. The most material environmental and social risks identified and the actions to mitigate those risks are set out below and additional information can be found in the Group's 2025 Sustainability Report:

- Employee safety and wellbeing – the Group creates and maintains a safe and healthy workplace that strives to prevent fatalities, minimise physical injuries and illness, and promote good mental health and wellbeing by: maintaining a strong leadership focus and implementing a Group Strategy for safety; employing a systematic approach to incident management and risk mitigation supported by its Group Occupational Health and Safety Systems; implementing policies and practices to provide a safe, inclusive and welcoming environment for all of its customers and employees and by taking positive action to prevent harassment, discrimination or bullying; and establishing key performance indicators and safety targets to monitor and improve performance. Key health & safety initiatives implemented in FY2025 included: ongoing focus on and enhancement of mental health & wellbeing training with specific measures to mitigate psychosocial risks; enhancement of training on the management of threatening situations; and a focus on safe manual handling practices including the introduction of new equipment to reduce the need for manual handling.
- Diversity, Inclusion and Engagement – the Group's commitment to diversity and inclusion helps it to achieve higher levels of innovation, take advantage of different perspectives, and ensures that it attracts and retains highly engaged, diverse and inclusive teams. Initiatives implemented in FY2025 under the Group's Diversity, Inclusion and Engagement Strategy include: continued use of behavioural competencies for all roles throughout the Group to identify high potential talent and equalise recruitment & selection practices; continued promotion of the "Speak Up" initiative to create an environment where team members can bring forward any concerns relating to inclusion, respect, and safety in the workplace; continued investment in its Women in Leadership Program with 129 participants completing the program in FY2025; updating the Group Workplace Behaviour Policy and annual refresher training to further ensure team members are aware of behavioural expectations, their obligations, and the process for escalating any concerns, and the establishment of a Reconciliation Working Group which is responsible for identifying and pursuing opportunities across the Group where it can make a positive impact for Aboriginal and Torres Strait Islander Peoples.
- Strong governance, business ethics and compliance – the Group's stakeholders expect the Group to act responsibly and ethically and to comply with all relevant laws and regulations. The Group acts with integrity and transparency in conducting its businesses and has established a Statement of Values and a Code of Conduct to help guide its behaviours, together with additional policies and procedures including a Whistle-blower Policy, an Anti-Bribery, Corruption & Fraud Policy, and a Securities Trading Policy, which clearly outline the standards of behaviour required and which provide avenues to report wrongdoing. Governance and oversight is also provided by the Group's Board of Directors and Board Committees, including an Audit and Risk Management Committee.
- Ethical sourcing and modern slavery – the Group recognises the importance of sourcing responsibly and the potential social and environmental impacts that its purchasing decisions can have. The Group also recognises the risk of modern slavery and the potential for human rights abuses in its supply chain and is committed to sourcing its products and services in an ethical and responsible manner and, in doing so, ensuring that minimum standards concerning labour, health & safety, environmental management and ethics are maintained across the supply chain. The Group has an Ethical Sourcing Policy outlining the minimum standards expected of its suppliers. Supporting this policy is a risk-based approach to supplier due diligence, which helps the Group assess compliance with the Policy. This includes a combination of inherent risk assessments conducted by the Group, self-assessments completed by suppliers, and social compliance audits carried out by independent parties on selected supplier manufacturing facilities. Initiatives undertaken in FY2025 include: the submission of the Group's fifth Modern Slavery Statement; continued membership of, and utilisation of the resources of, the Responsible Business Alliance; the Group seeking information from additional existing suppliers in order to enable the Group to prioritise further engagement with those that may be at a higher risk of modern slavery; requesting that Suppliers implement corrective actions to remedy any audit issues identified; and on-site visits to 5 factories in China and Malaysia which supply products for the Group, including engaging with management and workers and observing third-party audits.

- Sustainable Packaging/Operational Waste and Recycling – Consumer demand for new technology, and replacement and upgrade of consumer electronics and home appliances can result in both product and packaging waste being generated. The Group is committed to working closely with our suppliers and team members to improve packaging sustainability and optimise recycling of operational waste. The Group has operational processes and systems in place to facilitate the recycling of cardboard, paper, hard and soft plastics and polystyrene waste. Processes are also in place to facilitate the salvage and re-use of unwanted technology from both the Group's own operations and from product returns by customers. In FY2025 the Group continued to improve its existing waste and recycling systems and processes including: continuing to improve the sustainability of packaging used by our store network with significant progress towards meeting the 2025 Australian Packaging Covenant Organisation (APCO) National Packaging Targets for packaging over which the Group has operational control; expansion of the range of private label products which include recycled plastics within the product itself; ongoing use of our sustainability questionnaire to ascertain suppliers' commitments to achieving APCO's 2025 sustainable packaging targets and engaging with and influencing these suppliers to align with the Group's packaging targets; engaging with trade suppliers regarding their transition plans for the phase-out of expanded polystyrene packaging; collection of customer battery and e-waste recycling at drop-off points in JB Hi-Fi Australia and The Good Guys stores; further expansion of the Group's trade-in offers ensuring that more products are given a second life following refurbishment; and launching the sale of refurbished phones, tablets, and computers for sale through JB Hi-Fi's online marketplace.
- Energy consumption and emissions reduction/climate-related risks – the Group aims to ensure that its business is climate resilient, and pro-actively responds to the climate-related risks and opportunities that are most material to the Group. The majority of greenhouse gas (GHG) emissions resulting from the Group's business operations come from the electricity used to power its store and warehouse network. In addition, the Group consumes natural gas for heating, and fuel for company-owned cars. In FY2021 the Group set a strategic goal to achieve net-zero direct (scope 1 and 2) carbon emissions by 2030. The Group has developed a roadmap of emission reduction initiatives to assist the Group in meeting this target including the use of renewable electricity, investing in solar power generation, pursuing energy efficiency upgrades, and reducing energy consumption where possible. The Group's activities in FY2025 included: completing the installation of solar power generators at an additional 6 stores, bringing the total number of stores with solar power to 36; partnering with the NSW Government to assist eligible residents to purchase heavily subsidised, energy and water-efficient washing machines for significantly below the usual retail price; continuing to develop and refine the Group's scope 3 emissions calculations in preparation for mandatory reporting in the future; and further engaging with suppliers on emissions reduction. The Group conducts an annual review of its key risks and opportunities relating to climate change and applies climate scenario analysis to evaluate how the most material physical and transition risks could impact the Group under different climate scenarios. Each risk/opportunity is assigned to a member of the senior management team to manage on an on-going basis, with progress reported to the Audit and Risk Management Committee twice a year. These key risks and opportunities are set out in the 2025 Sustainability Report.
- Data security and Privacy – the Group recognises the need to take appropriate action to secure its information systems in order to reduce the risk of customer, employee or company information being stolen by cyber criminals or otherwise accessed by unauthorised persons. The Group's Technology Director is responsible for co-ordinating the security of these information systems and has a dedicated cyber security function which monitors the environment, responds to events, assesses risk, and implements new capabilities. In addition, relevant team members receive regular privacy, cyber security and PCI-DSS training. In order that the Group can conduct its business, a number of third parties used by the Group hold personal information of the Group's customers and employees. The Group works with these third parties to ensure that such information is held securely and is only held to the extent absolutely necessary.
- Product design, quality and safety – the Group expects its suppliers to ensure that the products that it sells are safe and seeks commitments in its contracts with suppliers that all products, packaging and documentation supplied to the Group will comply with all relevant laws and standards. The majority of the products sold by the Group are manufactured by large, global brands who are well practised in ensuring compliance with relevant legislation. The Group's private label products are manufactured by a small number of third party suppliers who work with the Group's buying teams to ensure product design, quality and relevant safety requirements are complied with.

SALES UPDATE AND TRADING OUTLOOK – as at 11 August 2025

July 2025 sales update

The Group provides the following sales update for the period 1 July 2025 to 31 July 2025:

- Total sales growth for JB Hi-Fi Australia was 6.1% (July 2024: 5.6%) with comparable sales growth of 5.1% (July 2024: 5.2%);
- Total sales growth for JB Hi-Fi New Zealand was 38.1% (July 2024: 12.2%) with comparable sales growth of 24.0% (July 2024: -4.9%);
- Total sales growth for The Good Guys was 4.2% (July 2024: 2.7%) with comparable sales growth of 3.8% (July 2024: 2.7%); and
- Total sales growth for e&s was 1.0% with comparable sales growth of -2.7%.

Whilst the retail market remains uncertain, the Group is pleased to see sales momentum continue into July supported by new product launches and an improved stock position.

Executive Changes

As announced to the ASX on 11 August 2025, Group Chief Executive Officer, Terry Smart, will retire from the Group on 3 October 2025 and be succeeded by Nick Wells (currently Group Chief Operating Officer).

CONTENTS

- Summary (page 34)
- Executive KMP Remuneration (page 36)
- Non-Executive Director Remuneration (page 46)
- Total Key Management Personnel Compensation (page 48)
- Other Information (page 48)
- Share Ownership-Based Remuneration Schemes (page 49)

SUMMARY

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 (being those persons listed on page 36) and the more than 16,000 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").

Snapshot

Another year of financial and strategic achievement

The 2025 financial year has been another strong year for the Group. The Group continued to outperform expectations throughout the year, with the Group's unique consumer electronics and home appliance offering resonating with its customers and strong execution by management continuing to grow its market share in a challenging economic environment.

This strong performance has been reflected in the Group's financial results. Management delivered EBIT of \$694.1 million, NPAT¹ of \$462.4 million and EPS¹ of 423.0 cents per share, all of which significantly outperformed annual analyst consensus expectations at the start of the financial year.

In addition to driving these 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 the acquisition of 75% of e&s, a leading retailer of premium home appliances and bathroom products, further enhancing the Group's multichannel capability, continuing to improve the Group's supply chain and successfully implementing sustainability initiatives.

As a result of the above, and despite macroeconomic headwinds, the Group has continued to pay strong dividends to shareholders of \$385.9 million in FY2025 and has generated absolute total shareholder return of 85.4% in the past 12 months with a closing share price of \$110.35 at 30 June 2025. This has resulted in an increase in value for shareholders and is reflected in the Executive KMP VRP achievement outcomes for the year as set out below.

Executive KMP FY2025 Incentive Achievement

Vesting outcomes in respect of FY2025 VRP incentives resulted in Executive KMP earning between 78% and 95% of rewards available for FY2025.

The VRP scorecard for FY2025 provided that 75% of available rewards were linked to financial measures, primarily FY2025 Group EPS growth with between 87% and 93% of available rewards for the financial performance component earned by each Executive KMP. The Group EPS growth target for the VRP scorecard was set at challenging levels having regard to the Board approved budget and analysts' consensus growth forecasts for FY2025 (which were negative at the beginning of the financial year). The VRP financial outcomes for all Executive KMP were impacted by the penalty agreed with the ACCC as a result of proceedings against The Good Guys. Further detail can be found on page 40.

The remaining 25% of available rewards were dependent upon the achievement of various strategic measures deemed relevant for the individual executive, and between 83% and 93% of available rewards for this strategic component were earned by Executive KMP. Further detail is set out on pages 40 to 41.

¹ Attributable to the owners of JB Hi-Fi Limited.

As with recent years, 25% of VRP rewards achieved in relation to FY2025 are paid in cash and the remaining 75% of the VRP rewards achieved in relation to FY2025 are delivered in deferred shares. One third of these shares will be released from dealing restrictions in each of August 2026, August 2027 and August 2028, such that the vast majority of VRP rewards will therefore be subject to share price performance and align Executive KMP with the experience of shareholders over the medium to longer term.

FY2026 Executive Remuneration

The Company will retain the same structure for FY2026 executive KMP remuneration as was used for FY2025, with the Group financial component of the VRP (EPS growth) being set in line with the Company's historical incentive ranges i.e. commencing rewards when performance exceeds the previous year's EPS performance² and paying maximum reward at 10% EPS growth. Within this range the % of the incentive payable will be set taking account of Board approved annual budgets, longer term corporate plans and current market expectations.

² Previous year's EPS performance (FY2025) will be adjusted to reflect underlying performance that excludes the FY2025 one-off expense relating to the resolution of the ACCC proceedings against The Good Guys as described on page 24.

EXECUTIVE KMP REMUNERATION

Details of executive key management personnel

The following executive directors and Group executives (**Executive KMP**) are considered members of key management personnel for reporting purposes.

Terry Smart	Group Chief Executive Officer and Executive Director
Nick Wells	Group Chief Operating Officer (Group Chief Financial Officer until October 2024) and Executive Director
Cameron Trainor	Managing Director – JB Hi-Fi Australia
Biag Capasso	Managing Director – The Good Guys
David Giansalvo	Group Chief Financial Officer (from October 2024)

Each of the above Executive KMP was engaged throughout and since the end of the financial year. As announced to the ASX on 11 August 2025, Group Chief Executive Officer, Terry Smart, will retire from the Group on 3 October 2025 and be succeeded by Nick Wells.

Strong Correlation between Group performance and KMP reward

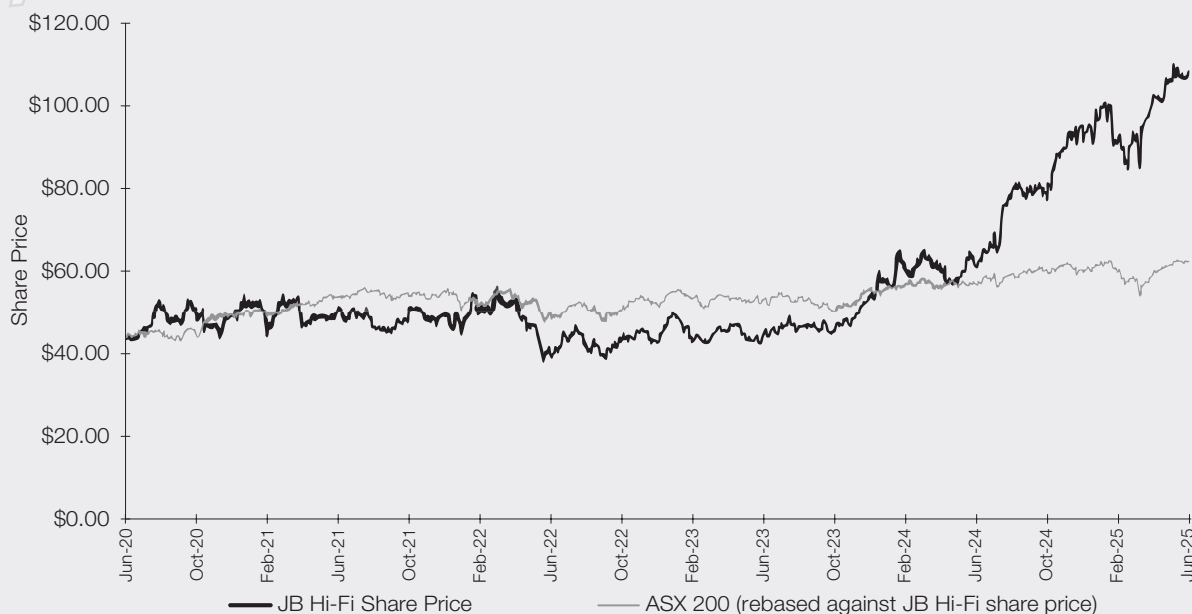
The Board believes that remuneration for Executive KMP should be fair and reasonable, structured effectively to attract, motivate, retain and reward valued executives, and designed to produce value for shareholders.

The financial performance of the Group over the past five years and the significant value created for shareholders over this period is summarised in the table below.

	FY2021	FY2022	FY2023	FY2024	FY2025
Financial results:					
Sales (\$m)	8,916.1	9,232.0	9,626.4	9,592.4	10,554.8
EBIT (\$m)	743.1	794.6	769.0	647.2	694.1
NPAT (\$m) ⁽ⁱ⁾	506.1	544.9	524.6	438.8	462.4
Basic EPS (cents) ⁽ⁱⁱ⁾	440.8	479.5	479.9	401.4	423.0
Shareholder returns:					
Company share price at the end of the reporting period (\$)	50.58	38.46	43.75	61.21	110.35
Ordinary Dividends paid to shareholders during the financial year (\$m)	310.2	310.2	382.7	298.5	298.4
Special dividends paid to shareholders during the financial year (\$m)	–	–	–	–	87.5
Off-market share buy-back (\$m)	–	250.0	–	–	–
Shareholder value created – rolling last 5 years (\$m) ⁽ⁱ⁾	4,015.7	2,330.5	3,254.1	4,999.0	9,026.5
Shareholder value created – CAGR last 5 years (%)	21%	12%	16%	20%	24%

(i) Shareholder value created is measured as the increase in the enterprise value (the sum of market capitalisation and net debt), plus cash dividends and share buy-backs paid during the financial year.
(ii) Attributable to the owners of JB Hi-Fi Limited.

The effectiveness of the Executive KMPs' performance related remuneration in driving performance is reflected in the long term growth of the share price of the Company. The following graph plots the JB Hi-Fi Limited closing share price and the ASX 200 on a daily basis over the past five years between 1 July 2020 and 30 June 2025. The JB Hi-Fi Limited closing share price compound annual growth rate between 1 July 2020 and 30 June 2025 was 20.9%, outperforming the ASX 200 compound annual growth rate over the same period of 7.6%.



Executive KMP remuneration packages – FY2025

The Remuneration and Nominations Committee annually reviews the remuneration packages of Executive KMP and makes recommendations to the Board. Remuneration packages are reviewed with due regard to performance and data on remuneration paid by comparable companies. Where appropriate, the Remuneration and Nominations Committee may receive expert independent advice regarding remuneration levels required to attract, retain and compensate Executive KMP given the nature of their work and responsibilities.

In setting the remuneration packages for FY2025, the Board and the Remuneration and Nominations Committee considered a number of factors including Group performance, current market practice, and the skills and experience required for, and complexity and responsibilities of, the roles. The Company benchmarks its remuneration packages for Executive KMP against comparable companies based on size and industry and believes executive reward should approach top quartile outcomes if the challenging targets set under the incentive plans are achieved.

The Remuneration and Nominations Committee also considered current market conventions with regard to the splits between fixed remuneration and incentive elements. The remuneration packages for Executive KMP for FY2025 were as follows:

Executive	Remuneration Package			Pay Mix at Maximum		
	Fixed Remuneration \$	Maximum Incentive Opportunity \$	Total \$	Fixed	Incentives (at-risk)	Total
T. Smart	1,857,636	3,824,545	5,682,180	33%	67%	100%
N. Wells ⁽ⁱ⁾	1,200,000	2,050,000	3,250,000	37%	63%	100%
C. Trainor	1,174,682	2,021,545	3,196,226	37%	63%	100%
B. Capasso	667,013	1,133,921	1,800,934	37%	63%	100%
D. Giansalvo ⁽ⁱⁱ⁾	550,000	550,000 ⁽ⁱⁱ⁾	1,100,000	50%	50%	100%

(i) Figures for N. Wells and D. Giansalvo are remuneration packages following their appointments as Group Chief Operating Officer and Group Chief Financial Officer respectively in October 2024.

(ii) D. Giansalvo's FY2025 maximum incentive opportunity of \$550,000 was comprised of \$475,000 VRP incentive and \$75,000 zero exercise price options granted pursuant to the Group's Employee Share Option Plan prior to him becoming an Executive KMP. Further detail about the Employee Share Option Plan is provided on page 49.

The remuneration of Executive KMP is directly related to the performance of the Group through the linking of the incentives to certain financial and strategic measures as detailed previously and below.

Further details on each of the key elements of Executive KMP remuneration for the 2025 financial year are set out below.

Fixed remuneration – FY2025

Fixed remuneration is paid by way of base salary, motor vehicle allowances and superannuation. No elements of fixed remuneration are dependent on performance conditions.

Executive KMP continuing in their current roles received a 3% increase to fixed remuneration for FY2025 excluding B. Capasso who received a 5% increase in fixed remuneration, recognising that his remuneration on becoming Managing Director of The Good Guys in August 2021 had been set at a level allowing scope for appropriate increases as he gained experience and performed in the role.

In October 2024 N. Wells (formerly Group Chief Financial Officer) became Group Chief Operating Officer and received a 16% increase in fixed remuneration in recognition of the larger scope of his new role and additional responsibilities. D. Giansalvo (previously Group General Manager – Analysis & Planning) took over as Group Chief Financial Officer with fixed remuneration set at \$550,000. To recognise that this was his first year in an Executive KMP role, and in accordance with the Company's normal practice, his fixed remuneration was set lower than that of his predecessor (N. Wells) and will be reviewed annually in-line with his performance in his new role.

Variable Reward Plan (VRP) Incentive – FY2025

The Group operates a variable reward plan to incentivise, attract and retain valued executives. The VRP allows for flexibility in setting performance targets year by year to take into account changing trading conditions, which is particularly important in a fast moving and volatile retail environment. It therefore provides a more motivating remuneration framework for Executive KMP, as well as greater alignment with shareholders, than traditional structures. Following a review of the Executive KMP remuneration structure for FY2025 and the performance of the Group, the Board remained of the view that the VRP was the most appropriate form of incentive plan.

Under the VRP, performance is assessed at the end of each financial year against a scorecard of robust measures, and awards under the VRP for Executive KMP are delivered³:

- 25% in cash at the end of the one-year performance period; and
- 75% in restricted shares, to be released progressively in equal tranches over years 2, 3 and 4.

By granting the majority of the reward as shares that are restricted over the medium to longer term and are subject to long term share price risk and clawback, the VRP provides executive KMP strong alignment with shareholder interests. This, combined with the minimum shareholding requirements as set out on page 45, encourages Executive KMP to think and act like shareholders and to make decisions in the long term interests of the Group.

During the restricted period, dividends are paid on the restricted shares and the executive may exercise votes attaching to these shares. The market value of a share used to calculate the number of restricted shares granted is the volume weighted average price of shares traded on the ASX in the 5 trading days immediately following the release of the Company's financial results for the year to which the award relates.

All rewards under the VRP are subject to clawback at the Board's discretion in the event of fraud, dishonesty, material misstatement, material breach or negligence by the executive and in certain other circumstances.

Subject to the Board exercising its discretion to the contrary, an executive will not be eligible to receive a VRP award in respect of a particular performance period if, during that period, the executive ceases to be employed, or has given notice of his or her resignation from employment or has been given notice of termination from employment. An executive who ceases to be employed during the restriction period may, subject to the Board's discretion:

- forfeit the restricted shares if they are a "bad leaver" (termination for cause or resignation to work for a competitor); or
- retain the restricted shares, subject to the restrictions, if they are a "good leaver" (retirement, redundancy, disablement, mental/terminal illness or death).

³ For D. Giansalvo who became an Executive KMP in October 2024, for FY2025 29% of VRP earned will be delivered in cash and 71% will be delivered in restricted shares. For future years the split will be 25%/75% as for all other Executive KMP.

For personal use only

Treatment of restricted shares where an executive leaves in other circumstances is at the Board's discretion.

Further detail on the performance measures for each of the Executive KMP under the FY2025 VRP is set out below.

FY2025 VRP incentive scorecard - performance conditions and outcomes

Under the VRP, performance is assessed at the end of each financial year against a scorecard of robust measures. 75% of the rewards under the plan for each executive are dependent on financial targets and the remaining 25% of the scorecard are based on strategic measures approved by the Board and aligned with the Group's long term corporate plans. The financial targets in the scorecard are predominantly based on Group EPS, with some executives also having targets relating to aspects of the business for which that executive is responsible or where particular focus is required.

For FY2025, the Board set a performance range in line with the Company's historical incentive ranges, i.e. commencing rewards when FY2025 performance exceeds the FY2024 earnings performance and paying maximum reward at 10% earnings growth.

The financial targets were set taking account of the Group's FY2025 budgets and were set at challenging levels that were significantly above analyst consensus expectations at the beginning of the financial year which, for the Group, were negative. This resulted in the target level of EPS growth for the year being set below the midpoint of the performance range.

FY2025 EPS growth was 5.4%, JB Hi-Fi Australia EBIT growth was 8.0% and The Good Guys EBIT growth was 1.1%. As a result, between 87% and 93% of available rewards for the financial performance component were earned by the Executive KMP.

Group EPS growth and The Good Guys EBIT growth were adversely affected by the \$13.7 million penalty and costs contribution agreed with the ACCC as a result of proceedings against The Good Guys.

For strategic measures, between 83% and 93% of available rewards were earned.

A summary of FY2025 VRP achievement outcomes for each member of Executive KMP, measured against the financial and strategic measures, is set out in the table below.

Summary of VRP KPI Achievement

	Maximum VRP Incentive Opportunity \$	Achievement			Actual VRP Incentive Achieved \$	Delivered In	
		Financial Measures	Strategic Measures	Total		Cash ⁽ⁱ⁾ (25%) \$	Restricted Shares ⁽ⁱⁱ⁾ (75%) \$
T. Smart	3,824,544	91%	87%	90%	3,442,091	860,523	2,581,568
N. Wells	2,050,000	91%	86%	90%	1,837,312	459,328	1,377,984
C. Trainor	2,021,545	93%	91%	93%	1,872,355	468,089	1,404,266
B. Capasso	1,133,921	87%	93%	89%	1,007,104	251,776	755,328
D. Giansalvo	475,000	91%	83%	89%	422,749	122,174	300,575
	9,505,010	91%	88%	90%	8,581,611	2,161,890	6,419,721

(i) The VRP cash earned in FY2025 will be paid in August 2025.

(ii) The VRP Shares earned in FY2025 will be allocated in August 2025. The allocation of VRP shares to the ongoing Executive Director, N. Wells, will be subject to shareholder approval at the Company's Annual General Meeting held in October 2025. If shareholder approval by simple majority of those voting is not obtained, the Board will consider alternative remuneration arrangements for N. Wells which are consistent with the Company's remuneration principles and policy.

REMUNERATION REPORT (continued)

Detailed Assessment of VRP Scorecard Achievement

MEASURE	OUTCOME	GROUP CEO	GROUP COO	MD JB HI-FI	MD TGG	GROUP CFO
FINANCIAL (75%)						
Group EPS	5.4% EPS growth from FY2024. EPS for FY2025 was 423.0 cents per share compared to 401.4 cents per share in FY2024. ⁽ⁱ⁾	Above Target	Above Target	Above Target	Above Target	Above Target
JB Hi-Fi Australia EBIT	8.0% EBIT growth from FY2024. EBIT for FY2025 was \$530.3m compared to \$491.2m in FY2024.	n/a	n/a	Above Target	n/a	n/a
The Good Guys EBIT	1.1% EBIT growth from FY2024. EBIT for FY2025 was \$159.8m compared to \$158.1m in FY2024. ⁽ⁱ⁾	n/a	n/a	n/a	Below Target	n/a
Financial outcome		91%	91%	93%	87%	91%
(i) Group EPS growth and The Good Guys EBIT growth has been impacted by the one-off \$13.7 million expense in FY25 relating to the resolution of the ACCC proceedings against The Good Guys.						
STRATEGIC (25%)						
Group/Divisional OHS	<p>Ongoing focus on rollout of key strategic OHS initiatives including:</p> <ul style="list-style-type: none"> enhancement of mental health & wellbeing training (including the management of psychosocial risks); enhancement of training on the management of aggressive customers and shoplifters; and focus on safe manual handling practices including the introduction of new equipment to reduce the need for manual handling. <p>For the MD JB Hi-Fi Australia and MD TGG, the individual is only assessed against the OHS performance/initiatives for their division.</p>	Above Target	Above Target	At Target	At Maximum	At Target
People - Succession, Talent, Diversity & Inclusion	<p>Several internal promotions to senior management positions including D. Giansalvo to KMP.</p> <p>Implementation of strategic Succession/Talent initiatives including:</p> <ul style="list-style-type: none"> continued focus on succession framework for management positions within the Group; ongoing use of Talent Mapping using the Group's Competency Framework across the businesses to assist in identifying and growing diverse talent in a structured and measurable way; and use of individual development plans for high performers. <p>Improvement in diversity statistics including increase in female territory/area managers across the Group from 28% to 29%.</p> <p>Implementation of strategic Diversity & Inclusion initiatives including:</p> <ul style="list-style-type: none"> further embedding behavioural competencies for all roles throughout the Group, to identify high potential talent and equalise recruitment & selection practices; continued promotion of the "Speak Up" initiative to create an environment where team members can bring forward any concerns relating to inclusion, respect, and safety in the workplace; 	Above Target	Above Target	Above Target	Above Target	Above Target

For personal use only

MEASURE	OUTCOME	GROUP CEO	GROUP CFO	MD JB HI-FI	MD TGG	GROUP CFO
	<ul style="list-style-type: none"> updated Equal Opportunity and Workplace Behaviour Training and annual engagement and inclusion surveys; continued investment in the Group Women in Leadership Program with 129 participants completing the program in FY2025; and the establishment of a Reconciliation Working Group which is responsible for identifying and pursuing opportunities across the Group where it can make a positive impact for Aboriginal and Torres Strait Islander Peoples. 					
Group/Brand Strategic Growth Initiatives	Significant strategic initiatives implemented including: <ul style="list-style-type: none"> acquisition of e&s; introduction of JB Hi-Fi Marketplace; improvements in visual merchandising, store formats and layouts; ongoing implementation of long term growth initiatives, including new product lines and “multichannel”; and significant improvement in supply chain capability, peak-period stock-flow, and customer delivery experience. 	Above Target	Above Target	Above Target	Above Target	Above Target
Investor Relations	<ul style="list-style-type: none"> Maintained strong investor relations engagement. Commenced transition of investor relations responsibility following appointment of D. Giansalvo. 	Above Target	n/a	n/a	n/a	At Target
Sustainability Initiatives	Driving and supporting Group Sustainability initiatives including: <ul style="list-style-type: none"> implementation of initiatives to achieve “net zero” target (Scope 1 and 2) by 2030, including significant increase in sourcing of green energy; roll-out of updated ethical sourcing/modern slavery policy; completed roll-out of e-waste recycling bins to all JB Hi-Fi Australia and The Good Guys stores; implementation of waste management initiatives (including setting long-term targets for waste diversion from stores) and ongoing roll-out of the Group’s sustainable packaging strategy for private label products; and driving workplace giving program membership and initiatives. 	Above Target	Above Target	Above Target	At Target	Above Target
Brand Employee Engagement	Continued focus on protecting and strengthening the Group’s culture and attracting and retaining team members including good participation and improved results in engagement surveys.	n/a	n/a	Above Target	At Maximum	n/a
Strategic outcome		87%	86%	91%	93%	83%
FINAL OUTCOME (% of maximum)		90%	90%	93%	89%	89%

REMUNERATION REPORT (continued)

Group Chief Executive Officer VRP incentive achievement over the last 5 financial years

Executive KMP incentive achievement outcomes continue to align with the financial performance and strategic objectives of the Group. The table below sets out the Group Chief Executive Officer's incentive achievement since FY2021 under the VRP.

As disclosed in the FY2024 annual report, the FY2025 VRP has returned to a year-on-year 0-10% EPS growth target, rather than growth targets set off the FY2019 year for those years where results were affected by the impact of the Covid-19 pandemic.

The 0-10% year on year EPS growth targets will also be used for the FY2026 VRP.

Financial Year	Group Financial Target			Non-Financial Target Achievement	Total Achievement
	Incentive Target (EPS Growth)	Actual EPS Growth	Achievement		
2021	0 - 10%	87.6% ⁽ⁱ⁾	100%	88%	97% ⁽ⁱⁱ⁾
2022	12.4% - 16.0% ⁽ⁱⁱⁱ⁾	30.2% ⁽ⁱⁱⁱ⁾	100%	79%	95%
2023	14.5% - 17.3% ^(iv)	21.9% ^(iv)	100%	80%	95%
2024	10.5% - 12.6% ^(v)	13.0% ^(v)	100%	84%	96%
2025	0-10%	5.4%	91%	87%	90%

Notes

- (i) FY2021 EPS growth from the Group's FY2020 \$270 million (pre-Covid-19) NPAT guidance.
- (ii) Unadjusted achievement of 97%, adjusted achievement of 24.25% taking account FY2021 VRP restricted share rewards foregone following R. Murray's resignation and scheduled departure in early FY2022.
- (iii) 3 year EPS CAGR from FY2019 to FY2022.
- (iv) 4 year EPS CAGR from FY2019 to FY2023.
- (v) 5 year EPS CAGR from FY2019 to FY2024.

Executive KMP Remuneration FY2025 (Statutory Tables)

The statutory remuneration for each of the Executive KMP for FY2025 was:

	Short-term employee benefits		Post-employment benefits	Share based payments			Total
	Salary, fees & allowances	VRP Cash ⁽ⁱ⁾⁽ⁱⁱ⁾	Super-annuation	Options ⁽ⁱⁱⁱ⁾	VRP Shares ^{(iii)(iv)}	Total share based payments	
2025	\$	\$	\$	\$	\$	\$	\$
T. Smart	1,826,644	860,523	2,687,167	30,001	–	2,604,360	5,321,528
N. Wells	1,124,630	459,328	1,583,958	30,000	–	1,240,894	2,854,852
C. Trainor	1,144,072	468,089	1,612,161	30,000	–	1,403,819	3,045,980
B. Capasso	636,450	251,776	888,226	30,000	726	746,013	1,664,965
D. Giansalvo ^(v)	387,507	91,045	478,552	22,356	55,708	91,753	648,369
	5,119,303	2,130,761	7,250,064	142,357	56,434	6,086,839	13,535,694

- (i) The VRP Cash earned in FY2025 will be paid in August 2025.
- (ii) Performance based.
- (iii) In accordance with Accounting Standards, remuneration includes the amortisation of the fair value of options issued in prior years under the Group share option plans that are expected to vest, less any write-back on options lapsed or expected to lapse as a result of actual or expected performance against non-market hurdles. The fair value of options is measured at grant date in accordance with the relevant accounting standard and progressively allocated to profit and loss over the vesting period of the option.
- (iv) In accordance with Accounting Standards, remuneration includes the amortisation of the value of VRP that is paid in restricted shares. The value of shares is progressively allocated to profit and loss over the restriction period of the share.
- (v) D. Giansalvo became a KMP on 2 October 2024 upon his appointment as Group Chief Financial Officer. The amounts disclosed for D. Giansalvo for FY2025 are in respect of his time as a KMP from 2 October 2024.

The FY2025 Maximum Potential accounting expense and Actual accounting expense recognised in accordance with Accounting Standards for the performance-based elements of Executive KMP remuneration is set out below:

	VRP Cash				VRP Shares ⁽ⁱ⁾			
	Maximum Potential		Actual		Maximum Potential		Actual	
	\$	% of total potential remuneration	\$	% of total actual remuneration	\$	% of total potential remuneration	\$	% of total actual remuneration
2025								
T. Smart	956,136	17%	860,523	16%	2,785,938	50%	2,604,360	49%
N. Wells	512,500	17%	459,328	16%	1,330,263	44%	1,240,894	43%
C. Trainor	505,386	16%	468,089	15%	1,472,567	47%	1,403,819	46%
B. Capasso	283,480	16%	251,776	15%	801,135	46%	746,013	45%
D. Giansalvo ⁽ⁱⁱ⁾	102,298	15%	91,045	14%	101,750	15%	91,753	14%
	2,359,800	17%	2,130,761	16%	6,491,653	46%	6,086,839	45%

- (i) The maximum potential and actual values represent the amortisation of the VRP restricted shares over the restriction period of the share in accordance with Accounting Standards.
- (ii) D. Giansalvo became a KMP on 2 October 2024 upon his appointment as Group Chief Financial Officer. The amounts disclosed for D. Giansalvo for FY2025 are in respect of his time as a KMP from 2 October 2024.

Executive KMP Remuneration FY2024 (Statutory Tables)

The statutory remuneration for each of the Executive KMP for FY2024 was:

	Short-term employee benefits		Post-employment benefits	Share based payments			Total
	Salary, fees & allowances	VRP Cash ⁽ⁱⁱⁱ⁾	Super-annuation	Options ^(iv)	VRP Shares ⁽ⁱⁱⁱ⁾	Total share based payments	
	\$	\$	\$	\$	\$	\$	
2024							
T. Smart	1,775,020	891,156	2,666,176	27,500	–	2,487,256	5,180,932
N. Wells	979,790	394,655	1,374,445	27,500	–	1,141,345	2,543,290
C. Trainor	1,112,329	475,946	1,588,275	27,500	–	1,385,773	3,001,548
B. Capasso	607,168	259,587	866,755	27,500	7,826	666,185	1,568,266
	4,474,307	2,021,344	6,495,651	110,000	7,826	5,680,559	12,294,036

- (i) The VRP Cash earned in FY2024 will be paid in August 2024.
- (ii) Performance based.
- (iii) In accordance with Accounting Standards, remuneration includes the amortisation of the fair value of options issued in prior years under the Group share option plans that are expected to vest, less any write-back on options lapsed or expected to lapse as a result of actual or expected performance against non-market hurdles. The fair value of options is measured at grant date in accordance with the relevant accounting standard and progressively allocated to profit and loss over the vesting period of the option.
- (iv) In accordance with Accounting Standards, remuneration includes the amortisation of the value of VRP that is paid in restricted shares. The value of shares is progressively allocated to profit and loss over the restriction period of the share.

Fully paid ordinary shares of JB Hi-Fi Limited held by Executive KMP

	Balance at 1 July 2024 No.	Granted as compensation ⁽ⁱ⁾ No.	Received on exercise of options No.	Net other change No.	Balance at 30 June 2025 No.	Balance held nominally No.
2025						
T. Smart	163,250	35,223	–	(11,500)	186,973	–
N. Wells	47,950	15,598	–	(10,048)	53,500	–
C. Trainor	58,511	18,811	–	–	77,322	–
B. Capasso	40,823	10,260	560	–	51,643	–
D. Giansalvo ⁽ⁱⁱ⁾	–	–	–	765	765	–
	310,534	79,892	560	(20,783)	370,203	–

- (i) Shares allocated under the Company's Variable Reward Plan.
- (ii) D. Giansalvo became a KMP in October 2024. Net change other for D. Giansalvo includes the shares held by him in the company when he became a KMP.

Share options of JB Hi-Fi Limited held by Executive KMP

Other than share options granted to B. Capasso (who became an Executive KMP in August 2021) and D. Giansalvo (who became an Executive KMP in October 2024) prior to them becoming Executive KMP, no Executive KMP held any options during FY2025. Some of the options granted to B. Capasso and D. Giansalvo prior to them becoming Executive KMP vested in FY2025 and these options were exercised. Further details of the terms of these options are included under the heading "Group Incentive Plans" on page 49.

	Balance at 1 July 2024 No.	Granted as compensation No.	Exercised No.	Net other change No.	Balance at 30 June 2025 No.	Balance vested at 30 June 2025 No.	Options vested during year No.
2025							
B. Capasso	560	–	(560)	–	0	–	560
D. Giansalvo ⁽ⁱ⁾	–	–	–	5,021	5,021	–	–

- (i) D. Giansalvo became a KMP in October 2024. Net change other for D. Giansalvo includes the options held by him in the company when he became a KMP.

Other information regarding share options

Options exercised during the financial year

The following table summarises the value of options exercised during the financial year by Executive KMP. All of these options were zero exercise price options.

	Series ⁽ⁱ⁾	Options exercised and shares received No.	Exercise date	Exercise price \$	Share price at exercise date \$	Value of options exercised – at the exercise date ⁽ⁱⁱ⁾ \$
B. Capasso	179	560	14/08/2024	–	76.26	42,706

- (i) Options did not contain a performance condition as they were issued to prior to the employee becoming a KMP.
- (ii) The value of options exercised during the year is calculated based on the share price at the exercise date multiplied by the number of options exercised.

Options granted during the financial year

There were no share options granted during FY2025 to Executive KMP (or the five most highly remunerated officers of the Company). Instead, these employees participate in the VRP as set out on page 38.

Options lapsed during the financial year

There were no options issued to the identified key management personnel that lapsed during the financial year.

Options granted, exercised and lapsed since the end of the financial year

Since the end of the financial year, no options have been granted to Executive KMP (or the five most highly remunerated officers of the Company), and no options issued to Executive KMP (or the five most highly remunerated officers of the Company) have been exercised or lapsed.

For personal use only

Key terms of Executive KMP employment agreements

The remuneration and other terms of employment for each of the Executive KMP are set out in individual Company employment agreements. None of these executives are subject to a fixed term of employment.

Name	Notice Periods/Termination Payment/Non-compete
T. Smart	12 months' notice (or payment in lieu) 12 months' post termination non-compete and non-solicitation restriction
N. Wells	6 months' notice (or payment in lieu) 6 months' post termination non-compete and non-solicitation restriction
C. Trainor	9 months' notice (or payment in lieu) if terminated by the Company 6 months' notice if notice is given by the executive 6 months' post termination non-compete and non-solicitation restriction
B. Capasso	6 months' notice (or payment in lieu) 6 months' post termination non-compete and non-solicitation restriction
D. Giansalvo	6 months' notice (or payment in lieu) 6 months' post termination non-compete and non-solicitation restriction

Each Executive KMP may be terminated immediately for serious misconduct. In no instance would a payment in lieu of notice exceed the termination payments limits set out in the Corporations Act 2001.

Each of the Executive KMP service contracts contains contractual entitlements for the Company to clawback incentive remuneration in the event of fraud, dishonesty, or material misstatements in, or omissions from, the Company's financial statements, or misstatements concerning the satisfaction of a performance condition.

Minimum shareholding requirements

Building Executive KMP shareholdings is a priority of the Board in the context of retention, and to ensure Executive KMP are invested in the long term success of the Group and aligned with shareholder interests.

In conjunction with introducing the VRP, a Minimum Shareholding requirement for Executive KMP was introduced in FY2019, being:

- 1.5 times fixed pay for the Group Chief Executive Officer; and
- 1.0 times fixed pay for the other Executive KMP.

This level of shareholding is required to be built over 5 years from the introduction of the VRP (or appointment, if later).

As at 30 June 2025, all Executive KMP exceeded the Minimum Shareholding requirement other than D. Giansalvo who became an Executive KMP in October 2024.

Executive KMP FY2026 Incentives

The Company will retain the same structure for FY2026 executive KMP remuneration as was used for FY2025 with the Group financial component of the VRP (EPS growth) being set in line with the Company's historical incentive ranges i.e. commencing rewards when performance exceeds the previous year's EPS performance⁴ and paying maximum reward at 10% EPS growth. Within this range the % of the incentive payable will be set taking account of Board approved annual budgets, longer term corporate plans and current market expectations.

⁴ Previous year's EPS performance (FY2025) will be adjusted to reflect underlying performance that excludes the FY2025 one-off expense relating to the resolution of the ACCC proceedings against The Good Guys as described on page 24.

NON-EXECUTIVE DIRECTOR REMUNERATION

FY2025 Non-Executive Director Remuneration

The following persons acted as non-executive directors of the Company both during and since the end of the financial year (except to the extent specified otherwise below) and are considered members of key management personnel for FY2025:

Stephen Goddard	Non-executive Director, Chair of the Board and of the Remuneration and Nominations Committee
Christy Boyce	Non-executive Director and Member of the Audit and Risk Management Committee
Beth Laughton	Non-executive Director, Chair of the Audit and Risk Management Committee and Member of the Remuneration and Nominations Committee
Mark Powell	Non-executive Director, Member of the Remuneration and Nominations Committee
Geoff Roberts	Non-executive Director, Member of the Audit and Risk Management Committee and Member of the Remuneration and Nominations Committee
Richard Uechtritz	Non-executive Director
Melanie Wilson	Non-executive Director and Member of the Audit and Risk Management Committee

The overriding objective of the JB Hi-Fi remuneration policies with regard to non-executive directors is to ensure the Company is able to attract and retain non-executive directors with the skills and experience to enable the Board to discharge its oversight and governance responsibilities in an effective and diligent manner. The Board also believes that remuneration for non-executive directors should reflect the time commitment and responsibilities of the role.

The fees payable to non-executive directors were not increased for FY2025, other than in relation to increases in statutory superannuation contributions.

Role	Fees FY2025 \$	Fees FY2024 \$
Chair of the Board	\$333,320	\$331,000
Non-executive director	\$148,667	\$148,000
<i>Additional Committee Fees</i>		
Remuneration and Nominations Committee Chair	\$28,180	\$28,000
Audit and Risk Management Committee Chair	\$35,158	\$35,000
Audit and Risk Management Committee member	\$17,579	\$17,500
Remuneration and Nominations Committee member	\$15,570	\$15,500

Aggregate non-executive director remuneration for FY2025 was within the amount determined by the Company in its Annual General Meeting on 31 October 2024 being \$1,675,000.

Superannuation contributions are made by the Company on behalf of non-executive directors in line with statutory requirements and are included in the fees. It is the policy of the Company not to pay lump sum retirement benefits to non-executive directors.

It is the policy of the Company not to have any elements of non-executive director remuneration at risk. Specifically, non-executive directors do not receive any bonus payments and are not entitled to participate in any Company share option plans or the VRP. Accordingly, in FY2025, there were no share options granted to non-executive directors, and no options were exercised, vested or lapsed.

In order to further align non-executive directors with shareholders of the Company, a Minimum Shareholding requirement for non-executive directors was introduced in October 2018, being 1 times the base Board fees for each non-executive director. This level of shareholding is required to be built over 5 years from the introduction of the policy (or appointment, if later). As at 30 June 2025, all non-executive directors exceeded the Minimum Shareholding requirement other than Christy Boyce who joined the Board in September 2023.

For personal use only

Non-Executive KMP Remuneration (Statutory Tables)

The compensation for each Non-Executive Director is set out below:

	Short-term employee benefits	Post-employment benefits	Total \$
	<i>Fees \$</i>	<i>Superannuation \$</i>	
2025			
S. Goddard	331,601	29,932	361,533
C. Boyce	149,099	17,146	166,245
B. Laughton	178,829	20,565	199,394
M. Powell	147,297	16,939	164,236
G. Roberts	163,063	18,752	181,815
R. Uechtritz	133,333	15,333	148,666
M. Wilson	149,099	17,146	166,245
	1,252,321	135,813	1,388,134

	Short-term employee benefits	Post-employment benefits	Total \$
	<i>Fees \$</i>	<i>Superannuation \$</i>	
2024			
S. Goddard	331,601	27,399	359,000
C. Boyce	118,036	13,015	131,051
B. Laughton	178,829	19,671	198,500
M. Powell	155,180	17,070	172,250
G. Roberts	156,081	17,169	173,250
R. Uechtritz	133,333	14,667	148,000
M. Wilson	149,099	16,401	165,500
	1,222,159	125,392	1,347,551

Fully paid ordinary shares of JB Hi-Fi Limited held by Non-Executive Directors

	<i>Balance at 1 July 2024 No.</i>	<i>Granted as compensation No.</i>	<i>Received on exercise of options No.</i>	<i>Net other change No.</i>	<i>Balance at 30 June 2025 No.</i>	<i>Balance held nominally No.</i>
2025						
S. Goddard	4,500	–	–	–	4,500	–
C. Boyce	–	–	–	400	400	–
B. Laughton	5,804	–	–	–	5,804	–
M. Powell	4,000	–	–	–	4,000	–
G. Roberts	4,000	–	–	–	4,000	–
R. Uechtritz	4,816	–	–	–	4,816	–
M. Wilson	3,500	–	–	–	3,500	–
	26,620	–	–	400	27,020	–

TOTAL KEY MANAGEMENT PERSONNEL COMPENSATION (Statutory Table)

Key management personnel for FY2025 include the non-executive directors and the Executive KMP listed on page 36. Additional total compensation of Key Management Personnel compared to FY2024 was contributed to by an additional Executive KMP being included in FY2025, fixed pay adjustments and increased VRP expense given the strong performance.

The aggregate compensation of the key management personnel of the Group is set out below:

	Consolidated	
	2025 \$	2024 \$
Short-term employee benefits		
Salary, fees & allowances	6,371,624	5,696,466
VRP Cash	2,130,761	2,021,344
	8,502,385	7,717,810
Post-employment benefits		
Superannuation	278,170	235,392
Share based payments		
Options expense	56,434	7,826
VRP expense	6,086,839	5,680,559
	6,143,273	5,688,385
Total compensation of Key Management Personnel	14,923,828	13,641,587

OTHER INFORMATION

Board policy with regard to executives limiting their exposure to risk in relation to equity options

The Company's Securities Trading Policy prohibits directors, executives, senior management and other specified employees from altering the economic benefit or risk derived by them in relation to any unvested equity options that they hold. The Policy also requires directors and Group executives to obtain prior written approval from the Chair of the Board before altering the economic benefit or risk derived by them in relation to any shares or vested options in JB Hi-Fi Limited held by them. Each year directors and Executive KMP are required to sign a declaration that they are in compliance with all elements of the JB Hi-Fi Securities Trading Policy. These declarations have been received in relation to FY2025 from all directors and Executive KMP.

For personal use only

SHARE OWNERSHIP-BASED REMUNERATION SCHEMES

Group Incentive Plans

The Group has the following share ownership-based remuneration schemes for Executive KMP, other executives and non-executive management (excluding non-executive directors).

Variable Reward Plan (as detailed on page 38)

Participants are Executive KMP, other executives and selected senior management.

Employee Share Option Plan (as detailed below)

Under the Employee Share Option Plan, participants are granted options to acquire shares in JB Hi-Fi Limited. Participants are executives and management. Executive KMP have not been offered Options under this scheme since FY2018 and, instead, participate in the Variable Reward Plan. Of current Executive KMP, only D. Giansalvo has options outstanding under the plan at the end of FY2025, being options granted to him before he became an Executive KMP in October 2024.

Options under this Plan which are currently "on foot" or which vested, were exercised, or expired in FY2024 or FY2025 have the following features:

- Issue Price – no issue price is payable on the issue of an option;
- Exercise Price – no exercise price is payable on the exercise of an option;
- Service Conditions/Vesting – options vest a third each on the second, third and fourth anniversary of grant date provided that the employee remains employed at that time. None of the relevant options are subject to performance conditions;
- Expiry – options generally expire five years after they are issued. All unvested options generally expire immediately upon termination of employment although, depending upon the terms of issue, the Board may have discretion to allow the options to continue or waive vesting conditions in certain circumstances. Upon termination of employment, vested options either expire upon termination, 30 days after termination, or continue in force depending upon the circumstances of the employee's exit and the terms of issue;
- Valuation – options are valued using the Black-Scholes option pricing model which takes into account the exercise price, term of the option, the expected exercise date based on prior years' experience, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate;
- Entitlement to Shares – each option entitles the holder to one ordinary share in JB Hi-Fi Limited;
- Share Issues – holders of options do not have the right, under the options, to dividends or to participate in any share issue or interest issue of JB Hi-Fi Limited or of any other body corporate or registered scheme;
- Change of Control – upon a change of control of the Company all vested and unvested options will automatically lapse unless the Board determines otherwise; and
- Other Conditions – other conditions apply including, amongst other things, treatment of the options in the event of a capital reorganisation.

On-market purchase of shares for purposes of Group incentive plans

During FY2025, 274,501 ordinary shares in the Company were purchased on-market at an average price of \$76.36 per share in order to satisfy the entitlements of executives and non-executive management to securities under the Group's Variable Reward Plan and Employee Share Option Plan. Accordingly, there was no dilution of existing shareholdings as a result of these entitlements.

REMUNERATION REPORT (continued)

Shares under option

Details of interests under option at the date of this Report are set out below. 6,870 of the outstanding options are vested and exercisable. All options entitle the holder to ordinary shares in JB Hi-Fi Limited.

Option series	Number of shares under option	Grant date (GD)	Share Price at GD \$	Expiry date	Exercise price \$	Weighted average expected volatility ⁽ⁱ⁾	Dividend yield at GD	Risk-free interest rate at GD	Weighted average fair value at GD ⁽ⁱ⁾ \$
179	336	14/08/2020	\$47.33	13/08/2025	\$0.00	31.8%	3.7%	0.4%	\$43.03
182	416	7/12/2020	\$43.97	6/12/2025	\$0.00	63.8%	4.1%	0.3%	\$38.49
183-185	42,780	17/08/2021	\$50.51	16/08/2026	\$0.00	32.4%	5.6%	0.6%	\$39.75
188	274	29/10/2021	\$50.49	28/10/2026	\$0.00	39.9%	5.5%	1.6%	\$40.37
190-191	1,174	3/11/2021	\$50.30	2/11/2026	\$0.00	33.1%	5.5%	1.3%	\$41.46
192-194	111,264	16/08/2022	\$44.15	15/08/2027	\$0.00	33.6%	6.9%	3.0%	\$34.69
196-197	2,008	5/12/2022	\$45.26	4/12/2027	\$0.00	34.4%	6.8%	3.1%	\$35.31
198-200	167,659	15/08/2023	\$47.79	14/08/2028	\$0.00	29.4%	6.4%	3.9%	\$38.86
201-203	866	4/12/2023	\$48.27	3/12/2028	\$0.00	28.6%	6.2%	4.0%	\$40.42
204-206	103,725	13/08/2024	\$75.93	13/08/2029	\$0.00	26.3%	3.4%	3.6%	\$67.81
207-209	467	2/12/2024	\$91.18	1/12/2029	\$0.00	25.5%	2.8%	3.9%	\$85.61
	<u>430,969</u>								

(i) The values shown are the weighted average for the relevant series listed.

The following tables include all share options granted under the Group share option plans that were exercised during the current financial year and during the previous financial year. All shares are ordinary shares in JB Hi-Fi Limited and no amounts remain unpaid.

2025

Option Series	Grant date	Options exercised No.	Shares received No.	Amount paid per share \$	Share price at exercise date ⁽ⁱ⁾ \$
176	19/08/2019	597	597	\$0.00	\$75.93
177	17/08/2020	932	932	\$0.00	\$76.26 to \$101.99
178	16/08/2020	1,455	1,455	\$0.00	\$76.26 to \$101.99
179	14/08/2020	37,376	37,376	\$0.00	\$75.91 to \$101.99
181-182	7/12/2020	706	706	\$0.00	\$81.81 to \$91.68
183-184	17/08/2021	42,861	42,861	\$0.00	\$75.91 to \$101.99
187	29/10/2021	273	273	\$0.00	\$85.62 to \$89.72
192	16/08/2022	53,319	53,319	\$0.00	\$75.91 to \$101.99
195	5/12/2022	1,140	1,140	\$0.00	\$94.4 to \$101.44
		<u>138,659</u>	<u>138,659</u>		

2024

Option Series	Grant date	Options exercised No.	Shares received No.	Amount paid per share \$	Share price at exercise date ⁽ⁱ⁾ \$
168-170	20/08/2018	7,550	7,550	\$0.00	\$46.04 to \$47.79
174-179	19/08/2019	64,979	64,979	\$0.00	\$44.48 to \$63.96
177	17/08/2020	1,603	1,603	\$0.00	\$46.04 to \$58.75
178	16/08/2020	37,578	37,578	\$0.00	\$44.47 to \$63.96
181	7/12/2020	706	706	\$0.00	\$46.51 to \$61.79
183	17/08/2021	41,857	41,857	\$0.00	\$44.47 to \$65.03
186	29/10/2021	273	273	\$0.00	\$46.66
189	3/11/2021	586	586	\$0.00	\$46.66
		<u>155,132</u>	<u>155,132</u>		

(i) Where a range of prices are shown, options within the series were exercised on various dates throughout the period. The share prices shown are the maximum and minimum share prices on the exercise dates for the relevant series.

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060
477 Collins Street
Melbourne, VIC, 3000
Australia

Phone: +61 3 9671 7000
www.deloitte.com.au

11 August 2025

The Board of Directors
JB Hi-Fi Limited
Podium Level, 60 City Road
Southbank VIC 3006

Dear Board Members

Auditor's Independence Declaration to JB Hi-Fi Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of JB Hi-Fi Limited.

As lead audit partner for the audit of the financial statements of JB Hi-Fi Limited for the year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours faithfully



DELOITTE TOUCHE TOHMATSU



Suzana Vlahovic
Partner
Chartered Accountants

Liability limited by a scheme approved under Professional Standards Legislation.
Member of Deloitte Asia Pacific Limited and the Deloitte organisation.

For personal use only



Deloitte Touche Tohmatsu
ABN 74 490 121 060
477 Collins Street
Melbourne, VIC, 3000
Australia

Phone: +61 3 9671 7000
www.deloitte.com.au

Independent Auditor's Report to the members of JB Hi-Fi Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of JB Hi-Fi Limited (the "Company") and its subsidiaries (the "Group") which comprises the consolidated balance sheet as at 30 June 2025, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Liability limited by a scheme approved under Professional Standards Legislation.
Member of Deloitte Asia Pacific Limited and the Deloitte organisation.

For personal use only

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p>Inventory existence and valuation</p> <p><i>Refer to Note 8 Inventories</i></p> <p>As at 30 June 2025, the carrying value of the Group's inventories was \$1,298.5 million, representing 33% of the Group's total assets.</p> <p>Inventories are primarily held at 348 retail stores, 6 home delivery centres and 2 warehouses in Australia and New Zealand. Given the quantum of the inventory balance and its nature, there is a greater susceptibility to loss and shrinkage, which results in an increased risk in relation to existence.</p> <p>As detailed in Note 8 of the financial statements, inventories are measured at the lower of cost and net realisable value on a weighted average basis. The cost of inventory represents its purchase price, net of associated rebates and discounts. Net realisable value represents the estimated selling price of inventories less estimated selling costs.</p> <p>Provisions are recognised against the cost of inventory for items where the net realisable value is estimated to be lower than cost.</p> <p>There is judgement inherent in:</p> <ul style="list-style-type: none"> Identifying obsolete, discontinued and slow moving inventory, taking into consideration the nature and condition of the inventory and historical inventory turnover compared to inventory on hand. The estimation of net realisable value, taking into account recent sales history, expected future mark downs, expected future sales and estimated selling costs. 	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Understanding the Group's processes and controls for inventory costing, stocktakes and the measurement of inventory provisions. Evaluating the existence of inventory by: <ul style="list-style-type: none"> Attending stocktakes at a sample of store and warehouse locations to observe the stocktake process and the condition of inventory. Testing the recording of stocktake results to the general ledger and testing inventory movements from count date to year end. Assessing the valuation of inventory by: <ul style="list-style-type: none"> Assessing the application of inventory costing methodologies for compliance with Australian Accounting Standards, including the recalculation of weighted average cost, on a sample basis, with reference to supplier invoices and associated supplier terms. Testing the accuracy and completeness of the report used by the Group to identify obsolete, discontinued and slow moving inventory. Examining and challenging the Group's estimate of net realisable value with reference to recent sales history, expected future mark downs, expected future sales and estimated selling costs. Evaluating the adequacy of the disclosures included in Note 8 to the financial statements.
<p>Lease accounting</p> <p><i>Refer to Note 16 Right-of-use assets and lease liabilities</i></p> <p>The Group holds right of use assets of \$638.7 million and lease liabilities of \$714.4 million. These balances are significant in the context of the Group's balance sheet as at 30 June 2025.</p> <p>In applying AASB 16 Leases, the Group is required to make a number of judgements and estimates as disclosed in Note 16, including:</p> <ul style="list-style-type: none"> Measuring the lease term (including judgements associated with lease renewal options and the accounting for leases in hold over). Determining an appropriate incremental borrowing rate to be applied in the measurement of right of use assets and lease liabilities upon initial recognition of a lease and for certain lease modifications. 	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Understanding the Group's processes and key controls related to the accounting for leases. Testing on a sample basis, movements in the right of use assets and lease liabilities and recalculating the interest and depreciation recognised in the statement of profit or loss. Evaluating the judgements applied by management, including the probability of exercising renewal options. Assessing the incremental borrowing rates adopted by management, by preparing an independent expectation of the incremental borrowing rates. Evaluating the adequacy of the disclosures included in Note 16 to the financial statements.

Other Information

The directors are responsible for the other information.

The other information comprises:

- The Governance Statement, Directors' Report, Operating and Financial Review and additional securities exchange information, which we obtained prior to the date of this auditor's report, and are included in the Group's Preliminary Final Report.
- The Chairman's and Group Chief Executive Officer's Report, which will be included in the Group's annual report, which is expected to be made available to us after the date of this auditor's report.

The other information does not include the financial report or the Remuneration Report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible:

- For the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group in accordance with Australian Accounting Standards; and
- For such internal control as the directors determine is necessary to enable the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the Group financial report. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 34 to 50 of the Directors' Report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of JB Hi-Fi Limited, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



DELOITTE TOUCHE TOHMATSU



Suzana Vlahovic
Partner
Chartered Accountants
Melbourne, 11 August 2025

DIRECTORS' DECLARATION

The directors declare that:

- (a) in the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- (b) the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1 to the financial statements;
- (c) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity;
- (d) in the directors' opinion, the attached consolidated entity disclosure statement required by s.295(3A) of the Corporations Act 2001 is true and correct; and
- (e) the directors have been given the declarations required by s.295A of the Corporations Act 2001.

At the date of this declaration, the Company is within the class of companies affected by ASIC Corporations (Wholly-owned Companies) Instrument 2016/785. The nature of the deed of cross guarantee is such that each company which is party to the deed guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee.

In the directors' opinion, there are reasonable grounds to believe that the Company and the companies to which the ASIC Class Order applies, as detailed in note 22 to the financial statements will, as a group, be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee.

Signed in accordance with a resolution of the directors made pursuant to s.295(5) of the Corporations Act 2001.

On behalf of the Directors



Stephen Goddard

Chairman

11 August 2025



Terry Smart

Group Chief Executive Officer

STATEMENT OF PROFIT OR LOSS
for the financial year ended 30 June 2025

	Notes	Consolidated	
		2025 \$m	2024 \$m
Revenue	5	10,554.8	9,592.4
Cost of sales		(8,194.4)	(7,452.0)
Gross profit		2,360.4	2,140.4
Other income		12.6	13.0
Sales and marketing expenses		(1,167.0)	(1,039.1)
Occupancy expenses		(349.6)	(328.0)
Administration expenses		(52.7)	(48.1)
Other expenses		(98.0)	(79.8)
Finance costs	6	(37.7)	(31.0)
Profit before tax		668.0	627.4
Income tax expense	7	(205.2)	(188.6)
Profit for the year		462.8	438.8
Profit for the year attributable to:			
Owners of the Company		462.4	438.8
Non-controlling interests		0.4	–
		462.8	438.8
		<i>Cents</i>	<i>Cents</i>
Earnings per share attributable to owners of the Company			
Basic (cents per share)	3	422.98	401.36
Diluted (cents per share)	3	421.37	399.67

The above statement of profit or loss for the financial year ended 30 June 2025 should be read in conjunction with the accompanying notes.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the financial year ended 30 June 2025

	Consolidated	
	2025 \$m	2024 \$m
Profit for the year	462.8	438.8
Other comprehensive income		
<i>Items that may be reclassified subsequently to profit or loss</i>		
Exchange differences on translation of foreign operations	0.8	–
Other comprehensive income for the year (net of tax)	0.8	–
Total comprehensive income for the year	463.6	438.8
Total comprehensive income is attributable to:		
Owners of the Company	463.2	438.8
Non-controlling interests	0.4	–
	463.6	438.8

The above statement of profit or loss and other comprehensive income for the financial year ended 30 June 2025 should be read in conjunction with the accompanying notes.

BALANCE SHEET
as at 30 June 2025

	Notes	Consolidated	
		2025 \$m	2024 \$m
ASSETS			
Current assets			
Cash and cash equivalents	17	284.1	317.7
Trade and other receivables	9	186.5	135.1
Inventories	8	1,298.5	1,093.6
Other current assets	10	46.5	39.9
Total current assets		1,815.6	1,586.3
Non-current assets			
Plant and equipment	11	224.8	196.9
Deferred tax assets	7	65.7	50.2
Intangible assets	12	1,080.7	1,031.4
Right-of-use assets	16	638.7	568.3
Other non-current assets	10	57.2	53.5
Total non-current assets		2,067.1	1,900.3
Total assets		3,882.7	3,486.6
LIABILITIES			
Current liabilities			
Trade and other payables	13	885.9	720.8
Borrowings	18	–	15.0
Deferred revenue	14	311.5	248.1
Provisions	15	137.0	120.4
Lease liabilities	16	201.2	182.6
Current tax liabilities		15.4	23.9
Total current liabilities		1,551.0	1,310.8
Non-current liabilities			
Deferred revenue	14	132.0	115.0
Provisions	15	46.8	41.9
Lease liabilities	16	513.2	459.8
Other financial liabilities	21	17.9	–
Total non-current liabilities		709.9	616.7
Total liabilities		2,260.9	1,927.5
Net assets		1,621.8	1,559.1
EQUITY			
Contributed equity	19	291.4	312.3
Reserves	20	14.9	28.5
Retained earnings		1,310.3	1,218.3
Equity attributable to owners of the Company		1,616.6	1,559.1
Non-controlling interests		5.2	–
Total equity		1,621.8	1,559.1

The above balance sheet as at 30 June 2025 should be read in conjunction with the accompanying notes.

STATEMENT OF CHANGES IN EQUITY
for the financial year ended 30 June 2025

Consolidated	Notes	Attributable to owners of the Company							Non-controlling interests \$m	Total equity \$m
		Contributed equity \$m	Equity-settled benefits reserve \$m	Foreign currency translation reserve \$m	Hedging reserves \$m	Control reserve \$m	Retained earnings \$m	Total \$m		
Balance at 1 July 2023		329.3	26.4	4.3	0.8	(6.1)	1,064.9	1,419.6	–	1,419.6
Profit for the year		–	–	–	–	–	438.8	438.8	–	438.8
Total comprehensive income for the year		–	–	–	–	–	438.8	438.8	–	438.8
Dividends paid	4	–	–	–	–	–	(298.5)	(298.5)	–	(298.5)
Acquisition of shares by employee share trust	19	(17.0)	–	–	–	–	–	(17.0)	–	(17.0)
Transfer of vested equity settled benefits ⁽ⁱ⁾		–	(13.1)	–	–	–	13.1	–	–	–
Share-based payments - expense	6	–	15.7	–	–	–	–	15.7	–	15.7
Share-based payments - income tax	7	–	0.5	–	–	–	–	0.5	–	0.5
Balance at 30 June 2024		312.3	29.5	4.3	0.8	(6.1)	1,218.3	1,559.1	–	1,559.1
Balance at 1 July 2024		312.3	29.5	4.3	0.8	(6.1)	1,218.3	1,559.1	–	1,559.1
Profit for the year		–	–	–	–	–	462.4	462.4	0.4	462.8
Exchange difference on translation of foreign operations		–	–	0.8	–	–	–	0.8	–	0.8
Total comprehensive income for the year		–	–	0.8	–	–	462.4	463.2	0.4	463.6
Dividends paid	4	–	–	–	–	–	(385.9)	(385.9)	–	(385.9)
Recognition of non-controlling interest from acquisition of subsidiary	25	–	–	–	–	–	–	–	4.8	4.8
Recognition of put option liability over non-controlling interest	25	–	–	–	–	(17.0)	–	(17.0)	–	(17.0)
Acquisition of shares by employee share trust	19	(20.9)	–	–	–	–	–	(20.9)	–	(20.9)
Transfer of vested equity settled benefits ⁽ⁱ⁾		–	(15.5)	–	–	–	15.5	–	–	–
Share-based payments - expense	6	–	16.6	–	–	–	–	16.6	–	16.6
Share-based payments - income tax	7	–	1.5	–	–	–	–	1.5	–	1.5
Balance at 30 June 2025		291.4	32.1	5.1	0.8	(23.1)	1,310.3	1,616.6	5.2	1,621.8

(i) Upon vesting of equity-settled benefits, the expense recognised in the equity-settled benefits reserve is transferred to retained earnings. Refer to note 28 for further details on share-based payments.

The above statement of changes in equity for the financial year ended 30 June 2025 should be read in conjunction with the accompanying notes.

STATEMENT OF CASH FLOWS
for the financial year ended 30 June 2025

	Notes	Consolidated	
		2025 \$m	2024 \$m
Cash flows from operating activities			
Receipts from customers		11,626.4	10,618.5
Payments to suppliers and employees		(10,664.6)	(9,668.3)
Interest received		11.5	11.2
Interest and other finance costs paid on borrowings		(1.7)	(1.9)
Interest on lease liabilities	16	(35.3)	(29.2)
Income taxes paid		(224.7)	(177.7)
Net cash inflow from operating activities	17	711.6	752.6
Cash flows from investing activities			
Payment for business combination, net of cash acquired	25	(40.8)	–
Payments for plant and equipment	11	(82.3)	(74.5)
Proceeds from sale of plant and equipment		0.2	0.1
Net cash (outflow) from investing activities		(122.9)	(74.4)
Cash flows from financing activities			
Payments for shares acquired by the employee share trust	19	(20.9)	(17.0)
Net repayment of borrowings	18	(16.4)	(34.8)
Dividends paid to owners of the Company	4	(385.9)	(298.5)
Payment of lease liabilities	16	(199.2)	(187.6)
Net cash (outflow) from financing activities		(622.4)	(537.9)
Net (decrease)/increase in cash and cash equivalents		(33.7)	140.3
Cash and cash equivalents at the beginning of the financial year		317.7	177.3
Effects of exchange rate changes on cash and cash equivalents		0.1	0.1
Cash and cash equivalents at end of year		284.1	317.7

The above statement of cash flows for the financial year ended 30 June 2025 should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 June 2025

Contents of the notes to the consolidated financial statements

	Page
1 About this report	63
Group Performance	64
2 Segment information	64
3 Earnings per share	65
4 Dividends	65
5 Revenue	66
6 Expenses	67
7 Taxation	68
Operating Assets and Liabilities	70
8 Inventories	70
9 Trade and other receivables	70
10 Other assets	71
11 Plant and equipment	71
12 Intangible assets	72
13 Trade and other payables	73
14 Deferred revenue	73
15 Provisions	74
16 Right-of-use assets and lease liabilities	75
Capital Structure and Risk Management	78
17 Notes to the cash flow statement	78
18 Borrowings	78
19 Contributed equity	79
20 Reserves	81
21 Financial risk management	81
Group Structure	84
22 Subsidiaries	84
23 Deed of cross guarantee	85
24 Parent entity	87
25 Business combination	87
26 Related party transactions	89
Other Disclosures	90
27 Key management personnel disclosures	90
28 Share-based payments	90
29 Contingent liabilities	91
30 Remuneration of auditors	92
31 New accounting standards and interpretations	92
32 Events occurring after the reporting period	93

1 ABOUT THIS REPORT

These are the consolidated financial statements of JB Hi-Fi Limited (Company or parent entity) and its controlled entities. JB Hi-Fi Limited and its controlled entities together are referred to in this financial report as the Group. For the purposes of preparing the consolidated financial statements the Company is a for-profit entity.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*.

(i) Compliance with IFRS

The consolidated financial statements of JB Hi-Fi Limited comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(ii) Historical cost convention

These financial statements have been prepared under the historical cost convention.

(iii) Corporation information

JB Hi-Fi Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is Podium Level, 60 City Road, Southbank, Victoria.

The financial statements were authorised for issue by the directors on 11 August 2025.

(b) Rounding off of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that Corporations Instrument, amounts in the financial report are rounded off to the nearest hundred thousand dollars, unless otherwise stated.

(c) Sections

The notes in these financial statements have been organised into the following sections to help users find and understand the information they need to know:

(i) **Group Performance:** focuses on the results and performance of the Group;

(ii) **Operating Assets and Liabilities:** provides information on the assets and liabilities used to generate the Group's performance;

(iii) **Capital Structure and Risk Management:** outlines how the Group manages its capital and various financial risks;

(iv) **Group Structure:** explains aspects of the group structure and how any changes have affected the financial position and performance of the Group; and

(v) **Other Disclosures:** provides information on items which require disclosure to comply with Australian Accounting Standards and other regulatory pronouncements.

(d) Critical accounting estimates and assumptions

Estimates and judgements used in the preparation of these financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

Areas of judgement and estimate	Note
Inventory net realisable value	8
Impairment of goodwill and other intangible assets	12
Right-of-use assets and lease liabilities	16

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the financial year ended 30 June 2025

GROUP PERFORMANCE

2 SEGMENT INFORMATION

(a) Description of segments

Management has determined the Group's operating segments based on the reports reviewed by the Group Chief Executive Officer that are used to make strategic and operating decisions.

The Group Chief Executive Officer considers the business primarily from a brand and geographic perspective. On this basis, management has identified four reportable segments, JB Hi-Fi Australia (JB Aust), JB Hi-Fi New Zealand (JB NZ), The Good Guys (TGG) and e&s. The Group Chief Executive Officer monitors the performance of these four segments separately. The Group does not operate any other brand or in any other geographic segment.

(b) Segment information provided to the Group Chief Executive Officer

The segment information provided to the Group Chief Executive Officer for the reportable segments for the year ended 30 June 2025 is as follows:

2025	<i>JB Aust</i> \$m	<i>JB NZ⁽ⁱ⁾</i> \$m	<i>TGG⁽ⁱⁱ⁾</i> \$m	<i>e&s</i> \$m	<i>Total⁽ⁱⁱⁱ⁾</i> \$m
Revenue from external customers	7,103.2	361.4	2,865.0	225.2	10,554.8
EBITDA	680.2	8.2	252.7	11.8	952.9
Depreciation and impairment	(149.9)	(8.4)	(92.9)	(7.6)	(258.8)
EBIT	530.3	(0.2)	159.8	4.2	694.1
Interest on leases	(19.2)	(1.4)	(13.1)	(1.6)	(35.3)
Interest revenue					11.5
Other finance costs					(2.3)
Profit before income tax	511.1	(1.6)	146.7	2.6	668.0
Other segment information					
Segment Assets ⁽ⁱⁱⁱ⁾	1,875.7	121.0	1,706.6	179.4	3,882.7
Segment Liabilities ⁽ⁱⁱⁱ⁾	1,253.8	71.5	803.0	132.6	2,260.9
2024	<i>JB Aust</i> \$m	<i>JB NZ⁽ⁱ⁾</i> \$m	<i>TGG</i> \$m	<i>e&s</i> \$m	<i>Total</i> \$m
Revenue from external customers	6,609.9	303.4	2,679.1	–	9,592.4
EBITDA	634.1	4.1	246.1	–	884.3
Depreciation and impairment	(142.9)	(6.2)	(88.0)	–	(237.1)
EBIT	491.2	(2.1)	158.1	–	647.2
Interest on leases	(17.5)	(1.4)	(10.3)	–	(29.2)
Interest revenue					11.2
Other finance costs					(1.8)
Profit before income tax	473.7	(3.5)	147.8	–	627.4
Other segment information					
Segment Assets ⁽ⁱⁱⁱ⁾	1,806.0	83.7	1,596.9	–	3,486.6
Segment Liabilities ⁽ⁱⁱⁱ⁾	1,155.6	62.1	709.8	–	1,927.5

(i) There were no non-cash impairments recorded in the JB Hi-Fi New Zealand 2025 financial result (2024: nil), however there was reduced depreciation of \$2.5 million (2024: \$3.0 million) due to prior year asset impairments. The benefit in JB Hi-Fi New Zealand 2025 EBIT from the impairments was therefore \$2.5 million (2024: \$3.0 million).

(ii) Excluding the one-off expense of \$13.7 million relating to the resolution of the ACCC proceedings against The Good Guys, The Good Guys profit before income tax was \$160.4 million and the Group profit before tax was \$681.7 million.

(iii) Segment assets and segment liabilities exclude intercompany balances. The 2024 comparative amounts have been reclassified for consistency with the current period disclosure.

EBIT and EBITDA

The Group Chief Executive Officer assesses the performance of the Group's operating segments based on EBIT and EBITDA.

EBIT excludes the effects of interest revenue, finance costs and income tax. EBITDA further excludes depreciation, amortisation and impairment charges.

	Consolidated	
	2025 Cents	2024 Cents
3 EARNINGS PER SHARE		
Basic (cents per share)	422.98	401.36
Diluted (cents per share)	421.37	399.67

	Consolidated	
	2025 \$m	2024 \$m
(a) Reconciliation of earnings used in calculating earnings per share		
<i>Basic earnings per share</i>		
Profit for the year attributable to owners of the Company	462.4	438.8
<i>Diluted earnings per share</i>		
Profit for the year attributable to owners of the Company	462.4	438.8

	Consolidated	
	2025 Number m	2024 Number m
(b) Weighted average number of shares used as the denominator		
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	109.3	109.3
Adjustments for calculation of diluted earnings per share:		
Options	0.4	0.5
Weighted average number of ordinary and potential ordinary shares used as the denominator in calculating diluted earnings per share	109.7	109.8

(c) Information concerning the classification of securities*Options*

Options granted under the Company's share option plans are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive (418,267 options are considered dilutive (2024: 461,795), zero are considered anti-dilutive (2024: zero)). The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in note 28.

	2025		2024	
	Cents per share	\$m	Cents per share	\$m
4 DIVIDENDS				
Recognised amounts				
Final dividend - previous financial year	103.00	112.6	115.00	125.7
Special dividend - previous financial year	80.00	87.5	-	-
Interim dividend - current financial year	170.00	185.8	158.00	172.8
	353.00	385.9	273.00	298.5
Unrecognised amounts				
Final dividend - current financial year	105.00	114.8	103.00	112.6
Special dividend - current financial year	100.00	109.3	80.00	87.5
Total	205.00	224.1	183.00	200.1

In respect of the financial year ended 30 June 2025, the directors have recommended the payment of a final dividend of 105 cents per share together with a special dividend of 100 cents per share. The record date for both dividends is 22 August 2025.

All dividends declared and subsequently paid by the Company are franked to 100% at the 30% corporate income tax rate.

4 DIVIDENDS (continued)

	Consolidated	
	2025 \$m	2024 \$m
(a) Franking account balance		
Franking credits available for subsequent reporting periods based on a tax rate of 30.0% (2024: 30.0%)	634.8	587.1

The above amounts represent the balance of the franking account as at the end of the financial year, adjusted for franking credits that will arise from the payment of the amount of the provision for income tax.

The impact on the franking account of the dividends recommended by the directors since year end, but not recognised as a liability at year end, will be a reduction in the franking account of \$96.1 million (2024: \$85.8 million).

	Consolidated	
	2025 \$m	2024 \$m
5 REVENUE		
Sale of goods and services - Stores and other channels	8,862.4	8,139.7
Sale of goods and services - Online and over the phone	1,692.4	1,452.7
Total Revenue	10,554.8	9,592.4

(a) Revenue recognition

The Group generates revenue from the sale of products and services, both as a principal and as an agent, to retail and commercial customers. Revenue is recognised in accordance with the principles set out below, in an amount that reflects the consideration expected to be received in exchange for those goods or services. Revenue excludes goods and services tax and is recognised net of discounts and sales returns.

Where payment for the goods or services is received in advance, the amount is recognised as deferred revenue in the balance sheet until the goods or services have been delivered to, or collected by, the customer.

Gift cards are considered a prepayment for goods or services to be delivered in the future. The Group recognises deferred revenue in the balance sheet relating to the gift cards and recognises revenue when the customer redeems the gift card and the Group fulfils the performance obligation related to the transaction. Revenue is also recognised where the likelihood of the gift card being redeemed by the customer is deemed remote.

(i) Product revenue

The Group generates product revenue from the sale of consumer electronics, home appliances and bathroom products.

Product revenue is recognised on a "point in time" basis when control of the goods transfers to the customer. Control of the goods transfers to the customer either at the point of sale or when the goods are delivered to, or collected by, the customer. Any fees charged to the customer for delivery are recognised as revenue when the delivery has been completed.

In most cases, the Group is the principal in product revenue transactions, recognising revenue on a gross basis. For certain transactions, the Group acts as a sales agent and recognises commission, which represents the consideration received from the customer net of amounts payable to third parties responsible for fulfilling the performance obligation for the customer. The Group typically recognises commission arising from such transactions when the goods are delivered to the customer by the third party.

For personal use only

5 REVENUE (continued)

(a) Revenue recognition (continued)

(ii) Services revenue

The Group generates revenue from installation, IT services, extended care and customer support services.

The Group recognises revenue for services, such as installation and IT services once the service is completed, as this is when the customer has the ability to direct the use of and obtain benefits from the service.

For extended care and customer support services where the Group is the principal, revenue is recognised on an “over time basis” from the date the service commences until the date the service is completed. Such contracts typically contain multiple performance obligations with service terms ranging up to 7 years. The Group recognises revenue for these services on a usage basis, an input method of measuring progress over the related contract term, which is generally time based.

For extended care and customer support services where the Group acts as an agent, the Group recognises commission, which represents the consideration received from the customer net of amounts payable to third parties responsible for fulfilling the performance obligation for the customer. The Group typically recognises commission arising from such transactions at the point of sale to the customer, which is when the Group completes arranging the sale on behalf of the third party.

The Group generated 0.4% of its total revenue on an over time basis in the current year (2024: 0.4%).

	Consolidated	
	2025 \$m	2024 \$m
6 EXPENSES		
Profit before income tax includes the following specific expenses:		
Finance costs		
Interest and other finance costs on borrowings	1.4	1.6
Interest on leases	35.3	29.2
Other interest expense	0.9	0.2
	37.6	31.0
Employee benefits expenses		
Share-based payments - expense	16.6	15.7
Defined contribution superannuation expense	101.7	87.0
Other employee benefits	979.3	881.1
	1,097.6	983.8
Depreciation and impairment		
Depreciation - Plant and equipment	58.2	53.7
Impairment - Plant and equipment	3.3	1.2
Depreciation - Right-of-use assets	197.3	181.5
Impairment - Right-of-use assets	–	0.7
	258.8	237.1

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the financial year ended 30 June 2025

	Consolidated	
	2025 \$m	2024 \$m
7 TAXATION		
(a) Income tax expense		
Current tax	217.9	197.7
Deferred tax	(12.7)	(9.1)
	205.2	188.6
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Profit from continuing operations before income tax expense	668.0	627.4
Tax at the Australian tax rate of 30.0% (2024: 30.0%)	200.4	188.2
Effect of expenses that are not deductible in determining taxable profit	9.7	5.4
Effect of different tax rates of subsidiaries operating in other jurisdictions	0.1	0.1
Effect of other deductibles in determining taxable profit	(4.8)	(4.7)
Unrecognised New Zealand timing differences	(0.2)	(0.4)
Tax expense	205.2	188.6
(c) Amounts recognised directly in equity		
The following current and deferred amounts were charged directly to equity during the period:		
<i>Current tax</i>		
Tax effect of employee share options in reserves	1.5	0.5
(d) Deferred tax		
The balance comprises temporary differences attributable to:		
<i>Deferred tax assets</i>		
Provisions	48.3	42.3
Inventories	15.0	10.8
Deferred revenue	52.1	49.3
Plant and equipment	30.3	26.1
Lease liabilities	204.6	185.4
Other	12.6	8.9
	362.9	322.8
<i>Deferred tax liabilities</i>		
Brand names	(90.0)	(85.2)
Prepayments	(23.9)	(22.4)
Right-of-use asset	(183.3)	(165.0)
	(297.2)	(272.6)
Net deferred tax assets	65.7	50.2

All movements in the above temporary differences have been charged to income except for the e&s balances acquired on acquisition below:

	<i>Amount</i> \$m
<i>e&s deferred tax assets and liabilities on acquisition</i>	
Provisions	2.7
Inventories	3.1
Lease liabilities	9.5
Plant and equipment	0.1
Other	1.7
Brand names	(4.8)
Right-of-use asset	(9.5)
Total	2.8

7 TAXATION (continued)

(e) Recognition and measurement

Current tax

Current tax represents the amount expected to be paid to taxation authorities on taxable income for the period, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is accounted for using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities under financial reporting and taxation purposes. Deferred tax is measured at the rates that are expected to apply in the period in which the liability is settled or asset realised, based on tax rates enacted or substantively enacted at the reporting date.

(f) Tax consolidation legislation

The Company and its wholly owned Australian resident entities are part of a tax consolidated group and are therefore taxed as a single entity. The head entity within the tax consolidated group is JB Hi-Fi Limited. The members of the tax consolidated group are identified at note 22.

Tax expense/income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax consolidated group are recognised in the separate financial statements of the members of the tax consolidated group using the 'separate taxpayer within group' approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and relevant tax credits of the members of the tax consolidated group are recognised by the Company (as head entity in the tax consolidated group).

Where the tax contribution amount recognised by each member of the tax consolidated group for a particular period is different to the aggregate of the current tax liability or asset and any deferred tax asset arising from unused tax losses and tax credits in respect of that period, the difference is recognised as a contribution from (or distribution to) equity participants.

(g) Nature of tax funding and tax sharing agreements

Entities within the tax consolidated group have entered into a tax funding arrangement and a tax sharing agreement with the head entity. Under the terms of the tax funding arrangement, JB Hi-Fi Limited and each of the entities in the tax consolidated group have agreed to pay a tax equivalent payment to or from the head entity, based on the current tax liability or current tax asset of the entity. Such amounts are reflected in amounts receivable from or payable to other entities in the tax consolidated group.

The tax sharing agreement entered into between members of the tax consolidated group provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations or if an entity should leave the tax consolidated group. The effect of the tax sharing agreement is that each member's liability for tax payable by the tax consolidated group is limited to the amount payable to the head entity under the tax funding agreement.

(h) Pillar Two legislation

Pillar Two legislation has been substantively enacted in jurisdictions in which the Group operates and is effective in Australia for the Group's financial year beginning 1 July 2024. The Group is in scope of the substantively enacted legislation and has performed an assessment as to the potential Pillar Two tax liability. Based on this assessment, there is no material impact of Pillar Two on the Current Tax Expense of the Group for the year ended 30 June 2025.

The Group has applied the temporary exception under AASB 112 Income Taxes to the recognition and disclosure of deferred taxes arising from these rules.

OPERATING ASSETS AND LIABILITIES

	Consolidated	
	2025 \$m	2024 \$m
8 INVENTORIES		
Finished goods	1,298.5	1,093.6

(a) Recognition and measurement

Inventories are valued at the lower of cost and net realisable value. Cost is calculated on a weighted average basis, comprising the purchase price, less supplier rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. Inventory provisions are recognised where the net realisable value of inventory is estimated to be lower than its carrying value as well as to allow for estimated inventory losses associated with shrinkage.

When determining the net realisable value of inventories (which is most applicable to obsolete, end of life and slow moving inventory), the Group uses its judgement to determine the expected selling price and the estimated costs necessary to make the sale. These assumptions are reviewed at least annually.

	Consolidated	
	2025 \$m	2024 \$m
9 TRADE AND OTHER RECEIVABLES		
Trade receivables	97.9	57.6
Allowance for expected credit losses	(2.1)	(1.6)
	95.8	56.0
Other receivables	90.7	79.1
	186.5	135.1

(a) Terms and conditions

Trade and other receivables

Trade receivables relate to amounts due from commercial customers. Other receivables primarily relate to supplier rebates that are expected to be received on a gross basis from suppliers. Supplier rebates which are net settled are presented on a net basis with the related trade payables balance (note 13).

Trade and other receivables are recognised initially at their transaction price and are subsequently measured at amortised cost using the effective interest method, less an allowance for expected credit losses. The average credit period for trade and other receivables is 30 days. There are no material trade and other receivables past due.

Allowance for expected credit losses

The Group assesses the expected credit losses associated with its trade and other receivables on a forward-looking basis. The Group applies the simplified approach to measuring expected credit losses, which requires expected lifetime losses to be recognised from initial recognition of the receivables. Credit insurance is carried for most amounts due from commercial customers. Individual debts which are known to be uncollectable are written off when identified.

For personal use only

	Consolidated	
	2025 \$m	2024 \$m
10 OTHER ASSETS		
<i>Current</i>		
Prepayments	46.5	39.9
	46.5	39.9
<i>Non-current</i>		
Prepayments	57.2	53.5
	57.2	53.5

Prepayments includes premiums in relation to extended warranty component of The Goods Guys Gold Service Extras program and general prepaid expenses. Gold Services Extra is an extended care program operated by The Good Guys, which encompasses a range of features including extended warranty. The prepaid premiums are amortised to profit or loss over time, concurrent with the recognition of revenue from the extended warranty service.

	Plant and equipment \$m	Leasehold improvements \$m	Total \$m
11 PLANT AND EQUIPMENT			
At 1 July 2023			
Cost	355.8	266.7	622.5
Accumulated depreciation and impairment	(243.8)	(195.9)	(439.7)
Net book amount	112.0	70.8	182.8
Year ended 30 June 2024			
Opening net book amount	112.0	70.8	182.8
Additions	37.1	37.4	74.5
Disposals	(4.0)	(1.5)	(5.5)
Depreciation charge	(28.6)	(25.1)	(53.7)
Impairment charge	(0.7)	(0.5)	(1.2)
Closing net book amount	115.8	81.1	196.9
At 30 June 2024			
Cost	378.3	293.5	671.8
Accumulated depreciation and impairment	(262.5)	(212.4)	(474.9)
Net book amount	115.8	81.1	196.9
Year ended 30 June 2025			
Opening net book amount	115.8	81.1	196.9
Exchange differences	0.2	0.1	0.3
Acquisition of subsidiary	8.6	0.8	9.4
Additions	45.1	37.2	82.3
Disposals	(1.9)	(0.7)	(2.6)
Depreciation charge	(31.1)	(27.1)	(58.2)
Impairment charge	(2.3)	(1.0)	(3.3)
Closing net book amount	134.4	90.4	224.8
At 30 June 2025			
Cost	417.0	320.9	737.9
Accumulated depreciation and impairment	(282.6)	(230.5)	(513.1)
Net book amount	134.4	90.4	224.8

(a) Recognition and measurement

Plant and equipment and leasehold improvements are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the item.

Depreciation is calculated on a straight line basis so as to write off the net cost of each asset over its expected useful life to its estimated residual value. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period taking into consideration physical, economic and environmental factors, which includes, but is not limited to, asset condition, expected use, wear-and-tear, technology changes, and climate-related risks. The effect of any changes are recognised on a prospective basis.

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the financial year ended 30 June 2025

11 PLANT AND EQUIPMENT (continued)

(a) Recognition and measurement (continued)

The following estimated useful lives are used in the calculation of depreciation:

- Leasehold improvements 1 to 15 years
- Plant and equipment 1.5 to 15 years

	Goodwill \$m	Brand names \$m	Total \$m
12 INTANGIBLE ASSETS			
Year ended 30 June 2024			
Opening net book amount	747.0	284.4	1,031.4
Closing net book amount	747.0	284.4	1,031.4

Year ended 30 June 2025			
Opening net book amount	747.0	284.4	1,031.4
Acquisition of subsidiary (note 25)	33.2	16.1	49.3
Closing net book amount	780.2	300.5	1,080.7

(a) Recognition and measurement

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary or business at the date of the acquisition.

Brand names

Brand names that are acquired as part of a business combination are recognised separately from goodwill. These assets are measured at their fair value at the date of acquisition using the relief from royalty method. Brand names are subsequently carried at cost less accumulated impairment losses.

Brand names have indefinite useful lives and therefore do not attract amortisation. As at 30 June 2025, management has concluded that an indefinite useful life remains appropriate as the Group expect to continue using the brand names for the foreseeable future and there are no legal, technical or commercial factors indicating that the brand names have a limited life.

(b) Impairment testing

The carrying amount of goodwill and brand names is allocated to the following groups of Cash Generating Units (CGUs) for impairment testing purposes:

	Consolidated	
	2025 \$m	2024 \$m
Goodwill		
The Good Guys	577.9	575.6
JB Hi-Fi Australia	176.4	171.4
e&s	25.9	-
	780.2	747.0
Brand names		
The Good Guys	241.3	241.3
JB Hi-Fi Australia	43.1	43.1
e&s	16.1	-
	300.5	284.4

The goodwill arising on the acquisition of e&s of \$33.2 million (refer note 25), has been allocated to the JB Hi-Fi Australia CGU (\$5.0 million), The Good Guys CGU (\$2.3 million) and the e&s CGU (\$25.9 million) based on their expected earnings contribution to the group arising from the acquisition.

12 INTANGIBLE ASSETS (continued)

(b) Impairment testing (continued)

The recoverable amount of each CGU has been determined based on value in use calculations.

The key assumptions used in the value in use calculations include the FY2026 financial budget, sales growth, gross margin, cost of doing business (CODB) and the discount rate. These assumptions are based on past experience and the Company's forecast operating and financial performance for each CGU taking into account current market and economic conditions, risks, uncertainties and opportunities for improvement for each CGU.

The value in use calculations use cash flow projections over a 5 year period, extrapolated into perpetuity using a long-term growth rate. The cash flows projections in Year 1 are based on financial budgets for the 2026 financial year, as approved by the Board.

The cash flow projections into perpetuity assume a steady growth rate of 2.5% (2024: 2.5%), which is consistent with the mid-point of long-term inflation forecasts by recognised bodies.

A post-tax discount rate of 9.5% (2024: 9.5%) has been used for JB Hi-Fi Australia and The Good Guys CGUs while a post-tax discount rate of 10% has been used for the e&s CGU.

The Group has conducted sensitivity analysis taking into consideration the current uncertain macro-economic conditions, which indicated that no reasonably possible change in key assumptions would result in an impairment loss. Accordingly, the Group has concluded that no impairment is required based on current market and economic conditions and expected future performance.

	Consolidated	
	2025 \$m	2024 \$m
13 TRADE AND OTHER PAYABLES		
Trade payables	787.3	640.1
Goods and services tax (GST) payable	47.5	55.7
Other creditors and accruals	51.1	25.0
	885.9	720.8

Trade payables and other creditors and accruals represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Other creditors and accruals include liabilities relating to the resolution of the ACCC proceedings against The Good Guys. Refer to Note 29. Trade and other payables are stated at amortised cost. The amounts are unsecured and are usually settled within 45 days of recognition. Supplier rebates that are expected to be settled on a net basis are presented on a net basis with the related trade payables balance.

	Consolidated	
	2025 \$m	2024 \$m
14 DEFERRED REVENUE		
Current		
Deferred revenue	311.5	248.1
	311.5	248.1
Non-current		
Deferred revenue	132.0	115.0
	132.0	115.0

Deferred revenue relates to unfulfilled services to be performed under The Good Guys Gold Service Extras program, unredeemed gift cards and customer deposits. Gold Services Extra is an extended care program operated by The Good Guys, which encompasses a range of features including extended warranty. Refer to note 5(a) for the Group's revenue recognition accounting policy.

It is expected that 72% (2024: 74%) of Non-current Deferred revenue will be recognised in the next 3 financial years and the remaining 28% (2024: 26%) recognised in the following 3 years.

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the financial year ended 30 June 2025

	Consolidated	
	2025 \$m	2024 \$m
15 PROVISIONS		
Current		
Employee benefits	136.4	119.2
Lease make good provision	0.6	1.2
	137.0	120.4
Non-current		
Employee benefits	9.3	7.9
Lease make good provision	37.5	34.0
	46.8	41.9

(a) Recognition and measurement

(i) Employee benefits

Liabilities for wages and salaries, including non-monetary benefits, are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for annual leave and unpaid bonuses are recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

Contributions to defined contribution superannuation plans are expensed when employees have rendered services entitling them to the contributions.

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees, up to the end of the reporting period. Expected future payments are discounted using the Australian corporate bond discount rate curve as published by Milliman with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Management judgement is applied in determining the following key assumptions used in the calculation of long service leave at balance date:

- future increases in wages and salaries;
- future on cost rates; and
- experience of employee departures and period of service.

(ii) Lease make good provision

The lease make good provision includes the Group's best estimate of the amount required to return the Group's leased premises to their original condition at the end of the lease term in accordance with the terms of the lease.

For personal use only

16 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group leases various properties including retail stores, warehouses and offices and equipment in Australia and New Zealand. Lease agreements are typically entered into for fixed periods ranging from 1 to 10 years, have varying terms and commonly include extension options and annual increase clauses. Certain store leases contain variable lease payment terms that are linked to store sales.

Retail store leases can enter 'hold-over' from time to time, where the Group continues to occupy and use a property on a rolling basis beyond the contractual lease term. This typically occurs when a lease renewal process extends beyond the expiry of the lease, with both the Group and lessor having an economic incentive for the lease arrangement to continue in expectation of reaching an agreement on renewal terms. Refer to note 16(e) for the Group's key judgements in accounting for leases in hold-over.

The carrying value of right-of-use assets and lease liabilities is presented below:

	<i>Properties</i> \$m	<i>Equipment</i> \$m	<i>Total</i> \$m
(a) Right-of-use assets			
At 1 July 2023			
Cost	1,192.4	15.7	1,208.1
Accumulated depreciation and impairment	(668.7)	(9.3)	(678.0)
Carrying value	523.7	6.4	530.1
Year ended 30 June 2024			
Opening carrying value	523.7	6.4	530.1
Additions, modifications and other reassessments of leases	219.4	1.0	220.4
Depreciation	(178.4)	(3.1)	(181.5)
Impairment	(0.7)	–	(0.7)
Closing carrying value	564.0	4.3	568.3
At 30 June 2024			
Cost	1,140.0	13.0	1,153.0
Accumulated depreciation and impairment	(576.0)	(8.7)	(584.7)
Closing carrying value	564.0	4.3	568.3
Year ended 30 June 2025			
Opening carrying value	564.0	4.3	568.3
Acquisition of subsidiary	30.6	1.2	31.8
Additions, modifications and other reassessments of leases	232.3	3.4	235.7
Depreciation	(194.2)	(3.1)	(197.3)
Foreign exchange translation	0.2	–	0.2
Closing carrying value	632.9	5.8	638.7
At 30 June 2025			
Cost	1,341.9	15.9	1,357.8
Accumulated depreciation and impairment	(709.0)	(10.1)	(719.1)
Closing carrying value	632.9	5.8	638.7

16 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

	<i>Properties \$m</i>	<i>Equipment \$m</i>	<i>Total \$m</i>
(b) Lease liabilities			
Year ended 30 June 2024			
Opening carrying value	598.6	6.7	605.3
New and modified leases	223.8	0.9	224.7
Payment of lease liabilities	(184.4)	(3.2)	(187.6)
Payment of interest on lease liabilities	(29.0)	(0.2)	(29.2)
Interest expense	29.0	0.2	29.2
Foreign exchange translation	-	-	-
Closing carrying value	638.0	4.4	642.4
At 30 June 2024			
Current	180.2	2.4	182.6
Non-Current	457.8	2.0	459.8
Total	638.0	4.4	642.4
Year ended 30 June 2025			
Opening carrying value	638.0	4.4	642.4
Acquisition of subsidiary	30.6	1.2	31.8
New and modified leases	235.7	3.5	239.2
Payment of lease liabilities	(196.1)	(3.1)	(199.2)
Payment of interest on lease liabilities	(35.0)	(0.3)	(35.3)
Interest expense	35.0	0.3	35.3
Foreign exchange translation	0.2	-	0.2
Closing carrying value	708.4	6.0	714.4
At 30 June 2025			
Current	199.1	2.1	201.2
Non-Current	509.3	3.9	513.2
Total	708.4	6.0	714.4

	<i>2025 \$m</i>	<i>2024 \$m</i>
(c) Amounts recognised in the Statement of Profit or Loss		
Depreciation expense on right-of-use assets	197.3	181.5
Impairment expense on right-of-use assets	-	0.7
Interest expense on lease liabilities	35.3	29.2
Property lease expense ⁽ⁱ⁾	14.9	13.9

(i) The property lease expense includes short-term, low value and variable rent expenses which are included within occupancy expenses.

(d) Recognition and Measurement

A right-of-use asset and corresponding lease liability are recognised at commencement of the lease.

Lease liabilities are initially measured at the present value of the lease payments, discounted at the rate implicit in the lease, or if that cannot be readily determined, at the Group's incremental borrowing rate. The weighted average incremental borrowing rate used during the year was 5.51% (2024: 5.10%).

16 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

(d) Recognition and Measurement (continued)

Lease liabilities are subsequently measured at amortised cost using the effective interest rate method. Lease liabilities are remeasured, with a corresponding adjustment to the right-of-use asset, when there is a change in future lease payments resulting from a rent review, change in an index or rate such as inflation, or change in the Group's assessment of whether it is reasonably certain to exercise an extension option.

AASB 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has applied this practical expedient.

The right-of-use asset is initially measured at cost, comprising: the initial lease liability; any lease payments already made less any lease incentives received; initial direct costs; and any make good costs. The right-of-use asset is subsequently depreciated on a straight line basis over the shorter of the lease term or the useful life of the underlying asset.

Leases of low value assets and short-term leases of 12 months or less are expensed to profit or loss on a straight line basis.

Low value assets primarily comprise office equipment such as printers and photocopiers.

(e) Key judgements

Lease term

The lease term is determined at lease commencement or at the effective date of a lease modification. The lease term represents the non-cancellable term, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised.

Extension options are a common feature within the Group's property leases, providing the Group with operational flexibility should a property perform below expectations, a relocation opportunity arises or the economic outlook adversely changes. Hence, at lease commencement, extension options are not typically considered reasonably certain to be exercised, unless there is a clear economic incentive for extension.

Extension options held are exercisable only by the Group and not by the lessors. The Group does not have any options to purchase leased assets.

After lease commencement, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not exercise) an extension option.

In assessing whether the Group is reasonably certain to extend or renew a lease in hold-over, the Group considers all relevant facts and circumstances that create an economic incentive for the Group to remain in the leased premises and whether a right-of-use asset and lease liability should be recognised, or whether the lease should be accounted for as a short-term lease.

When an economic incentive exists, the Group estimates the expected lease term, lease liability and related right-of-use asset based on information available at the date the lease enters hold-over. When a new lease agreement is subsequently entered into, the Group accounts for any change in terms in accordance with the principles that apply to lease modifications.

CAPITAL STRUCTURE AND RISK MANAGEMENT

17 NOTES TO THE CASH FLOW STATEMENT

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand and in banks, net of outstanding bank overdrafts.

(a) Reconciliation of cash and cash equivalents

Cash and cash equivalents at the end of the financial year as shown in the cash flow statement is reconciled as follows:

	Consolidated	
	2025 \$m	2024 \$m
Cash	284.1	317.7
Bank overdrafts	–	–
Cash and cash equivalents	284.1	317.7
(b) Reconciliation of net cash inflow from operating activities to profit		
Profit for the year	462.8	438.8
Depreciation and amortisation	255.4	235.2
Impairment charges	3.3	1.9
Share-based payments - expense	16.6	15.7
Share-based payments - income tax	1.5	0.5
Net loss on disposal of non-current assets	2.4	5.4
Change in operating assets and liabilities:		
(Increase) decrease in inventories	(143.6)	(52.6)
(Increase) decrease in current receivables	(39.6)	11.2
(Increase) decrease in other current assets	(4.9)	(5.2)
(Increase) decrease in deferred tax assets	(7.8)	(9.1)
(Increase) decrease in other non-current assets	(3.7)	(3.3)
(Decrease) increase in current provisions	10.4	5.3
(Decrease) increase in current payables	139.7	64.7
(Decrease) increase in current deferred revenue	18.6	17.1
(Decrease) increase in non-current provisions	3.1	(0.6)
(Decrease) increase in non-current deferred revenue	9.4	8.0
(Decrease) increase in other non-current liabilities	1.3	–
(Decrease) increase in current tax liabilities	(13.3)	19.6
Net cash inflow from operating activities	711.6	752.6

	Consolidated	
	2025 \$m	2024 \$m
18 BORROWINGS		
Unsecured current		
Current trade finance facilities	–	15.0
Reconciliation of liabilities arising from financing activities		
Opening borrowings	15.0	49.8
Acquisition of subsidiary	1.4	–
Net (repayment)/drawdown of borrowings	(16.4)	(34.8)
Effects of exchange rate changes	0.1	(0.2)
Debt issue costs paid	(0.2)	–
Amortisation of debt issue costs	0.1	0.2
	–	15.0

For personal use only

18 BORROWINGS (continued)

The Group's trade finance facility of \$200.0 million and term debt facilities of \$50.0 million remain unchanged from 30 June 2024. The bank overdraft facilities have been reduced to \$20.0 million, down from \$29.2 million in the prior year. During the period, the Group repaid and closed e&s' \$2.3 million asset finance facility. The Group has total unused borrowing facilities of \$270.0 million at 30 June 2025 in addition to cash on hand of \$284.1 million. Refer to note 21(a) for further details on the Group's financing facilities.

(a) Recognition and measurement

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, and intends to do so.

The Group monitors compliance with its financial covenants on a monthly basis and reports compliance on a semi-annual basis to the banks. The Group has complied with all such requirements during the current and previous year.

	Parent entity		Parent entity	
	2025 Shares	2024 Shares	2025 \$m	2024 \$m
19 CONTRIBUTED EQUITY				
(a) Share capital				
Ordinary shares - fully paid	109,333,981	109,333,981	291.4	312.3

Ordinary shares issued are classified as equity and are fully paid, have no par value and carry one vote per share and the right to dividends. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

If the entity reacquires its own equity instruments, for example, as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid, including any directly attributable incremental costs (net of income taxes), is recognised directly in equity.

(b) Movements in ordinary share capital

Date	Details	Number of shares	\$m
1 July 2023	Opening balance	109,333,981	329.3
	Unallocated shares held by employee share trust	(16,028)	–
	Balance excluding shares held by employee share trust	109,317,953	329.3
	Shares acquired by employee share trust	(361,905)	(17.0)
	Allocation of shares under share option and variable reward plan	372,342	–
	Balance excluding shares held by employee share trust	109,328,390	312.3
	Unallocated shares held by employee share trust	5,591	–
30 June 2024	Closing balance	109,333,981	312.3
1 July 2024	Opening balance	109,333,981	312.3
	Unallocated shares held by employee share trust	(5,591)	–
	Balance excluding shares held by employee share trust	109,328,390	312.3
	Shares acquired by employee share trust	(274,501)	(20.9)
	Allocation of shares under share option and variable reward plan	269,542	–
	Balance excluding shares held by employee share trust	109,323,431	291.4
	Unallocated shares held by employee share trust	10,550	–
30 June 2025	Closing balance	109,333,981	291.4

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the financial year ended 30 June 2025

19 CONTRIBUTED EQUITY (continued)**(c) Share options**

In accordance with the provisions of the Company's share option plans, as at 30 June 2025, executives and non-executive management have options over 430,969 ordinary shares (of which 6,870 were vested), in aggregate, with various expiry dates. Refer to note 28 for further details on the Group's share option plans.

As at 30 June 2024, executives and non-executive management had options over 484,518 ordinary shares (of which 5,591 were vested), in aggregate, with various expiry dates.

Share options granted under the Company's share option plans carry no rights to dividends and no voting rights.

(d) Capital management

The Board reviews the capital structure on an ongoing basis. The Group's objective is to maintain an optimal capital structure which seeks to reduce the cost of capital and to ensure the Group has access to adequate capital to sustain the future development of the business.

As part of its capital management program, the Group monitors the return on invested capital and the gearing ratio. The Group defines return on invested capital as earnings before interest and tax (EBIT) divided by the sum of total equity plus net debt/(net cash) and the gearing ratio as term debt excluding capitalised borrowing costs, divided by earnings before interest, taxation, depreciation, amortisation and impairment (EBITDA).

The Board regularly reviews the capital structure and seeks to strike a balance between shareholder returns and ensuring adequate capital is retained for the growth of the business so as to maximise long-term shareholder returns.

The Group has historically targeted a payout ratio of 65% of net profit after tax, with the FY25 total ordinary dividend representing 65% of NPAT. As a result of the continued strong financial performance and cashflow generation, the board will be lifting the Dividend Payout Ratio to a range of 70% to 80% from FY26. The increase reflects the board's commitment to maximising returns to all shareholders and maintaining balance sheet strength and flexibility.

The Group's return on invested capital and gearing ratios as at 30 June 2025 and 30 June 2024 were as follows:

	Consolidated	
	2025 \$m	2024 \$m
Return on invested capital		
Profit before tax	668.0	627.4
Net finance costs	26.1	19.8
EBIT	694.1	647.2
Borrowings	–	15.0
Cash and cash equivalents	(284.1)	(317.7)
Net cash	(284.1)	(302.7)
Total equity	1,621.8	1,559.1
Invested capital	1,337.7	1,256.4
Return on invested capital	51.9%	51.5%
Gearing ratio		
Borrowings	–	15.0
EBIT	694.1	647.2
Depreciation and impairment	258.8	237.1
EBITDA	952.9	884.3
Gearing ratio	0.00	0.02

	Consolidated	
	2025 \$m	2024 \$m
20 RESERVES		
Equity-settled benefits	32.1	29.5
Control reserve	(23.1)	(6.1)
Hedging reserves	0.8	0.8
Foreign currency translation reserve	5.1	4.3
	14.9	28.5

(a) Nature and purpose of reserves

(i) Equity-settled benefits

The equity-settled benefits reserve arises as the share options and restricted shares granted to executives and non-executive management under the Company's share option plans and variable reward plan are expensed. Further information about share-based payments is in note 28 to the financial statements.

(ii) Control reserve

The control reserve is used in the recognition of put option liabilities over the balance of non-controlling interests. The control reserve is also used to represent the excess of the purchase consideration over the balance of a non-controlling interest at the date a change in ownership of a subsidiary occurs.

(iii) Hedging reserves

Hedging reserves include gains and losses recognised on the effective portion of foreign currency loans in previous periods designated as net investment hedges. The gains and losses deferred due to the net investment hedge are recognised in the profit or loss when the foreign operation is disposed.

(iv) Foreign currency translation reserve

Exchange differences relating to the translation of the Group's foreign controlled entities from their functional currencies into Australian dollars are brought to account directly to the foreign currency translation reserve.

21 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks, including market risk (foreign currency and interest rate risk), liquidity risk and credit risk.

The Group seeks to minimise the effects of these risks, by using various financial instruments, including derivative financial instruments. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes. The use of financial derivatives is governed by the Group's policies approved by the Board of directors, which provide written principles on the use of financial derivatives.

The Group holds the following financial assets and liabilities at reporting date:

	Consolidated	
	2025 \$m	2024 \$m
Financial assets		
Cash and cash equivalents	284.1	317.7
Trade and other receivables	186.5	135.1
	470.6	452.8
Financial liabilities		
Trade and other payables	885.9	720.8
Borrowings	–	15.0
Lease liabilities	714.4	642.4
Other financial liabilities	17.9	–
	1,618.2	1,378.2

Other financial liabilities relate to the present value of the redemption amount of the put option on e&s.

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the financial year ended 30 June 2025

21 FINANCIAL RISK MANAGEMENT (continued)

(a) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board of directors, who assess the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities and by continuously monitoring forecast and actual cash flows.

Financing arrangements

The Group had access to the following borrowing facilities at the end of the reporting period:

	Consolidated	
	2025 \$m	2024 \$m
Unsecured bank overdraft facility (renewable annually):		
amount used	–	–
amount unused	20.0	29.2
	20.0	29.2
Unsecured trade finance facility (renewable annually):		
amount used	–	15.0
amount unused	200.0	185.0
	200.0	200.0
Unsecured indemnity guarantees:		
amount used	4.4	1.6
amount unused	8.5	4.7
	12.9	6.3
Unsecured bank loan facilities (term debt expiring December 2027):		
amount used	–	–
amount unused	50.0	50.0
	50.0	50.0
Headroom in total borrowing facilities (excluding security indemnity guarantees)	270.0	264.2

For personal use only

21 FINANCIAL RISK MANAGEMENT (continued)

(a) Liquidity risk (continued)

Maturities of financial liabilities

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both principal and estimated interest cash flows.

The weighted average interest rate disclosed for lease liabilities represents the incremental borrowing rates over the lease term at the time the leases were entered into or modified. The weighted average interest rate disclosed for bank loans represents the interest rates that applied during the financial year to bank loans and does not represent the interest rates that may apply in the future.

Cash flows for financial liabilities without fixed amount or timing are based on the conditions existing at the reporting date.

	Less than 6 months \$m	6 - 12 months \$m	Between 1 and 2 years \$m	Between 2 and 5 years \$m	Over 5 years \$m	Total \$m	Weighted average effective interest rate %
2024							
Financial liabilities							
Trade and other payables	720.8	–	–	–	–	720.8	–
Lease liabilities	108.7	102.0	179.4	292.7	35.9	718.7	5.10%
Borrowings	15.4	–	–	–	–	15.4	5.37%
	844.9	102.0	179.4	292.7	35.9	1,454.9	

	Less than 6 months \$m	6 - 12 months \$m	Between 1 and 2 years \$m	Between 2 and 5 years \$m	Over 5 years \$m	Total \$m	Weighted average effective interest rate %
2025							
Financial liabilities							
Trade and other payables	885.9	–	–	–	–	885.9	–
Lease liabilities	119.3	113.8	203.1	311.9	50.4	798.5	5.51%
Other financial liabilities	–	–	–	22.1	–	22.1	5.40%
	1,005.2	113.8	203.1	334.0	50.4	1,706.5	

(b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group has endeavoured to minimise its credit risk by dealing with creditworthy counterparties. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

The carrying amount of financial assets recorded in the financial statements, net of any allowance for impairment, represents the Group's maximum exposure to credit risk.

(c) Interest rate risk

The Group is exposed to interest rate risk as it borrows funds at floating interest rates. The risk has historically been managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings through the use of interest rate swap and cap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring optimal hedging strategies are applied, by either positioning the balance sheet or protecting interest expense through different interest rate cycles.

As at 30 June 2025, the Group has no interest rate swaps or cap contracts in place.

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the financial year ended 30 June 2025

GROUP STRUCTURE

22 SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following principal subsidiaries in accordance with the accounting policy described below:

Name of entity	Country of incorporation	Ownership interest	
		2025 %	2024 %
Parent entity			
JB Hi-Fi Limited ^	Australia		
Subsidiaries			
JB Hi-Fi Group Pty Ltd ^	Australia	100	100
Clive Anthonys Pty Ltd *	Australia	–	100
JB Hi-Fi (A) Pty Ltd ^	Australia	100	100
Rocket Replacements Pty Ltd *	Australia	–	100
JB Hi-Fi Education Solutions Pty Ltd ^	Australia	100	100
JB Hi-Fi Group (NZ) Limited	New Zealand	100	100
JB Hi-Fi NZ Limited	New Zealand	100	100
JB Hi-Fi (B) Pty Ltd ^	Australia	100	100
The Muir Electrical Company Pty Ltd ^	Australia	100	100
The Muir Electrical Service Co Pty Ltd ^	Australia	100	100
The Good Guys Discount Warehouses (Australia) Pty Ltd ^	Australia	100	100
Muir Group Employee Share Plan Pty Ltd ^	Australia	100	100
The Muir Finance Company Pty Ltd ^	Australia	100	100
M.E.W. (Australia) Pty Ltd ^	Australia	100	100
The Muir Electrical Company Pty Ltd as Trustee of the Muir Investment Unit Trust ^	Australia	100	100
The Good Guys Discount Warehouses (Australia) Pty Ltd as Trustee of the various store Trusts	Australia	100	100
Home Services Network Pty Ltd ^	Australia	100	100
E. & S. Trading Co. (Discounts) Pty Ltd	Australia	75	–
Elite Appliances Victoria Pty Ltd	Australia	75	–

Notes:

- (i) JB Hi-Fi Limited is the head entity within the tax consolidated group.
- (ii) All 100% owned Australian entities are members of the tax consolidated group.
- (iii) Entities identified with '^' are party to a deed of cross guarantee.
- (iv) Entities identified with '*' were deregistered on 10 July 2024.
- (v) The Company also has a trust to administer the Company's share options plans and variable reward plan. This trust is consolidated, as the substance of the relationship is that the trust is controlled by the Company.

23 DEED OF CROSS GUARANTEE

The subsidiaries identified with a '^' in note 22 are parties to a deed of cross guarantee under which each Company guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee. By entering into the deed, the subsidiaries who are party to the deed have been relieved from the requirement to prepare and lodge an audited financial report under ASIC Corporations (Wholly-owned Companies) Instrument 2016/785.

The consolidated statement of profit or loss, statement of profit or loss and other comprehensive income and balance sheet of the entities party to the deed of cross guarantee are provided as follows:

	2025 \$m	2024 \$m
(a) Consolidated statement of profit or loss, statement of profit or loss and other comprehensive income		
Statement of profit or loss for the financial year ended 30 June 2025		
Revenue	7,220.4	6,716.8
Cost of sales	(5,629.7)	(5,208.5)
Gross profit	1,590.7	1,508.3
Other income	298.7	277.2
Sales and marketing expenses	(851.1)	(806.1)
Occupancy expenses	(220.8)	(215.9)
Administration expenses	(41.9)	(39.1)
Finance costs	(23.1)	(21.0)
Other expenses	(85.3)	(72.6)
Profit before income tax	667.2	630.8
Income tax expense	(204.8)	(189.7)
Profit for the year	462.4	441.1
Statement of profit or loss and other comprehensive income for the financial year ended 30 June 2025		
Profit for the year	462.4	441.1
Other comprehensive income		
<i>Items that may be reclassified to profit or loss</i>		
Other comprehensive income for the year (net of tax)	-	-
Total comprehensive income for the year	462.4	441.1

	2025 \$m	2024 \$m
23 DEED OF CROSS GUARANTEE (continued)		
(b) Balance sheet as at 30 June 2025		
Current assets		
Cash and cash equivalents	269.8	310.5
Trade and other receivables	151.9	124.0
Inventories	859.0	760.1
Other current assets	44.2	39.2
Total current assets	1,324.9	1,233.8
Non-current assets		
Plant and equipment	133.2	123.6
Right-of-use assets	581.3	549.9
Deferred tax assets	130.7	120.8
Intangible assets	77.9	77.9
Investments in subsidiaries	986.6	912.0
Other non-current assets	356.8	327.4
Total non-current assets	2,266.5	2,111.6
Total assets	3,591.4	3,345.4
Current liabilities		
Trade and other payables	835.7	709.9
Deferred revenue	152.6	151.7
Lease liabilities	185.6	175.5
Current tax liabilities	15.4	23.9
Provisions	129.0	119.4
Total current liabilities	1,318.3	1,180.4
Non-current liabilities		
Deferred revenue	123.7	115.0
Lease liabilities	465.4	442.4
Provisions	32.2	30.2
Other financial liabilities	17.9	–
Total non-current liabilities	639.2	587.6
Total liabilities	1,957.5	1,768.0
Net assets	1,633.9	1,577.4
Equity		
Contributed equity	304.3	325.3
Reserves	15.4	29.7
Retained earnings	1,314.2	1,222.4
Total equity	1,633.9	1,577.4

	Parent Entity	
	2025 \$m	2024 \$m
24 PARENT ENTITY		
Assets		
Current assets	302.9	393.8
Non-current assets	93.7	46.0
Total assets	396.6	439.8
Liabilities		
Current liabilities	22.4	30.3
Non-current liabilities	17.9	–
Total liabilities	40.3	30.3
Shareholders' equity		
Contributed equity	291.4	312.3
Reserves	15.1	29.5
Retained earnings	49.8	67.7
	356.3	409.5
Profit for the year	352.5	312.4
Total comprehensive income	352.5	312.4

25 BUSINESS COMBINATION

(a) Summary of acquisition

On 2 September 2024, the Group acquired 75% of E. & S. Trading Co (Discounts) Pty Ltd (“e&s”), gaining control of the company for a headline purchase price of \$47.6 million. e&s provides a premium offering across the kitchen, laundry and bathroom product segments to the Australian market. The acquisition is highly complementary to the Group’s existing brands, providing the Group with new and expanded customer segments.

The acquisition of e&s has been funded for cash consideration of \$47.6 million with a put and call option arrangement in place for the acquisition of the remaining 25% in September 2029.

There were no acquisitions during the year ended 30 June 2024.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

(i) Purchase consideration:

	\$m
Cash paid	47.6
Total purchase consideration	47.6

NOTES TO THE FINANCIAL STATEMENTS (continued)

for the financial year ended 30 June 2025

25 BUSINESS COMBINATION (continued)**(a) Summary of acquisition (continued)***(ii) The assets and liabilities recognised at the date of the acquisition were as follows:*

	Fair value \$m
Current assets	
Cash and cash equivalents	6.8
Trade and other receivables	11.4
Inventories	60.9
Other current assets	1.5
Non-current assets	
Plant and equipment	9.4
Deferred tax asset	2.8
Brand name	16.1
Right of use assets	31.8
Current liabilities	
Trade and other payables	(27.8)
Deferred revenue	(44.8)
Lease liabilities	(6.0)
Borrowings	(0.3)
Provisions	(6.3)
Non-current liabilities	
Provisions	(1.8)
Deferred revenue	(7.6)
Lease liabilities	(25.8)
Borrowings	(1.1)
Net identifiable assets acquired	<u>19.2</u>

The valuation of the above identifiable assets and liabilities of e&s is provisional as these assets and liabilities are subject to further valuation considerations by management following this preliminary assessment. These include the finalisation of opening deferred tax asset and liability balances. The provisional values will be finalised no later than in the financial statements of the Group for the half-year ending 31 December 2025.

(iii) The provisional goodwill arising on the acquisition was as follows:

	\$m
Purchase consideration	47.6
Plus: provisional value of non-controlling interests	4.8
Less: provisional value of net identifiable assets acquired	(19.2)
Goodwill arising on acquisition	<u>33.2</u>

Goodwill arising from the acquisition of e&s remains provisional as at 30 June 2025 while the Group finalises its assessment of the fair value of assets and liabilities acquired.

The goodwill is attributable to various factors, including the profitability of the acquired business, the ability to provide an expanded range of products and services to customers, the value of growth opportunities and inseparable intangible assets such as customer lists, employee skills and experience and synergies with the existing JB Hi-Fi and The Good Guys businesses. The goodwill arising on the acquisition will not be deductible for tax purposes.

(iv) Non-controlling interests

The Group elected to recognise the non-controlling interest in e&s at the non-controlling interests proportionate share of the recognised amounts of e&s' identifiable net assets.

25 BUSINESS COMBINATION (continued)

(a) Summary of acquisition (continued)

(v) Revenue and profit contribution:

The acquired business contributed revenues of \$225.2 million and net profit after tax of \$1.7 million to the Group for the period from 2 September 2024 to 30 June 2025.

It is impracticable to disclose the contribution of e&s assuming the acquisition occurred on 1 July 2024 due to the basis of accounting and effects of the restructure of e&s immediately prior to acquisition.

(vi) Purchase consideration - cash outflow:

	\$m
Net purchase consideration paid in cash	47.6
Less: cash and cash equivalent balances acquired	(6.8)
Outflow of cash - investing activities	40.8

(vii) Put and call options written over non-controlling interests:

In accordance with the transaction agreements, the non-controlling interest shareholders have the right to require the Group to acquire their 25% shareholding in e&s via a put option, exercisable from September 2029. The Group has the right to acquire the remaining 25% equity interest in e&s via a call option, also exercisable from September 2029. The exercise price of the call and put option is based on an EBITDA multiple adjusted for a number of items, including net debt and working capital.

In accordance with Australian Accounting Standards, the Group initially recognised a financial liability of the put option at the present value of the redemption amount of \$17.0 million at acquisition, adjusted against the control reserve. Any changes in the fair value of the put option financial liability that occur subsequent to initial recognition are recognised in profit or loss.

26 RELATED PARTY TRANSACTIONS

(a) Parent entity and equity interests in related parties

The parent entity of the Group is JB Hi-Fi Limited, a listed public company, incorporated in Australia.

(b) Equity interests in related parties

Details of the percentage of ordinary shares held in subsidiaries are disclosed in note 22.

(c) Key management personnel

Disclosures relating to key management personnel are set out in the Directors' report.

(d) Transactions within the Group

During the reporting period and previous reporting periods, entities within the Group advanced amounts to, received and repaid amounts from, and provided treasury, accounting, legal, taxation, and administrative services to other entities within the Group. Entities within the Group also exchanged goods and services in sale and purchase transactions.

All transactions occurred on the basis of normal commercial terms and conditions. Balances and transactions between entities within the Group have been eliminated on consolidation and are not disclosed in this note.

OTHER DISCLOSURES

	Consolidated	
	2025 \$'000	2024 \$'000
27 KEY MANAGEMENT PERSONNEL DISCLOSURES		
The aggregate compensation of the key management personnel of the Group is set out below:		
Short-term employee benefits	8,502	7,718
Post-employment benefits	278	235
Share-based payments expense	6,143	5,688
	14,923	13,641

Detailed remuneration disclosures are provided in the remuneration report on pages 34 to 50.

28 SHARE-BASED PAYMENTS

(a) Group share option plans

The Group has ownership-based remuneration schemes for executives and non-executive management (excluding non-executive directors). In accordance with the provisions of these schemes, executives and non-executive managers within the Group are granted options to purchase parcels of ordinary shares at zero exercise price.

Details of the features of outstanding share options are provided in the remuneration report on pages 34 to 50.

The following reconciles the outstanding share options granted under the Group's share option plans at the beginning and end of the financial year:

	<i>Balance at start of the year Number</i>	<i>Granted during the year Number</i>	<i>Exercised/ lapsed during the year Number</i>	<i>Balance at end of the year Number</i>	<i>Vested and exercisable at end of the year Number</i>
2025					
Outstanding Zero Exercise Price Options	484,518	106,887	(160,436)	430,969	6,870
	<i>Balance at start of the year Number</i>	<i>Granted during the year Number</i>	<i>Exercised/ lapsed during the year Number</i>	<i>Balance at end of the year Number</i>	<i>Vested and exercisable at end of the year Number</i>
2024					
Outstanding Zero Exercise Price Options	470,442	184,737	(170,661)	484,518	5,591

The weighted average remaining contractual life of share options outstanding at the end of the period was 1,058 days (2024: 1,147 days).

Fair value of options granted

The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The expected price volatility for options granted during the year ended 30 June 2025 is based on the daily closing share price for the number of years preceding the issue of the series, that matches the years to vesting as all of these options are expected to be exercised as soon as they vest.

Detailed share option disclosures for all options series granted and exercised during the year are provided in the remuneration report on pages 34 to 50.

Equity settled share-based payments with employees are measured at the fair value of the equity instrument at grant date.

The weighted average fair value of options granted during the year ended 30 June 2025 was \$67.89 (2024: \$38.86). The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the expected exercise date based on prior years' experience, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate.

28 SHARE-BASED PAYMENTS (continued)

(a) Group share option plans (continued)

Share based payments expense

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest, with a corresponding increase in the equity-settled benefits reserve. Upon vesting of equity-settled benefits, the expense recognised in the equity-settled benefits reserve is transferred to retained earnings.

At each reporting date the Group estimates the number of equity instruments expected to vest. The number of equity instruments that are expected to vest is based on management's assessment of the likelihood of the vesting conditions attached to the equity instruments being satisfied. The key vesting condition that is assessed is the required service periods. The impact of any revision in the number of equity instruments that are expected to vest is recognised as an adjustment to the share-based payments expense with the corresponding adjustment to the equity-settled benefits reserve in the reporting period that the revision is made.

(b) Variable reward plan

In the 2019 financial year, the Group introduced a Variable Reward Plan (VRP) for executives which replaced their previous short-term and long-term incentives. Under the VRP, performance is assessed at the end of each financial year against a scorecard of robust measures, and awards under the VRP are generally delivered:

- 25% in cash at the end of the one-year performance period; and
- 75% in restricted shares, to be released progressively in equal tranches over years 2, 3 and 4.

There are also certain non-executive management who participate in the VRP in addition to their existing short-term and long-term incentives, however the whole amount is delivered in restricted shares that are released progressively in equal tranches over years 2, 3 and 4. Further details on the VRP are set out in the remuneration report on pages 34 to 50.

The component of the VRP that is paid in cash is treated as a bonus and is expensed to the profit and loss in the period the bonus is earned. The component of the VRP that is delivered in shares is expensed on a straight line basis over the restriction period of each tranche, with the expense recorded as part of the share-based payments expense and a corresponding increase in the equity-settled benefits reserve. Upon vesting of the equity-settled benefits, the expense recognised in the equity-settled benefits reserve is transferred to retained earnings.

29 CONTINGENT LIABILITIES

The Group is currently party to the following proceedings:

- Class Action - On 11 December 2023, the Group received a Writ and Statement of Claim filed in the Supreme Court of Victoria by Maurice Blackburn Lawyers in relation to a class action relating to the sale of extended warranties in its JB Hi-Fi Australia business. The proceedings make claims under the Australian Consumer Law, among other matters, in relation to the sale of extended warranties to consumers. The proceedings seek compensation for loss or damage of an unquantified amount, interest and costs for the lead plaintiff and group members.

The Group is defending the Class Action proceedings and the potential outcome cannot be determined at this stage.

- ACCC Proceedings - On 23 June 2025, the Group announced that, subject to Federal Court approval, The Good Guys had reached agreement with the Australian Competition and Consumer Commission (ACCC) to resolve the court proceedings commenced by the ACCC in July 2024 relating to the advertising and fulfilment of certain store credit & StoreCash promotions conducted by The Good Guys between July 2019 and August 2023.

The Good Guys and the ACCC will make joint submissions to the Federal Court in August 2025 for approval of the agreed resolution, including orders requiring The Good Guys to pay a pecuniary penalty of \$13.5 million and contribute \$0.2 million to the ACCC's costs related to the proceeding and conduct a remediation program for certain customers. A liability to account for the agreed resolution is recognised in Other creditors and accruals. Refer to Note 13.

	Consolidated	
	2025 \$'000	2024 \$'000
30 REMUNERATION OF AUDITORS		
<i>Audit or review of financial statements</i>		
Audit and review of Group financial statements	801	804
Audit and review of subsidiary financial statements	120	44
Total audit or review of financial statements	921	848
Statutory assurance services required by legislation to be provided by the auditor	10	10
<i>Other services</i>		
Tax compliance services	–	101
Total other services	10	111
Total remuneration for audit and other services	931	959

The auditor of the Group is Deloitte Touche Tohmatsu.

During the prior financial year the Group also engaged Deloitte Touche Tohmatsu to assist with certain pre-acquisition tax matters associated with The Good Guys. The fees associated with these services were paid for by the previous owner and there will be no cost to the Group, hence they have not been included in the summary above.

31 NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

The Group has adopted all relevant new and amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board which are effective for annual reporting periods beginning on or after 1 July 2024. None of the new standards or amendments to standards that are mandatory for the first time materially affected any of the amounts recognised in the current period or any prior period.

The effects of Standards that are issued but not yet effective:

- (i) *AASB 2024-2 Amendments to Australian Accounting Standards - Classification and Measurement of Financial Instruments* (effective 1 January 2026)

These amendments impact the timing of derecognition of financial assets and financial liabilities that are settled through Electronic Funds Transfer (EFT).

The Group will be impacted through a change in the classification of amounts receivable from credit card merchants for credit card and debit card point of sale transactions processed in store and online. Currently the Group recognises all funds that have been transacted in store and online within cash and cash equivalents when the payment is transacted.

Under the amendments to AASB 9 and AASB 7, funds that have not yet been deposited into a Group bank account at the end of a reporting period (as a result of the timing difference between when the payment is transacted and funds are settled into the Group's bank accounts), will be required to be recognised within trade and other receivables.

These amendments will first apply to the Group for the financial year ending 30 June 2027. It expects the changes to have a material impact on the classification of amounts between cash and cash equivalents and trade and other receivables from 30 June 2027 onwards.

- (ii) *AASB 18 Presentation and Disclosure in Financial Statements* (effective 1 January 2027)

This standard replaces AASB 101 *Presentation of Financial Statements*, introducing enhanced requirements for the presentation of financial statements. The implementation of this standard will introduce new categories in the statement of profit or loss and require additional disclosures about management-defined performance measures (MPMs). The full impact of this standard is still being considered and will first apply to the Group for the financial year ending 30 June 2028.

31 NEW ACCOUNTING STANDARDS AND INTERPRETATIONS (continued)

The effects of the following Standards and Interpretations that are issued but not yet effective are not expected to be material:

- (i) AASB 2020-1 Amendments to Australian Accounting Standards - Classification of Liabilities as Current or Non-Current and AASB 2020-6 Amendments to Australian Accounting Standards - Classification of Liabilities as Current or Non-Current - Deferral of Effective Date and 2022-6 Amendments to Australian Accounting Standards - Non-current Liabilities with Covenants (effective 1 January 2024)
- (ii) AASB 2022-5 Amendments to Australian Accounting Standards - Lease Liability in a Sale and Leaseback (effective 1 January 2024)
- (iii) AASB 2023-1 Amendments to Australian Accounting Standards - Supplier Finance Arrangements (effective 1 January 2024)
- (iv) AASB 2023-5 Amendments to Australian Accounting Standards - Lack of Exchangeability (effective 1 January 2025)
- (v) AASB 2024-3 Amendments to Australian Accounting Standards - Annual Improvements Volume 11 (effective 1 January 2026)
- (vi) AASB 2025-1 Amendments to Australian Accounting Standards - Contracts Referencing Nature dependent Electricity (effective 1 January 2026)
- (vii) AASB 2014-10 Amendments to Australian Accounting Standards: Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture (as amended) (effective 1 January 2028)

32 EVENTS OCCURRING AFTER THE REPORTING PERIOD

On 11 August 2025, the Group announced to the ASX that Group Chief Executive Officer, Terry Smart, will retire from the Group on 3 October 2025 and be succeeded by Nick Wells, currently Group Chief Operating Officer.

There have been no other matters or circumstances occurring subsequent to the end of the financial year, that have significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

as at 30 June 2025

Entity Name	Entity Type	Place formed or incorporated	% of share capital held
JB Hi-Fi Limited	Body Corporate	Australia	n/a
JB Hi-Fi Group Pty Ltd	Body Corporate	Australia	100
JB Hi-Fi (A) Pty Ltd	Body Corporate	Australia	100
JB Hi-Fi Education Solutions Pty Ltd	Body Corporate	Australia	100
JB Hi-Fi Group (NZ) Limited	Body Corporate	New Zealand	100
JB Hi-Fi NZ Limited	Body Corporate	New Zealand	100
JB Hi-Fi (B) Pty Ltd	Body Corporate	Australia	100
The Muir Electrical Company Pty Ltd	Body Corporate	Australia	100
The Muir Electrical Service Co Pty Ltd	Body Corporate	Australia	100
The Good Guys Discount Warehouses (Australia) Pty Ltd	Body Corporate	Australia	100
Muir Group Employee Share Plan Pty Ltd	Body Corporate	Australia	100
The Muir Finance Company Pty Ltd	Body Corporate	Australia	100
M.E.W. (Australia) Pty Ltd	Body Corporate	Australia	100
Home Services Network Pty Ltd	Body Corporate	Australia	100
E. & S. Trading Co. (Discounts) Pty Ltd	Body Corporate	Australia	75
Elite Appliances Victoria Pty Ltd	Body Corporate	Australia	75
JB Hi-Fi Employee Share Trust	Trust	Australia	n/a

The Muir Electrical Company Pty Ltd as Trustee of the Muir Investment Unit Trust formed in Australia and consolidated in the consolidated financial statements.

The Good Guys Discount Warehouses (Australia) Pty Ltd as Trustee for the following trusts formed in Australia and consolidated in the consolidated financial statements:

The Alexandria Muir's Unit Trust	The Good Guys Erina Unit Trust	The Vincent Muir's Unit Trust
The Daniels Muir's Unit Trust	The Feldgen Muirs Unit Trust	The Sheedy Muir's (Berwick) Unit Trust
The Mitrovski Muir's Unit Trust	The Good Guys Fyshwick Unit Trust	The Peters Muir's Unit Trust
The Rako Muir's Unit Trust	The Parke Muir's Unit Trust	The Rebola Muirs Unit Trust
Clapp Muirs Unit Trust	The Good Guys Hectorville Unit Trust	The Robinson Muir's Unit Trust
Burgess Muir's Unit Trust	The Good Guys Helensvale Unit Trust	The Mason Muir's Unit Trust
The Russ Daniels Muir's Unit Trust	The Good Guys Hervey Bay Unit Trust	The Good Guys Pakenham Unit Trust
The Good Guys Belconnen Unit Trust	The De Cesaris Muir's Unit Trust	Firn Muir's Unit Trust
The Good Guys Bundaberg Unit Trust	The Timms Muirs Unit Trust	The Favero Muir's Unit Trust
The Good Guys Bundall Unit Trust	Lanario Muirs Unit Trust	The Goodguys Rockhampton Unit Trust
The Aw Muirs Unit Trust	The Roche Muir's Unit Trust	The Cafini Muir's Unit Trust
The Quinn Muir's Unit Trust	The Geary Muir's Unit Trust	Wilby Muir's Unit Trust
The Anfield Muir's Unit Trust	The Youhana Muir's Unit Trust	Chwasta Muir's Unit Trust
The Brockhurst Muir's Unit Trust	The Alf Said Muir's Unit Trust	The Mackay Muirs Unit Trust
The Good Guys Caringbah Unit Trust	The Donnelly Muirs Unit Trust	The Williams Muir's Unit Trust
The Good Guys Carseldine Unit Trust	The Vicars Muir's Unit Trust	Parekh Muir's Unit Trust
The Patel Muir's Unit Trust	Clarke Muir Unit Trust	The Barrington-Smith Muirs Unit Trust
The Sampson Muir's Unit Trust	The Good Guys Marion Unit Trust	The Good Guys Warrawong Unit Trust
The Good Guys Cockburn Unit Trust	The Silvestri Muir's Unit Trust	The Good Guys Robina Unit Trust
The Garb Muir's Unit Trust	The Brooks Muir's Unit Trust	The Good Guys Bunbury Unit Trust
The Barcroft Muir's Unit Trust	The Curtis Muir's Unit Trust	
The Good Guys Discount Warehouses (Australia) Trust	The Good Guys Kawana Waters Unit Trust	

Each entity is a tax resident only in the jurisdiction it was formed or incorporated.

ADDITIONAL SECURITIES EXCHANGE INFORMATION

The shareholder information set out below was applicable as at 4 August 2025.

A. Distribution of equity securities

Analysis of numbers of equity security holders by size of holding:

Holding	Ordinary shares		
	Total Holders	Units	% Issued Capital
1 - 1,000	30,570	7,272,027	6.65
1,001 - 5,000	4,033	8,224,813	7.52
5,001 - 10,000	274	1,888,988	1.73
10,001 - 100,000	147	3,411,957	3.12
100,001 and over	26	88,536,196	80.98
	35,050	109,333,981	100.00

All shares above are fully paid ordinary shares. Each fully paid ordinary share carries one voting right.

There were 286 holders of less than a marketable parcel of ordinary shares.

B. Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest holders of quoted equity securities are listed below:

Name	Ordinary shares	
	Number held	% of issued shares
1. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	34,011,582	31.11
2. J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	31,493,429	28.80
3. CITICORP NOMINEES PTY LIMITED	12,411,690	11.35
4. BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING A/C>	2,308,693	2.11
5. BNP PARIBAS NOMS PTY LTD	1,890,853	1.73
6. NATIONAL NOMINEES LIMITED	1,021,701	0.93
7. AUSTRALIAN FOUNDATION INVESTMENT COMPANY LIMITED	915,000	0.84
8. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <NT-COMNWLTH SUPER CORP A/C>	553,492	0.51
9. UBS NOMINEES PTY LTD	546,170	0.50
10. BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	534,682	0.49
11. 3RD WAVE INVESTORS PTY LTD	350,000	0.32
12. CPU SHARE PLANS PTY LIMITED	345,333	0.32
13. NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	252,772	0.23
14. HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	235,981	0.22
15. CITICORP NOMINEES PTY LIMITED <COLONIAL FIRST STATE INV A/C>	228,533	0.21
16. BNP PARIBAS NOMS PTY LTD <GLOBAL MARKETS>	215,765	0.20
17. BNP PARIBAS NOMS (NZ) LTD	192,384	0.18
18. SCCASP HOLDINGS PTY LTD <H & R SUPER FUND A/C>	175,400	0.16
19. NEWECONOMY COM AU NOMINEES PTY LIMITED <900 ACCOUNT>	147,805	0.14
20. MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	136,502	0.12
	87,967,767	80.47

C. Substantial holders

Substantial holders in the Company are set out below:

Ordinary shares	<i>Number held</i>	<i>Voting Power %</i>
AustralianSuper Pty Ltd	15,952,471	14.59
State Street Corporation	8,790,079	8.04
Vanguard IM	6,562,554	6.00
Blackrock	5,494,575	5.03

D. Unquoted equity securities	<i>Number on issue</i>	<i>Number of holders</i>
Employee share options issued under the Company's share option plans	430,969	199

For personal use only

CORPORATE INFORMATION

ABN 80 093 220 136

COMPANY SECRETARY

Doug Smith

PRINCIPAL REGISTERED OFFICE IN AUSTRALIA

Podium Level

60 City Road, Southbank VIC 3006

Phone: +61 3 8530 7333

SHARE REGISTRY

Computershare Investor Services Pty Limited

Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067, Australia

Phone: 1300 302 417 (Australia)

Phone: +61 3 9415 4136

For personal use only

For personal use only



investors.jbhifi.com.au