



Federal Court of Australia

District Registry: Victoria

Division: General

No: VID1494/2016

TPT PATROL PTY LTD AS TRUSTEE FOR AMIES SUPERANNUATION FUND

Applicant

MYER HOLDINGS LIMITED

Respondent

ORDER

JUDGE: JUSTICE BEACH

DATE OF ORDER: 23 February 2018

WHERE MADE: Melbourne

THE COURT ORDERS THAT:

Opt out Deadline

- 1 Pursuant to ss 33J and 33ZF of the *Federal Court of Australia Act 1976* (Cth) (**Act**), 4.00 pm on 13 April 2018 is fixed as the date and time on or before which a Group Member (as defined in paragraph 2 of the Statement of Claim) may opt out of this proceeding in accordance with these Orders (**Deadline**).

Notice to Group Members

- 2 Group Members be given notice pursuant to ss 33X(1)(a), 33X(5) and 33Y of the Act of the fact that they may opt out of this proceeding in accordance with Orders 4 and 5.
- 3 The form and content of the Opt Out and Registration Notice (the **Notice**), which is **Annexure A** to these Orders, is approved pursuant to s 33Y(2) of the Act.
- 4 On or before 13 March 2018, the Notice be despatched, according to the procedure in Order 5, to each person who is recorded in the Respondent's Share Register (**Share Register**) as:
 - (a) having acquired shares with an effective date for that acquisition of Tuesday, 16 September 2014 or later; and
 - (b) still holding some or all of those shares at the start of trading on Tuesday, 24 March 2015 (**Notice Addressees**).



5 The Notice is to be despatched according to the following procedure:

- (a) the Respondent shall provide to a mail house distribution service nominated by it details of all Notice Addressees;
- (b) the Respondent shall cause the mail house to send the Notice by email to any of the Notice Addressees referred to in Order 5(a) that have an email address recorded on the Share Register with the covering email which is **Annexure B** to these Orders;
- (c) to the extent that a Notice Addressee referred to in Order 5(a) does not have an email address recorded on the Share Register, the Respondent shall cause the mail house to send the Notice by prepaid ordinary post to that Notice Addressee at the address recorded for that person on the Share Register with the covering letter which is **Annexure C** to these Orders;
- (d) to the extent that the mail house receives notice of a delivery failure in relation to any email sent to a Notice Addressee referred to in Order 5(b) above, the Respondent shall cause the mail house to send the Notice by prepaid ordinary post to that Notice Addressee at the address recorded for that person on the Share Register with the covering letter which is Annexure C to these Orders, within two (2) business days of receiving that delivery failure notice;
- (e) if any Notice sent pursuant to subparagraphs (c) or (d) is returned to the mail house because Australia Post was unable to deliver it or the intended recipient was no longer at the address to which the Notice was sent, the mail house is not required to take any further action;
- (f) on or before 13 March 2018, the Applicant shall cause a copy of the Notice, together with copies of the current Originating Application, Statement of Claim, Defence, and any orders of the Court relating to the matters addressed in the Notice to be displayed on the website <http://www.myerclassaction.com.au> and to remain continuously so displayed up to and including the Deadline;
- (g) on or before 13 March 2018 the District Registrar of the Victorian District Registry of the Federal Court of Australia shall cause a copy of the Notice, together with copies of the current Originating Application, Statement of Claim and Defence to be available for inspection at the District Registry of the Federal Court in Melbourne, Sydney, Canberra, Brisbane, Adelaide, Perth, Hobart and Darwin and to remain continuously available up to and including the Deadline; and



(h) on or before 20 March 2018 the Applicant shall cause advertisements in the terms set out in **Annexure D (the advertisement)** to be published in the legal notices or equivalent section in one weekday edition of:

- (i) the Australian Financial Review; and
- (ii) the Australian.

- 6 The costs charged by Link Market Services and the mail house distribution service in relation to the matters referred to in Orders 5(a) to (e) and the costs of the advertisement in Order 5(h) shall be invoiced to and paid by the Applicant, and the costs of and incidental to the procedure set out in Order 5 shall be costs in the proceeding. For the avoidance of doubt, answering enquiries by Notice Addressees and members of the public in relation to the Notice is work incidental to Order 5.
- 7 The Applicant and Respondent may by joint agreement amend Annexures A, B, C or D to correct any non-substantive error.

Opt Out

- 8 Pursuant to s 33ZF of the Act, any Group Member who wishes to opt out of this proceeding must, on or before the Deadline, deliver to the Victorian District Registry of the Court an opt out notice in the form of Schedule B to the Notice.
- 9 If an opt out notice is delivered by a Group Member who holds shares on behalf of one or more persons (**Beneficiaries**), each and every Beneficiary will be treated as having opted out unless the notice identifies the particular Beneficiary or Beneficiaries as having not opted out.
- 10 If, on or before the Deadline, the solicitors for either party to the proceeding receive a notice purporting to be an opt out notice referable to this proceeding, the solicitors must file the notice in the Victorian Registry of the Federal Court of Australia within 7 days after receipt, and the notice shall be treated as an opt out notice received by the Court at the time it was received by the solicitors.
- 11 The Applicant's solicitors and the Respondent's solicitors have leave to inspect the Court file and to copy any opt out notice.
- 12 Any opt out notice that is incorrectly completed or not fully completed is invalid.



Registration

- 13 By the Deadline, Group Members who have not opted out of the proceeding should register their status as group members in the proceeding by completing the registration form annexed as Schedule A to the Notice (**Group Member Registration Form**) and submitting it to the Applicant's solicitors.
- 14 In completing the Group Member Registration Form, each Group Member who does not hold shares on behalf of a Beneficiary should submit the following information:
 - (a) the Group Member's name and postal and email addresses;
 - (b) any relevant Holder Identification Number or Security Reference Number associated with that Group Member;
 - (c) how many fully-paid ordinary shares of the Respondent (**Myer shares**) the Group Member held at the commencement of trading on 11 September 2014 and the commencement of trading on 19 March 2015;
 - (d) the date of each acquisition or disposal of Myer Shares made by the Group Member in the period of 11 September 2014 to 18 March 2015 (inclusive), the number of Myer Shares acquired or disposed of on each date and the price paid for each acquisition and disposal (including brokerage); and
 - (e) documentary evidence in support of the matters in subparagraphs (c) and (d).
- 15 In completing the Group Member Registration Form, a Group Member who holds shares on behalf of one or more Beneficiaries should provide the information referred to in paragraph 14 in respect of each Beneficiary.
- 16 Within 3 business days of a request being received from the Respondent's solicitors, the Applicant's solicitors must produce to the Respondent's solicitors a copy of any Group Member Registration Form and any accompanying documents so requested.
- 17 By 4.00 pm on 20 April 2018, the Applicant shall:
 - (a) deliver to the solicitors for the Respondent a list of all persons, in electronic Excel format, who completed a Group Member Registration Form pursuant to Order 13 above, including the Beneficiaries on whose behalf a form may have been completed;
 - (b) file, in a sealed envelope marked "Confidential List of Group Members – Not to be Opened without leave of the Court or a Judge", a list of all persons who completed a Group Member Registration Form pursuant to Order 13 above; and



- (c) the list referred to in subparagraphs (a) and (b) must to the extent to which that information is available to the Applicant contain the following information about each person who completed a Group Registration Form:
- (i) how many Myer Shares that person held at the commencement of trading on 11 September 2014 and the commencement of trading on 19 March 2015;
 - (ii) the date of each acquisition or disposal of Myer Shares made by that person in the period of 11 September 2014 to 18 March 2015 (inclusive), the number of Myer Shares acquired or disposed of on each date and the price paid for each acquisition and disposal (including brokerage); and
 - (iii) information in subparagraphs (i) and (ii) in respect of each Beneficiary on whose behalf a Group Registration Form was submitted.
- 18 Any Group Member who by the Deadline both registers and opts out of the proceeding shall be treated as having opted out.
- 19 Order 18 applies to any Beneficiary on whose behalf a Group Member Registration Form is submitted in accordance with these orders and who has opted out.

Variation of orders

- 20 Any Group Member wishing to seek a variation to paragraphs 1 to 19 of these Orders must deliver to Portfolio Law Pty Ltd, by no later than the Deadline, written notice of the variation sought and a statement of the reasons for seeking the variation, and Portfolio Law Pty Ltd shall forthwith notify the Respondent and the Court of the notice and the reasons.

Discovery

- 21 The Respondent give discovery pursuant to r 20.15 of the Federal Court Rules 2011 (Cth) of documents that are, or have been, in the Respondent's control in the following categories:
- (a) the final Myer budget, as approved by the board of Myer, for each of the financial years 2013 and 2014;
 - (b) any board minutes, or communications between any Myer board members and any member of Myer's Senior Management (**MSM**, as defined in the Annexure to the orders made on 27 March 2017), which address the question whether the final budget in any of the financial years 2013, 2014 or 2015 was or was not realistic or achievable; and



- (c) any board minutes, or communications between any Myer board members and any member of the MSM, which refer to or show rigorous questioning by any member of the Myer Board of any MSM in relation to the final budget in any of the financial years 2013, 2014 or 2015.
- 22 Discovery pursuant to paragraph 21 be given electronically by 30 April 2018 pursuant to the existing protocol agreed between the parties and used in respect of the discovery given pursuant to the orders made on 27 March 2017.


Mediation

- 23 Order 4 of the orders made on 19 December 2017 be vacated and the parties complete a mediation before Registrar Lagos by no later than 18 May 2018.

Further case management

- 24 The case management hearing listed for 16 March 2018 is vacated.
- 25 The hearing of paragraphs 1 to 3 of the Applicant's application filed on 14 February 2018 be adjourned to a date to be fixed.
- 26 The proceeding is listed for a further case management hearing at 9:30am on 1 June 2018.
- 27 Liberty to apply.
- 28 Costs reserved.

Date that entry is stamped: 27 February 2018


Registrar



ANNEXURE A

NOTICE OF RIGHTS TO PARTICIPATE IN SETTLEMENT OF MYER CLASS ACTION OR OPT OUT

FEDERAL COURT OF AUSTRALIA

MYER CLASS ACTION

TPT Patrol Pty Ltd atf the Amies Superannuation Fund v Myer Holdings Limited (VID1494 of 2016)

On 29 December 2016, a class action was commenced in the Federal Court of Australia (**Court**) against Myer Holdings Limited (**Myer**). In this opt out and registration notice (**Notice**), the class action is referred to as the **Myer Class Action**.

This Notice is published pursuant to orders of the Federal Court dated 23 February 2018.

If you are a person who acquired an interest in ordinary shares in Myer during the period 11 September 2014 to 18 March 2015 (inclusive) and still held an interest in some or all of those shares at the commencement of trading on 19 March 2015, you should read this Notice carefully. This Notice contains information about the conduct of the Myer Class Action and sets out the steps that group members must take if they do not wish to have their rights against Myer determined by the Myer Class Action.

If you do not understand any part of this Notice, you should seek independent legal advice in relation to its contents. Any questions you have concerning the matters contained in this Notice should not be directed to the Federal Court.

Summary of this Notice

The Federal Court has referred the Myer Class Action to mediation which is to occur by no later than 18 May 2018 (the **Mediation**).

1. If you wish to have your rights determined through the Myer Class Action and share in any distribution following any settlement or judgment in the Myer Class Action, you must not opt out and should lodge the registration notice that is schedule A to this Notice (**Registration Notice**), which is also available from www.myerclassaction.com.au, with the information specified in the Registration Notice. The Registration Notice should be provided to Portfolio Law Pty Ltd by 4.00 pm on 13 April 2018.
2. If you do not wish to be involved in the Myer Class Action, you must complete and submit an opt out notice as contained in schedule B (**Opt Out Notice**), which is also available from www.myerclassaction.com.au, to the Victorian District Registry of the Federal Court by 4.00 pm on 13 April 2018.



3. If you wish to challenge the orders of the Federal Court, write to Portfolio Law Pty Ltd with your reasons for the challenge by 4.00pm on 13 April 2018.

Importantly:

1. the Registration Notice should reach Portfolio Law Pty Ltd by no later than 4.00 pm on 13 April 2018; and
2. you should complete the Registration Notice properly and fully and provide all necessary accompanying documents.

What is a class action?

A class action is a proceeding brought by one or more persons (**Applicant**) on their behalf, and on behalf of a number of others (**group members**) where the Applicant and the group members have common questions of law and fact to be determined against another person or persons (**Respondent**).

Group members are bound by any judgment or settlement in the class action, unless they have opted out of the proceeding. For group members that do not opt out, this means that:

1. if the class action is successful, group members may be eligible for a share of any settlement monies or Court-awarded damages;
2. if the class action is unsuccessful, group members are bound by that result; and
3. regardless of the outcome of the class action, group members *will* not be able to pursue the same claims against the Respondent in separate legal proceedings and *may* not be able to pursue similar or related claims against the Respondent in other legal proceedings.

The Applicant does not need to seek the consent of group members to commence a class action on behalf of those persons. However, group members can cease to be group members by opting out of the class action. If you do not opt out, you will be bound by the outcome of the class action. An explanation of how group members may opt out of this proceeding is set out below.

Group members should note that:

- (a) in a *judgment* following trial, the Court will decide various common factual and legal issues in respect of the claims made by the Applicant and group members. Group members will be bound by those findings, whether or not they are favourable to them (unless they are appealed). Importantly, if there are other proceedings between a group member and the Respondent, neither of them will be permitted to raise arguments in that proceeding which are inconsistent with a factual or legal issue decided in the trial of common issues in the class action. This means that if the issues are resolved against the Applicant, group members will be unable to pursue claims they have which are the same as the Applicant's claims, and will not be able to pursue other claims which are dependent upon common issues which have been resolved against the Applicant; and
- (b) in a *settlement* of a class action, where the settlement provides for compensation to group members it is likely to extinguish *all* rights to compensation which a group member might have against the Respondent which arise in any way out of the events or transactions which are the subject-matter of the class action.



The Myer Class Action

The Myer Class Action was commenced by TPT Patrol Pty Ltd as trustee for the Amies Superannuation Fund (**TPT**). TPT brings the proceeding on its own behalf, and on behalf of all persons who are group members. The definition of group member is set out below.

On 11 September 2014, a comment was made by the CEO of Myer that he expected Myer to achieve profit in the 2015 financial year ending on 26 July 2015 (**FY15**) in excess of the \$98.5 million in net profit after tax (**NPAT**) achieved by Myer in the 2014 financial year. On 19 March 2015, Myer issued a release to the ASX which disclosed that it expected its NPAT for FY15 to be in the range of \$75 to \$80 million (excluding one-off costs).

TPT alleges that during the period from 11 September 2014 until the making of the announcement on 19 March 2015, Myer's disclosure of and failure to correct its forecast profit growth constituted misleading or deceptive conduct and a contravention of Myer's continuous disclosure obligations arising pursuant to the *Corporations Act 2001* (Cth) and the ASX Listing Rules as Myer failed to advise the ASX of information which was likely to have a material impact on the value of Myer's shares.

TPT claims that it and the group members suffered loss as a result of these alleged breaches of the *Corporations Act 2001* (Cth). Myer denies the allegations and is defending the class action.

Portfolio Law Pty Ltd are the solicitors for the Applicant. The arrangement for the payment of legal costs is set out below.

Australian Funding Partners Limited (**AFPL**) is funding the proceeding. An application has been made for a "common fund order". The proposed common funding arrangement is explained below.

Who is Group Member?

According to the Statement of Claim filed in this proceeding you are a group member in the Myer Class Action if both of the following apply:

1. you acquired ordinary shares in Myer on or after 11 September 2014; and
2. you continued to hold any of those shares at the commencement of trading on 19 March 2015.

If you are a group member in the Myer Class Action, you should read this Notice carefully as it will affect your rights.

If you consider that you have claims against Myer which are based on your individual circumstances or otherwise additional to the claims described in the Myer Class Action, then it is important that you seek independent legal advice about the potential binding effects of the class action **before** the deadline for opting out.

Access to documents

You may access copies of the relevant documents filed in connection with the Myer Class Action, by:



1. viewing them at <http://www.myerclassaction.com.au>.
2. inspecting them between 9.00 am and 5.00 pm at the office of Portfolio Law Pty Ltd: Level 3, 362 Little Collins Street, Melbourne VIC 3000.
3. inspecting them at a District Registry of the Federal Court in Melbourne, Sydney, Canberra, Brisbane, Perth, Adelaide, Hobart, or Darwin.

What Group Members Must Do

If you are a group member in the Myer Class Action, you **must** select one of the following options:

Option A – Not Opt Out and remain a group member

If you do nothing, you will remain a group member in the class action. You will be permitted to participate in any distribution from any settlement or judgement of the proceeding.

If you remain a group member you will be bound by any court judgment or settlement agreement in the Myer Class Action. Any cause of action or rights you might otherwise have had against Myer in respect of the matters the subject of the class action will no longer be available.

Option B – Opt out and cease to be a group member

If you do not wish to remain a group member in the Myer Class Action, you must opt out of the proceeding by completing the Opt Out Notice. If you opt out of the Myer Class Action you:

1. will not be affected by any orders made in the Myer Class Action;
2. will not be permitted to participate in the distribution of any judgment or settlement approved by the Court in the Myer Class Action; and
3. will be able to commence proceedings on your own behalf if you so wish.

Opt Out Notices must be submitted to the Victorian District Registry of the Federal Court of Australia before 4.00pm on 13 April 2018. Opt out Notices received after this time will not be accepted, and you will remain a group member in the Myer class action (see Option A above).

If you hold shares on behalf of one or more persons (**Beneficiaries**) and you complete an opt out notice, you will be treated as having opted out on behalf of each and every Beneficiary unless the notice states otherwise.

If you wish to bring your own claim against Myer, you should seek your own legal advice about your claim and the applicable time limit **prior to** opting out.

It is important to note that a properly completed Opt Out Notice must reach the Victorian District Registry of the Federal Court of Australia before 4.00pm on 13 April 2018. If it does not reach the Registry by that time or is not properly completed, it will not be effective.



Please note you should not submit both an Opt Out Notice and Registration Notice. You may only submit one of the two. If you submit both, you will be treated as having opted out.

Option C – Apply to the Federal Court to vary orders regarding opt out protocol and registration or make submissions in relation to common funding application

If you wish to challenge the orders made by the Federal Court in relation to the options set out above, you must send a written notice to the Applicant's solicitors setting out the challenge you will make and the reasons for that challenge. You may then be required to attend the Federal Court in Melbourne at a later date to have your challenge heard.

Any notice challenging the Federal Court orders must be delivered to Portfolio Law Pty Ltd before 4:00pm AEST on 13 April 2018. Any notice challenging the Federal Court orders received after this time will not be accepted.

Registration

The Court has directed that if you wish to remain a Group Member and participate in any distribution following a settlement you should register your status as a Group Member by completing the Registration Notice. Registration will inform the parties of the details of your potential claim. This is particularly important if you held shares on behalf of Beneficiaries as a custodian or nominee, or if a custodian or nominee held shares on your behalf.

Registration Notices should be submitted to Portfolio Law Pty Ltd with all of the information referred to in the Registration Notice before 4.00pm on 13 April 2018.

It is important that you fully complete the Registration Notice and provide all of the information and necessary accompanying documents referred to in the Registration Notice.

If you are holding shares on behalf of one or more Beneficiaries, you should provide the details required by the Registration Notice for each and every Beneficiary if you wish to claim a share of any settlement monies on their behalf.

Please note you should not submit both an Opt Out Notice and Registration Notice. You may only submit one of the two. If you submit both, you will be treated as having opted out (see Option B above).

The information in the Registration Notice will be used by Portfolio Law Pty Ltd and may be provided to Myer and its lawyers prior to the Mediation to enable the parties to have sufficient information about all the claims to settle the Myer Class Action.

If a settlement agreement is reached at the Mediation or subsequently, you will be contacted at the address provided on the Registration Notice and informed of the terms of the settlement (which will be subject to Court approval).

If a settlement agreement is not reached at the Mediation or subsequently, then the Myer Class Action will continue and you will remain a group member.



Legal costs

You will not become liable for legal costs by choosing to remain a group member (Option A).

If the Myer Class Action is unsuccessful, AFPL will pay TPT's costs and satisfy any order against TPT to pay Myer's costs.

Common funding fee application

The Applicant entered into a litigation funding agreement with AFPL prior to the commencement of this proceeding. Under that agreement AFPL has agreed to pay the Applicant's costs of the proceeding. In exchange AFPL is entitled to a "funding commission" in the event the class action is successful.

The Applicant has applied to the Court for the approval of "Funding Terms" which provide that all group members will pay the same pro rata share of legal costs and a funding commission out of any amounts they receive in settlement or judgment (**common fund application**).

The Funding Terms provide that in the event that the Myer class action is successful at trial or if the Applicant's and group members' claims against Myer are the subject of a settlement approved by the Court, AFPL would be entitled to recover:

1. an amount equal to the AFPL's cost incurred in the funding of the bringing of this proceeding; and
2. a funding commission being 25% (plus any applicable GST) of any Resolution Sum, or such other lower percentage of the Resolution Sum as the Court considers reasonable.

The term "Resolution Sum" refers to an amount paid by Myer to resolve the proceeding either pursuant to Court orders or settlement agreement. It is defined more completely in the Funding Terms.

A copy of the common fund application and the Funding Terms is available from <http://www.myerclassaction.com.au>.

While the Court has not yet determined the common fund application, you should take the common fund application and the arrangements proposed under the common fund application into consideration when choosing between the options set out above.

If you wish to make submissions concerning the common fund application, you must send a written notice to the Applicant's solicitors setting out your submissions. You may then be required to attend the Federal Court in Melbourne at a later date when the application is to be heard. Your submissions should be delivered to Portfolio Law Pty Ltd before 4:00pm AEST on 13 April 2018.

Your Personal Claim

If the Myer Class Action is successful at trial or depending on the terms of any settlement, you may need to prove your individual loss and damage. To do this, you may need legal representation. If you wish to retain a solicitor to assist you with this task, you will need to enter into a costs agreement with that solicitor. If you seek to take part in the proceeding for the purpose of determining question(s) that relate only to an individual claim you may have, s 33R(2) of the *Federal Court of Australia Act 1976* (Cth) provides that you alone will be liable for legal costs associated with the determination of any such question.



Questions

If you are unclear about whether you are a group member, or if you have any other questions regarding the Myer Class Action, you may contact Portfolio Law Pty Ltd by writing to "Myer Class Action", Level 3, 362 Little Collins Street Melbourne, or by sending an email to info@myerclassaction.com.au. Alternatively, you may seek independent legal advice from another solicitor.



SCHEDULE A
GROUP MEMBER REGISTRATION FORM

“Myer Shareholder Class Action”

Federal Court of Australia proceeding VID1494 of 2016

To: Portfolio Law
Level 3, 362 Little Collins Street
MELBOURNE VIC 3000
info@myerclassaction.com.au
Attention: Anthony Zita

The group member named below registers their status as a group member represented in Federal Court of Australia proceeding VID1494 of 2016.

1. GROUP MEMBER DETAILS	PLEASE PRINT IN CAPITAL LETTERS
Group Member Name:	
If the Group Member is a company insert ABN/ACN or Registration No. (if overseas company)	
Street Address: (Not PO Box)	
Suburb/Town:	
State:	
Postcode:	
Country:	

2. CONTACT DETAILS	PLEASE PRINT IN CAPITAL LETTERS
First Name:	
Surname:	



Postal Address:			
State:		Postcode:	
		Country:	
Email address:			
Telephone number:		Mobile:	

3. INVESTMENT DETAILS FOR MYER SHARES

Full Name of Registered Owner:
(This is the name of the entity on the share register)

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SRN/HIN:

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If the shares were acquired on behalf of another person/entity, name of that person/entity:

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Note: If your Myer shares were or are held under different registered names, or the holdings have different SRN/HIN numbers, please copy and complete this page for each holding.

4. TRADE DETAILS FOR MYER SHARES

QUANTITY OF MYER SHARES HELD ON EACH OF 11 SEPTEMBER 2014 AND 19 MARCH 2015
--

INITIAL AND FINAL HOLDINGS		
	Number of Myer shares held at commencement of trading on 11 September 2014	
	Number of Myer shares held at commencement of trading on 19 March 2015	



PURCHASES

**LIST OF PURCHASES FROM 11 SEPTEMBER 2014
to 18 MARCH 2015 INCLUSIVE**

DATE OF SHARE ACQUISITION	QUANTITY OF SHARES	GROSS PRICE PAID (incl. Brokerage)

DISPOSALS/SALES

**LIST DISPOSALS/SALES FROM 11 SEPTEMBER
2014 TO 18 MARCH 2015 INCLUSIVE**

DATE OF SHARE SALE	QUANTITY OF SHARES	NET PRICE RECEIVED (net of Brokerage)

If the above space is insufficient, please provide the required information on separate pages.

Important Note: If your Myer shares were or are held on behalf of another person/entity, please copy and complete this form for each person's/entity's shareholding in relation to which you intend to register to receive a share of any settlement.

IMPORTANT: SUPPORTING DOCUMENTS REQUIRED

Please provide documentary evidence in support of the information you are providing with this form, including:

- (a) holding statements and/or contract notes if available; and
- (b) trade information in excel format, if the group member/applicant is claiming on behalf of multiple funds or beneficial owners.

Date:

Signed by, or on behalf
of and with authority of,
the Group Member
(as specified above)

(print name)



SCHEDULE B

Form 21

Rule 9.34

Opt Out Notice

No. VID1494 of 2016

Federal Court of Australia

District Registry: Victoria

Division: General

TPT PATROL PTY LTD as trustee for the Amies Superannuation Fund

Applicant

MYER HOLDINGS LIMITED

Respondent

To: The Registrar
Federal Court of Australia
Victoria District Registry
305 William Street
MELBOURNE VIC 3000

The person named below as a group member in this representative proceeding gives notice under section 33J of the *Federal Court of Australia Act 1976* that the group member is opting out of the representative proceeding.

Name of group member:	
Postal address of group member:	
Telephone contact:	
Email address:	
ACN/ABN: (if a company or trustee)	
HIN/SRN:	
If the shares were acquired on behalf of another person/entity (Beneficiary), name(s) of that person/entity:	

The person does not opt out on behalf of the Beneficiaries listed below but does opt out on behalf of any other Beneficiary.

Name of each Beneficiary:	
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If you are signing as the solicitor or representative of the group member:

Person completing this form (print):	
Authority of person completing this form (eg., company director, lawyer):	
Postal address of person completing this form:	
Telephone contact:	
Email address:	
Postal address:	

Date:

Signed by (print name)
Group Member/Lawyer for the Group
Member



ANNEXURE B
COVERING EMAIL

Dear Claimant,

RE: Class Action against Myer Holdings Limited (Myer)

You are receiving this email because, based on the information available, you may have acquired an interest in ordinary shares in Myer on or after 11 September 2014 and still held an interest in some or all of those shares at the commencement of trading on 19 March 2015. If you did, you may be a group member in the Myer class action.

The Federal Court has referred this class action to mediation which is to occur by no later than 18 May 2018.

THE DOCUMENT ATTACHED TO THIS EMAIL PROVIDES YOU WITH INFORMATION CONCERNING YOUR RIGHTS TO:

- (1) CONTINUE TO PARTICIPATE IN THE MYER CLASS ACTION**
- OR**
- (2) OPT OUT OF THE MYER CLASS ACTION**

It is therefore very important that you read the enclosed notice carefully and if you have any questions, please contact Anthony Zita of Portfolio Law Pty Ltd, solicitors for the Applicant (TPT Patrol Pty Ltd) on:

Telephone: +61 3 9600 2888;

Email: info@myerclassaction.com.au



ANNEXURE C
COVER LETTER

[INSERT DATE]

Dear Claimant,

RE: Class Action against Myer Holdings Limited (Myer)

You are receiving this correspondence because, based on the information available, you may have acquired an interest in ordinary shares in Myer on or after 11 September 2014 and still held an interest in some or all of those shares at the commencement of trading on 19 March 2015. If you did, you may be a group member in the Myer class action.

The Federal Court has referred this class action to mediation which is to occur by no later than 18 May 2018.

THE DOCUMENT ENCLOSED WITH THIS CORRESPONDENCE PROVIDES YOU WITH INFORMATION CONCERNING YOUR RIGHTS TO:

(1) CONTINUE TO PARTICIPATE IN THE MYER CLASS ACTION

OR

(2) OPT OUT OF THE MYER CLASS ACTION

It is therefore very important that you read the enclosed notice carefully and if you have any questions, please contact Anthony Zita of Portfolio Law Pty Ltd, solicitors for the Applicant (TPT Patrol Pty Ltd) on:

Telephone: +61 3 9600 2888;

Email: info@myerclassaction.com.au



ANNEXURE D

ADVERTISEMENT

TPT PATROL PTY LTD as Trustee for the Amies Superannuation Fund v Myer Holdings Limited

(FEDERAL COURT OF AUSTRALIA PROCEEDING: VID1494 of 2016)

On 29 December 2016, a class action was commenced in the Federal Court of Australia against Myer Holdings Limited (**Myer**). The Federal Court has ordered that this advertisement be published to inform persons who may have claims affected by the class action.

If you acquired an interest in ordinary shares in Myer on or after 11 September 2014 and still held an interest in some or all of those shares at the commencement of trading on 19 March 2015, you should read this advertisement carefully. You should also access the more detailed Notice at <http://myerclassaction.com.au>. The Notice contains information that affects your legal rights.

A class action is a proceeding brought by one or more persons (**Applicant**) on their behalf, and on behalf of a number of others (**group members**) where the Applicant and group members have common questions of law and fact to be determined against another person or persons (**Respondent**).

The Applicant in this class action alleges that during the period 11 September 2014 to 19 March 2015 (inclusive), Myer engaged in misleading or deceptive conduct, and failed to abide by its continuous disclosure obligations and the ASX Listing Rules, by providing profit guidance without a reasonable basis and by failing to inform the market about information which had a material impact on the value of ordinary shares in Myer.

The “group members” are people who acquired an interest in ordinary shares in Myer on or after 11 September 2014 and still held any of those shares at the commencement of trading on 19 March 2015.



Australian Funding Partners Limited (**AFPL**) is funding the legal costs of the litigation. The Applicant has applied to the Court for the approval of “Funding Terms” which provide that all group members will pay the same pro rata share of legal costs and a funding commission out of any amounts they receive in settlement or judgment (**common fund application**). It is proposed that if there is a successful outcome in the class action – either by way of judgment or settlement – then that amount will be paid into a common fund. Subject to Court approval, AFPL will be entitled to recover from that common fund its legal costs of funding the class action, and a funding commission of up to 25 per cent of any judgment or settlement sum, before payments are made to group members.

If you are a group member **you must select one of the following options:**

1. Do nothing and have your rights determined by the class action.
2. Opt-out of the class action by 4pm on 13 April 2018.
3. Challenge the Federal Court orders regarding the opt-out process before 4pm on 13 April 2018.

If you do nothing (i.e. do not opt out of the class action), the Court has directed that you should register your status as a Group Member by completing the Registration Notice.

A detailed notice containing information on the class action, the common fund application, and the above options, is available at <http://myerclassaction.com.au>.