For personal use only

Accent Group Limited (ASX: AX1)
ASX Announcement
29 June 2026

LODGEMENT OF TARGET'S STATEMENT IN RESPONSE TO ON-MARKET TAKEOVER OFFER BY FRASERS

We enclose, in accordance with the Corporations Act 2001 (Cth) (**Corporations Act**), a copy of the Target's Statement issued by Accent Group Limited (**Accent**) (**Target's Statement**) in response to the unsolicited on-market takeover bid made by Frasers Group plc (**Frasers**) for all of the fully paid ordinary shares in Accent that Frasers and its associates do not already own, at A$0.65 per share (**Offer Price**), on the terms set out in Frasers' Bidder's Statement dated 15 June 2026 (**Offer**).

A copy of the Target's Statement was served on Frasers and lodged with the Australian Securities and Investments Commission today.

Following receipt of the Offer, the Accent Board established the Independent Board Committee (**IBC**), comprising all Accent Directors other than Mr David Forsey, to consider and respond to the Offer. Mr Forsey is Frasers' nominee on the Accent Board and an executive of Frasers and accordingly has an actual or potential conflict of interest in relation to the Offer.

The Target's Statement sets out the IBC's **UNANIMOUS RECOMMENDATION THAT ACCENT SHAREHOLDERS REJECT THE OFFER**

To reject the Offer, you simply need to **TAKE NO ACTION**:

- do not sell your Accent Shares into the Offer; and
- do not instruct your broker or controlling participant to sell your Accent Shares into the Offer.

Each member of the IBC who holds Accent Shares intends to **REJECT** the Offer in respect of their own Accent Shares.

Reasons to REJECT the Offer

The key reasons why the IBC recommends that you **REJECT** the Offer are set out in detail in the Target's Statement released today, and are summarised below:

1. **The Offer represents no premium:** The Offer Price of A$0.65 is equal to the last closing price of Accent Shares before the Offer was announced and below the closing price of Accent Shares of A$0.71 on 26 June 2026, being the last closing price for Accent Shares on the ASX before this announcement.

2. **The Offer Price is materially inadequate**: The Offer Price is materially inadequate and does not appropriately reflect Accent's strategic position, medium-term growth potential or the benefits expected from Accent's 2030 Strategic Growth Plan announced by Accent to ASX on 13 May 2026 (**2030**

Accent Group Limited
ABN 85 108 096 251
2/64 Balmain Street
PO Box 213
Richmond Victoria 3121
www.accentgroup.com.au

For personal use only

Strategic Growth Plan), targeting at least $1.9 billion in sales, 9% EBIT margin and ~950 stores by 2030.

3. **Frasers is seeking control without paying a control premium:** Frasers' Bidder's Statement makes clear that its objectives include increasing its holding and securing additional Board representation and influence over Accent. In addition, Frasers states that it "does not expect to achieve more than 90% and in such a case is comfortable with a shareholding of less than 90% if it achieves representation on the Accent Board proportionate to its ownership and is able to effect the changes it considers necessary". In the IBC's view, the Offer is an attempt to move towards control of Accent without offering Accent Shareholders any premium for that control.

4. **The timing is highly opportunistic:** The Offer is opportunistically timed during a period of cyclical weakness in the discretionary consumer retail sector, as reflected in market-wide share price declines over the past 12 months. Importantly, the Offer Price does not factor in the upside benefits of the initiatives within the 2030 Strategic Growth Plan that are in the process of being implemented and are yet to be realised.

5. **The Offer Price is materially lower than prices Frasers has paid for Accent Shares:** Frasers is proposing that Accent Shareholders sell their Accent Shares at a price materially below prices at which Frasers has previously acquired Accent Shares, including the A$1.718 per share paid under the Subscription Agreement with Accent in May 2025 and the average price of over A$0.92 per Accent Share paid for on-market purchases in February 2026.

6. **Frasers is seeking to increase its exposure to and control of Accent's Sports Direct business and has a conflict of interest:** Sports Direct ANZ is a key strategic asset of Accent and a core driver of Accent's value opportunity. As the global operator of the Sports Direct brand and Accent's strategic partner, Frasers is uniquely positioned to understand the medium-term strategic value and earnings potential of the Australian business. In the IBC's opinion, Frasers is seeking to acquire this exposure from Accent Shareholders without paying an appropriate premium, and given it is also a commercial counterparty to Accent, its interests may not align with the interests of Accent Shareholders.

7. **Shareholders will lose exposure to any future price increases:** Given the Offer is an on-market bid, Accent Shareholders who sell their Accent Shares to Frasers will not be able to withdraw that sale and will not receive the benefit of any increase in the Offer Price or any superior proposal that may emerge.

8. **Frasers' interests may not be aligned with the interests of Accent Shareholders as a whole**: Frasers is both a substantial shareholder and a commercial counterparty through the Sports Direct arrangement. Accent Shareholders should consider the risk that Frasers may seek to influence matters where its interests as a commercial counterparty and shareholder are not aligned with the interests of Accent Shareholders as a whole.

Accent Group Limited
ABN 85 108 096 251

2/64 Balmain Street
PO Box 213
Richmond Victoria 3121
www.accentgroup.com.au

For personal use only

Frasers' intentions in relation to Accent's future dividends

Frasers has stated in its Bidder's Statement that it is not supportive of any dividend payments being made by Accent for the foreseeable future (given Frasers' view of Accent's capital funding requirements and ongoing cash needs), and that the objective of the Offer is, in part, to reach at least 26% ownership, seek additional Board influence and use that to effect changes it considers necessary. The IBC also notes that Frasers itself has not declared or paid a dividend to its own shareholders in at least 15 years.

In contrast, Accent has paid over $500 million of fully franked dividends to Accent Shareholders over the past 10 years. It is the Accent Board's current intention to continue to pay fully-franked dividends out of available cash flow, with a target full-year dividend payout ratio for future financial periods of 60–80% of net profit after tax excluding non-recurring items[1].

Further detail on Frasers' stated intentions is set out in section 5.10 of the Target's Statement.

Response to Frasers' Assertions in the Bidder's Statement

The Bidder's Statement also contains a number of assertions by Frasers in relation to the Board and management of Accent, including in relation to capital management policies, governance, the ongoing relationship with Frasers and financial and operational performance of Accent, with which the IBC disagrees.

These are addressed in section 2.4 of the Target's Statement.

Accent's prospects

The Accent Board and management remain focused on executing Accent's strategy and delivering value for all Accent Shareholders. Accent is the largest retailer and distributor of performance and lifestyle footwear, apparel and accessories in Australia and New Zealand. With approximately 900 stores and a national distribution network, extensive and long-standing strategic brand partnerships with a proven ability to grow brands, and a highly experienced management team, Accent is a uniquely strategic retail platform positioned to drive growth and value over the medium term. We are confident in Accent's prospects, and we do not believe the Offer reflects them.

If you have any questions about the Offer or the Target's Statement, please call the Accent Shareholder Information Line on **1300 121 025** (within Australia) or **+61 3 9415 4126** (outside Australia), between **8:30am and 5:00pm (Melbourne time), Monday to Friday**, excluding public holidays.

Accent will keep shareholders informed in accordance with its continuous disclosure obligations.

[1] Any declaration or payment of dividends by Accent remains a decision of the Accent Board, which will be subject to the circumstances at the relevant time, including without limitation applicable legal, accounting and tax requirements and any other factors the Accent Board considers relevant.

Accent Group Limited
ABN 85 108 096 251

2/64 Balmain Street
PO Box 213
Richmond Victoria 3121
www.accentgroup.com.au

For personal use only

For further information contact:

Investors:
Matthew Durbin
Finance Director
matthew.durbin@accentgr.com.au

Media:
Helen Karlis
Sodali & Co.
0404 045 325
Helen.Karlis@sodali.com

Roger Newby
Sodali & Co
0401 278 906
Roger.newby@sodali.com

The release of this announcement was authorised by the Independent Board Committee of Accent Group Limited.

Accent Group

For personal use only

Accent Group Limited (ACN 108 096 251)

TARGET'S STATEMENT

This Target's Statement has been issued in response to the on-market takeover bid made by Frasers Group plc (Company No. 06035106) (**Frasers**) for all of the fully paid ordinary shares in Accent Group Limited that Frasers and its associates do not already own.

THE INDEPENDENT BOARD COMMITTEE OF ACCENT GROUP LIMITED UNANIMOUSLY RECOMMENDS THAT YOU

REJECT

THE OFFER FROM FRASERS

Do not sell Your Accent Shares into the Offer. Take no action in response to documents from Frasers or its broker encouraging you to sell.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT WHAT TO DO, YOU SHOULD CONTACT YOUR BROKER, LEGAL ADVISER, FINANCIAL ADVISER, TAX ADVISER OR OTHER PROFESSIONAL ADVISER AS SOON AS POSSIBLE.

If you have any questions in relation to this document, you should call the Accent Shareholder Information Line on 1300 121 025 (within Australia) or +61 3 9415 4126 (outside Australia) between 8:30am and 5:00pm (Melbourne time), Monday to Friday (excluding public holidays).

Financial Adviser

LUMINIS PARTNERS

Legal Adviser

Arnold Bloch Leibler
Lawyers and Advisers

For personal use only

DISCLAIMER AND NOTICES

NATURE OF THIS DOCUMENT

This Target's Statement is given by Accent Group Limited (ACN 108 096 251) (**Accent**) under Part 6.5 of the Corporations Act in response to the on-market takeover bid announced on 15 June 2026 by Frasers Group plc (Company No. 06035106) (**Frasers**) for all the fully paid ordinary shares in Accent that it and its associates do not already own.

ASIC AND ASX DISCLAIMER

A copy of this Target's Statement has been lodged with ASIC and released to ASX on 29 June 2026. Neither ASIC, ASX, nor any of their respective officers takes any responsibility for the content of this Target's Statement.

INVESTMENT DECISIONS

The information contained in this Target's Statement does not constitute personal or financial product advice. In preparing this Target's Statement, Accent has not taken into account the investment objectives, financial situation or particular needs of individual Accent Shareholders or any other person. It is important that you consider the information in this Target's Statement in light of your particular circumstances. This Target's Statement should not be relied on as the sole basis for any investment decision. You should seek advice from your financial, legal, tax or other professional adviser before deciding whether to accept or reject the Offer.

FOREIGN JURISDICTIONS

The release, publication or distribution of this Target's Statement may be restricted by law or regulation in some jurisdictions outside Australia. Accordingly, persons outside Australia who come into possession of this Target's Statement should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations. The Accent Group disclaims all liability to such persons.

Accent Shareholders who are resident outside of Australia, or who are nominees, trustees or custodians for beneficial holders resident outside Australia, are encouraged to seek independent advice as to how they should proceed (including specific taxation advice in relation to the Australian and overseas tax implications of accepting or rejecting the Offer).

This Target's Statement has been prepared in accordance with Australian law in effect as at the Last Practicable Date and the information contained in this Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with laws and regulations applicable in other jurisdictions.

FORWARD-LOOKING STATEMENTS

This Target's Statement contains forward-looking statements. Forward-looking statements are not based on historical facts but are based on current expectations of future results or events. These forward-looking statements are subject to risks, uncertainties and assumptions which could cause actual results or events to differ materially from the expectations described in such forward-looking statements. These risks and uncertainties include factors and risks specific to the industries in which the Accent Group operates, as well as general economic conditions, prevailing exchange rates, interest rates and conditions in the financial markets, that are outside the control of the Accent Group and its directors. Past performance of the Accent Group is not a guarantee of future performance.

The forward-looking statements are based on information available to the Accent Group at the Last Practicable Date. Whilst the Accent Group believes that the expectations reflected in the forward-looking statements in this document are reasonable, no assurance can be given that such expectations will prove to be correct. Matters not yet known to the Accent Group or not currently considered material by the Accent Group, may cause actual results or events to be materially different from those expressed, implied or projected in any forward-looking statements. Any forward-looking statement contained in this document is qualified by this cautionary statement.

None of the Accent Group, nor its officers or employees, nor any persons named in this Target's Statement, nor any persons involved in the preparation of this Target's Statement make any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, except to the extent required by law. The forward-looking statements in this Target's Statement only reflect the views held as at the date of this Target's Statement and subject to any obligations under law, the Accent Group does not give any undertaking to update or revise any forward-looking statements, whether written or verbal, whether as a result of new information, future events, or otherwise. You are cautioned not to place undue reliance on any forward-looking statement.

DISCLAIMER AS TO INFORMATION ON FRASERS

The information on Frasers contained in this Target's Statement, including information regarding Frasers' intentions in respect of the Offer, has been prepared by Accent using publicly available information (including information contained in the Bidder's Statement) and has not been independently verified by Accent. Accordingly, subject to the Corporations Act, the Accent Group does not make any representation or warranty (express or implied) as to the accuracy or completeness of such information.

For personal use only

DISCLAIMER AND NOTICES
continued

RISK FACTORS
Accent Shareholders should note that there are a number of risk factors attached to their investment in Accent and other risks which apply in the event the Offer is accepted. Section 8 of this Target's Statement sets out further information regarding those risks.

TAXATION CONSIDERATIONS
Section 9 of this Target's Statement provides a general summary of some Australian tax consequences for some Accent Shareholders of transferring their Accent Shares to Frasers under the Offer. The summary is based upon the Australian tax law and the ATO's publicly known administrative practices in effect as at the date of this Target's Statement.

This Target's Statement does not constitute tax advice and should not be relied upon as such. Given its general nature, it cannot address all possible tax consequences and cannot consider the circumstances of any or all Accent Shareholders.

Accent Shareholders should seek independent professional advice in relation to their own particular circumstances.

PRESENTATION OF FINANCIAL INFORMATION
Section 6.8 of this Target's Statement contains financial information relating to the Accent Group.

The financial information in section 6.8 of this Target's Statement is a summary only and has been prepared and extracted for the purposes of this Target's Statement only.

The information has been extracted from the audited financial reports of the Accent Group for the financial years ended 29 June 2025 and 30 June 2024 and the reviewed financial statements for the half year ended 28 December 2025.

PRIVACY COLLECTION STATEMENT
Accent has collected your information from its Register for the purpose of providing you with this Target's Statement. Such information may include the name, contact details and shareholdings of Accent Shareholders and the names of persons appointed to act as proxy, attorney or corporate representative of Accent Shareholders. The Corporations Act requires the name and address of shareholders to be held in a public register.

Personal information of the type described above may be disclosed on a confidential basis to Accent and its Related Bodies Corporate, Accent Shareholders and external service providers, and may be required to be disclosed to regulators, such as ASIC.

If you would like details of information about you held by Accent, please contact the Accent Shareholder Information Line as set out below.

EXTERNAL WEBSITES
Content on the website of the Accent Group does not form part of this Target's Statement. All references to websites in this Target's Statement are for information purposes only. Accordingly, Accent Shareholders should not rely on any such content in making their decision as to whether to accept or reject the Offer.

DIAGRAMS AND DATA IN CHARTS, GRAPHS AND TABLES
Diagrams appearing in this Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in charts, graphs and tables is based on information available at the Last Practicable Date.

EFFECT OF ROUNDING
Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Target's Statement may be subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this Target's Statement.

REFERENCES TO TIME
Unless otherwise specified, all references to time are to Melbourne time.

DEFINED TERMS
Capitalised terms used in this Target's Statement are defined in section 11.1 of this Target's Statement. The rules of interpretation that apply to this Target's Statement are also set out in section 11.2 of this Target's Statement.

FURTHER QUESTIONS
If you have any questions about the Offer, please contact the Accent Shareholder Information Line on 1300 121 025 (within Australia) or +61 3 9415 4126 (outside Australia) between 8:30am and 5:00pm (Melbourne time), Monday to Friday (excluding public holidays).

Please note that calls to this number may be recorded.

For personal use only

TABLE OF CONTENTS

Key Dates 2
1. Letter from the Chair 3
2. Details regarding the IBC's recommendation 5
3. Frequently asked questions 16
4. Your choices as an Accent Shareholder 24
5. About the Offer 26
6. Information relating to Accent 32
7. Information relating to Frasers 38
8. Risk factors 40
9. Taxation considerations 48
10. Additional information 51
11. Dictionary 56
12. Approval of this Target's Statement 60
Attachment A – ASX Announcements 61
Attachment B – Corporate Directory 62

KEY DATES

EVENT	DATE
Announcement of Offer by Frasers	**15 June 2026**
Bidder's Statement lodged with ASIC, released to ASX and served on Accent	**15 June 2026**
Commencement of Offer Period	**30 June 2026**
Last Practicable Date	**26 June 2026**
Date of this Target's Statement	**29 June 2026**
Close of the Offer (unless extended or withdrawn)	**30 July 2026**

Note: These dates may vary as permitted under the Corporations Act.

For personal use only

1. LETTER FROM THE CHAIR

Dear Shareholders

On 15 June 2026, Frasers Group plc (Company No. 06035106) (**Frasers**) announced an unsolicited, highly opportunistic, on-market takeover offer to acquire 100% of the fully paid ordinary shares (**Accent Shares**) in Accent Group Limited (ACN 108 096 251) (**Accent**) that it and its associates do not already own for $0.65 per Accent Share (**Offer**). Frasers' Bidder's Statement sets out the full terms of the Offer. The Bidder's Statement has already or will be sent to you shortly by Frasers and is otherwise available on ASX.

Following receipt of the Offer, the Accent Board established the Independent Board Committee (**IBC**), comprising all Accent Directors other than Mr David Forsey, to consider and respond to the Offer. Mr Forsey is Frasers' nominee on the Accent Board and an executive of Frasers and accordingly has an actual or potential conflict of interest in relation to the Offer.

Having carefully considered the Offer, with the benefit of advice from its financial and legal advisers, the IBC has concluded that the Offer is opportunistic and is materially inadequate. The IBC unanimously recommends that you **REJECT** the Offer.

The Offer is an on-market bid. To **REJECT** the Offer, you simply need to **TAKE NO ACTION** – do not sell your Accent Shares into the Offer. Each IBC Member who has a Relevant Interest in Accent Shares intends to **REJECT** the Offer in respect of all Accent Shares which they own or control.

This document (the **Target's Statement**) sets out the IBC's formal response to the Offer and the detailed reasons for our recommendation. I encourage you to read it in full.

REJECT THE OFFER

The key reasons why the IBC recommends that you **REJECT** the Offer are set out in detail in sections 2.2 and 2.3 of this Target's Statement, and are summarised below:

1. **The Offer represents no premium:** The Offer Price of A$0.65 is equal to the last closing price of Accent Shares before the Offer was announced and below the closing price of Accent Shares of A$0.71 on 26 June 2026, being the Last Practicable Date.
2. **The Offer Price is materially inadequate:** The Offer Price is materially inadequate and does not appropriately reflect Accent's strategic position, medium-term growth potential or the benefits expected from Accent's 2030 Strategic Growth Plan announced by Accent to ASX on 13 May 2026 (**2030 Strategic Growth Plan**), targeting at least $1.9 billion in sales, 9% EBIT margin and ~950 stores by 2030.
3. **Frasers is seeking control without paying a control premium:** Frasers' Bidder's Statement makes clear that its objectives include increasing its holding and securing additional Board representation and influence over Accent. In addition, Frasers states that it "does not expect to achieve more than 90% and in such a case is comfortable with a shareholding of less than 90% if it achieves representation on the Accent Board proportionate to its ownership and is able to effect the changes it considers necessary". In the IBC's view, the Offer is an attempt to move towards control of Accent without offering Accent Shareholders any premium for that control.
4. **The timing is highly opportunistic:** The Offer is opportunistically timed during a period of cyclical weakness in the discretionary consumer retail sector, as reflected in market-wide share price declines over the past 12 months. Importantly, the Offer Price does not factor in the upside benefits of the initiatives within the 2030 Strategic Growth Plan that are in the process of being implemented and are yet to be realised.
5. **The Offer Price is materially lower than prices Frasers has paid for Accent Shares:** Frasers is proposing that Accent Shareholders sell their Accent Shares at a price materially below prices at which Frasers has previously acquired Accent Shares, including the A$1.718 per share paid under the Subscription Agreement with Accent in May 2025 and the average price of over A$0.92 per share paid for on-market purchases in February 2026.
6. **Frasers is seeking to increase its exposure to and control of Accent's Sports Direct business and has a conflict of interest:** Sports Direct ANZ is a key strategic asset of Accent and a core driver of Accent's value opportunity. As the global operator of the Sports Direct brand and Accent's strategic partner, Frasers is uniquely positioned to understand the medium-term strategic value and earnings potential of the Australian business. In the IBC's opinion, Frasers is seeking to acquire this exposure from Accent Shareholders without paying an appropriate premium, and given it is also a commercial counterparty to Accent, its interests may not align with the interests of Accent Shareholders.

1. LETTER FROM THE CHAIR
continued

7. **Shareholders will lose exposure to any future price increases:** Given the Offer is an on-market bid, Accent Shareholders who sell their Accent Shares to Frasers will not be able to withdraw that sale and will not receive the benefit of any increase in the Offer Price or any superior proposal that may emerge.
8. **Frasers' interests may not be aligned with the interests of Accent Shareholders as a whole:** Frasers is both a substantial shareholder and a commercial counterparty through the Sports Direct arrangement. Accent Shareholders should consider the risk that Frasers may seek to influence matters where its interests as a commercial counterparty and shareholder are not aligned with the interests of Accent Shareholders as a whole.

Frasers' intentions in relation to Accent's future dividends

Frasers has stated in its Bidder's Statement that it is not supportive of any dividend payments being made by Accent for the foreseeable future (given Frasers' view of Accent's capital funding requirements and ongoing cash needs), and that the objective of the Offer is, in part, to reach at least 26% ownership, seek additional Board influence and use that to effect changes it considers necessary. The IBC also notes that Frasers itself has not declared or paid a dividend to its own shareholders in at least 15 years.

In contrast, Accent has paid over $500 million of fully-franked dividends to Accent Shareholders over the past 10 years. It is the Accent Board's current intention to continue to pay fully-franked dividends out of available cash flow, with a target full-year dividend payout ratio for future financial periods of 60–80% of net profit after tax excluding non-recurring items.[1]

Further detail on Frasers' stated intentions is set out in section 5.10 of this Target's Statement.

Response to Frasers' Assertions in the Bidder's Statement

The Bidder's Statement also contains a number of assertions by Frasers in relation to the Board and management of Accent, including in relation to capital management policies, governance, the ongoing relationship with Frasers and financial and operational performance of Accent, with which the IBC disagrees.

These are addressed in section 2.4 of this Target's Statement.

Accent's prospects

Your Board and management remain focused on executing Accent's strategy and delivering value for all Accent Shareholders. Accent is the largest retailer and distributor of performance and lifestyle footwear, apparel and accessories in Australia and New Zealand. With approximately 900 stores and a national distribution network, extensive and long-standing strategic brand partnerships with a proven ability to grow brands, and a highly experienced management team, Accent is a uniquely strategic retail platform positioned to drive growth and value over the medium term. We are confident in Accent's prospects, and we do not believe the Offer reflects them.

I encourage you to read this Target's Statement carefully, including the detailed reasons for the IBC's recommendation that you **REJECT** the Offer (see section 2) and the risks associated with the Offer and with remaining an Accent Shareholder (see section 8).

Should you need further assistance, or if you are in any doubt as to what you should do, please contact your financial, legal or other professional adviser, or call the Accent Shareholder Information Line on 1300 121 025 (within Australia) or +61 3 9415 4126 (outside Australia) between 8:30am and 5:00pm (Melbourne time), Monday to Friday (excluding public holidays).

Thank you for your ongoing support of, and investment in, Accent.

Yours faithfully



Lawrence Myers
Chairman

1 Any declaration or payment of dividends by Accent remains a decision of the Accent Board, which will be subject to the circumstances at the relevant time, including without limitation applicable legal, accounting and tax requirements and any other factors the Accent Board considers relevant.

For personal use only

For personal use only

2. DETAILS REGARDING THE IBC'S RECOMMENDATION

2

2.1 IBC'S RECOMMENDATION

Based on the information currently available, Accent's IBC Members unanimously recommend that Accent Shareholders **REJECT** the Offer.

In considering whether to **REJECT** the Offer, the IBC Members encourage you to read the whole of this Target's Statement and the Bidder's Statement, have regard to your individual risk profile, portfolio strategy, tax position and financial circumstances and obtain advice from your broker, financial, legal, taxation and/or other professional adviser in respect of the Offer.

The IBC's recommendation is given as at the date of this Target's Statement, and the IBC Members reserve the right to change their recommendation if circumstances change.

2.2 SUMMARY OF REASONS TO REJECT THE OFFER

The IBC has carefully considered the Offer to assess whether it is in the best interests of Accent Shareholders.

The IBC Members' reasons for recommending that Accent Shareholders **REJECT** the Offer are:

1	**The Offer represents no premium:** The Offer Price of A$0.65 is equal to the last closing price of Accent Shares before the Offer was announced and provides no premium to Accent Shareholders
2	**The Offer Price is materially inadequate:** The Offer Price is materially inadequate and does not appropriately reflect Accent's strategic position, medium-term growth potential or the benefits expected from the 2030 Strategic Growth Plan, targeting at least $1.9 billion in sales, 9% EBIT margin and ~950 stores by 2030
3	**Frasers is seeking control without paying a control premium:** Frasers' Bidder's Statement makes clear that it wants to increase its holding and secure greater Board representation and influence over Accent. In the IBC's view, the Offer is a means for Frasers to increase its Voting Power and influence over Accent without offering Accent Shareholders any premium for control
4	**The timing is highly opportunistic:** The Offer is opportunistically timed during a period of cyclical weakness in the discretionary consumer retail sector, as reflected in market-wide share price declines over the past 12 months. Importantly, the Offer Price does not factor in the upside benefits of the initiatives within Accent's 2030 Strategic Growth Plan that are in the process of being implemented and are yet to be realised
5	**The Offer Price is materially lower than prices Frasers has paid for Accent Shares:** Frasers is proposing that Accent Shareholders sell their Accent Shares at a price materially below prices at which Frasers has previously acquired Accent Shares, including the A$1.718 per share paid under the Subscription Agreement with Accent in May 2025 and the average price of over A$0.92 per share paid for on-market purchases in February 2026
6	**Frasers is seeking to increase its exposure to and control of Accent's Sports Direct business and has a conflict of interest:** As the global Sports Direct operator and Accent's partner, Frasers is seeking increased exposure to a key strategic asset without paying Accent Shareholders an appropriate premium
7	**Accent Shareholders will lose exposure to any future price increases:** Given the Offer is an on-market bid, Accent Shareholders who sell their Accent Shares to Frasers will not be able to withdraw that sale and will not receive the benefit of any increase in the Offer Price or any superior proposal that may emerge
8	**Frasers' interests may not be aligned with the interests of Accent Shareholders as a whole:** Frasers is both a substantial shareholder and a commercial counterparty through the Sports Direct arrangements. Accent Shareholders should consider the risk that Frasers may seek to influence matters where its interests as a commercial counterparty and shareholder are not aligned with the interests of Accent Shareholders as a whole.

Further information in relation to each of these reasons is set out below in section 2.3 of this Target's Statement.

For personal use only

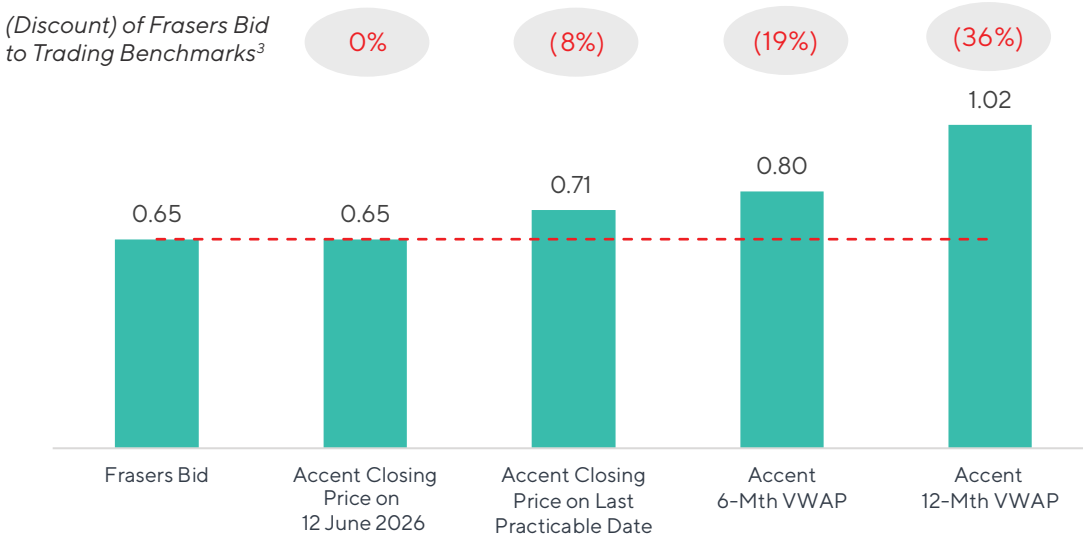
2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

2.3 FURTHER INFORMATION ON REASONS TO REJECT THE OFFER

The IBC's reasons for recommending that Accent Shareholders **REJECT** the Offer are set out in further detail below.

1. The Offer represents no premium

- The Offer Price of $0.65 per Accent Share is equal to the closing price of Accent Shares on 12 June 2026, being the last Trading Day before Frasers announced the Offer, and accordingly represents no premium to that price.
- The Offer Price is also below the closing price of Accent Shares of $0.71 on the Last Practicable Date, meaning Accent Shareholders could realise more than the Offer Price by selling on-market.
- Further, the Offer Price represents a material discount to the 12-month and 6-month volume weighted average price (**VWAP**)[2] of Accent Shares on ASX up to and including the last Trading Day prior to the Announcement Date.
- Control of a company is valuable, and a bidder seeking to acquire or consolidate control of a company would be expected to pay a premium for that control. The Offer offers Accent Shareholders no such premium.



2. The Offer Price is materially inadequate

- The IBC considers that the Offer Price is materially inadequate and does not appropriately reflect Accent's strategic position or its medium-term growth potential.
  - Accent is the largest retailer and distributor of performance and lifestyle footwear, apparel and accessories in Australia and New Zealand. With a network of approximately 900 stores and a national distribution network, extensive and long-standing strategic brand partnerships with a proven ability to grow brands, and an expanding and resilient portfolio, Accent has significant strategic value and is a platform from which to drive growth and value over the medium term.
  - In particular, the Offer Price does not reflect the benefits expected from the initiatives set out in the 2030 Strategic Growth Plan, which targets at least $1.9 billion in sales, an EBIT margin of approximately 9% and a network of approximately 950 stores by FY2030.

2 Historical VWAP data sourced from IRESS as at the Last Practicable Date for the relevant period up to and including the last Trading Day prior to the Announcement Date. Closing trading price data sourced from S&P Capital IQ. Trading data sourced without consent under *ASIC Corporations (Consents to Statements) Instrument 2026/89*.

3 Historical VWAP data sourced from IRESS as at the Last Practicable Date for the relevant period up to and including the last Trading Day prior to the Announcement Date. Closing trading price data sourced from S&P Capital IQ as at the Last Practicable Date.

For personal use only

2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

- The 2030 Strategic Growth Plan is built around three strategic pillars - efficiency, evolution and expansion and leverages the Accent Group's scaled retail platform and leading brand portfolio. Highlights of the 2030 Strategic Growth Plan include:

- **Efficiency – operating efficiencies and portfolio optimisation**
  - ~$40 million of gross cost savings identified through to FY28 and a reduction in cost of doing business of 90–150bps
  - ~$16 million of FY27 EBIT uplift from closing loss-making businesses (Glue Store and Ozsale)
  - At least $7 million of EBIT uplift by FY30 from store portfolio optimisation, with 102 stores under review at lease renewal and up to 20 new stores targeted per annum

- **Evolution – evolving brands and refreshing banners**
  - The Athlete's Foot franchisee reacquisitions, expected to add meaningful incremental EBIT at an attractive return on investment
  - Continued evolution of core lifestyle brands through expanded product categories, new store concepts and digital growth, alongside continued growth in distributed brands including Hoka and Lacoste

- **Expansion – developing and scaling new brands**
  - Roll-out of Sports Direct across ANZ in line with the Retail Agreement
  - Scaling of vertical-owned brands such as Nude Lucy, plus continued growth from ODE and Alpha
  - Further new store openings across core and growth brands including Skechers, Hoka, Lacoste, Nude Lucy and ODE

- Together, these initiatives underpin the targets in the 2030 Strategic Growth Plan of at least $1.9 billion in sales, an EBIT margin of 9% or more and approximately 950 stores. In the IBC's view, the Offer Price does not appropriately reflect the potential benefits of this growth.

3. Frasers is seeking control without paying a control premium

- Frasers' Bidder's Statement makes clear that its objectives include increasing its shareholding in Accent and securing additional Board representation and influence over Accent.
- Frasers states that its immediate objective is to increase its Voting Power to at least 26%. Under the Subscription Agreement, once Frasers holds a Relevant Interest in at least 26% of Accent Shares it is entitled to request the appointment of an additional nominee director to the Accent Board. Frasers states that *"the objective of the Offer is therefore to at least reach this ownership level, seek the additional board influence and effect the necessary changes"*.
- Frasers also states that it does not expect to achieve more than 90% acceptance, and that in such a case it is comfortable with a shareholding of less than 90% if it achieves representation on the Accent Board proportionate to its ownership and is able to effect the changes it considers necessary.
- In the IBC's view, this confirms that the Offer is an attempt to move towards control of Accent – including increased Board representation and influence over strategy – without offering Accent Shareholders any premium for that control.
- By **REJECTING** the Offer and retaining Your Accent Shares, you:
  - do not contribute to any increase in Frasers' Voting Power under the Offer;
  - do not facilitate any increase in Frasers' control and influence without it paying an appropriate premium for that control; and
  - you retain your full economic interest in Accent and its future value.

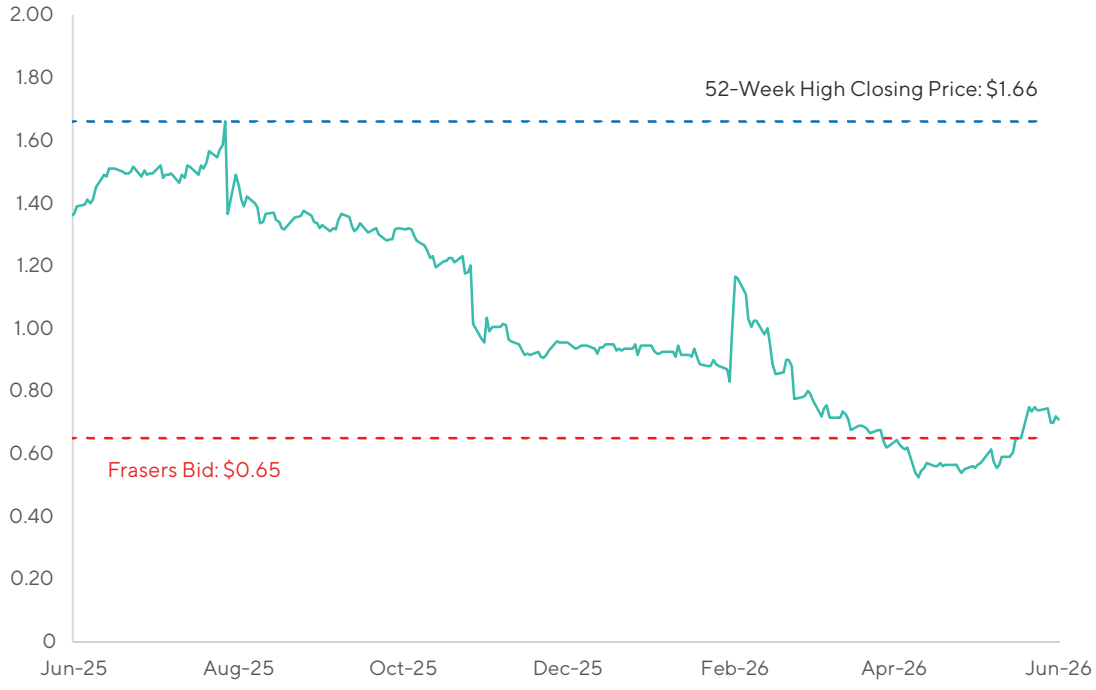
2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

4. The timing is highly opportunistic

- The IBC considers that the Offer has been timed opportunistically to take advantage of a period of cyclical weakness in the discretionary consumer retail sector, during which the prices of Accent Shares and many of its discretionary retail peers have declined.
- Challenging retail conditions are set against a backdrop of materially weaker consumer sentiment, with the Westpac–Melbourne Institute Consumer Sentiment Index (CSI) declining to 80.6 in June 2026, down approximately 13% since January 2026 and 22% since November 2025. The only previous occasions in the past 20 years on which the CSI fell to comparable levels were the 2008 Global Financial Crisis, the Covid-19 Pandemic, and the 2022-24 post-Covid inflation and rate-hiking cycle.
- These are external, market-wide factors that do not diminish the underlying quality of Accent's business or its long-term value. Over the 12 months prior to the announcement of the Offer, Accent Shares closed as high as A$1.66 – significantly above the Offer Price.
- Importantly, the Offer Price does not factor in the upside benefits of the initiatives within the 2030 Strategic Growth Plan, which are in the process of being implemented and the value of which is yet to be realised.
- In the IBC's view, by making the Offer now, Frasers is seeking to acquire Accent Shares before the market fully recognises the value of these initiatives and before any cyclical recovery in the discretionary retail sector.

Accent's Share Price Performance – Last 12 Months[4]

A$ per share



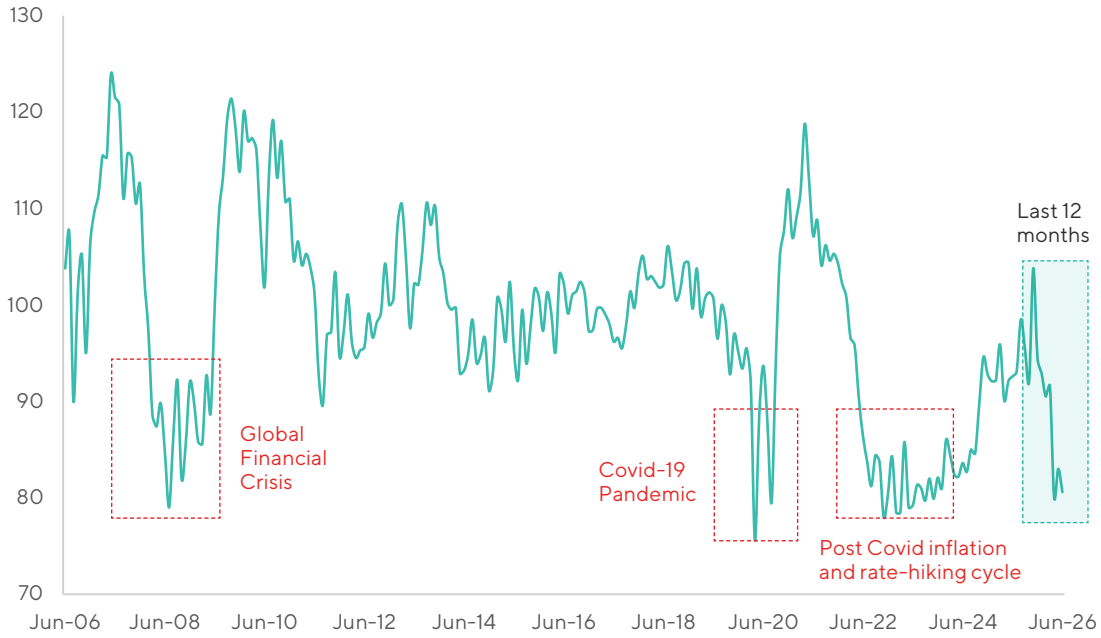
4 Source: S&P Capital IQ, market data as at the Last Practicable Date.

For personal use only

For personal use only

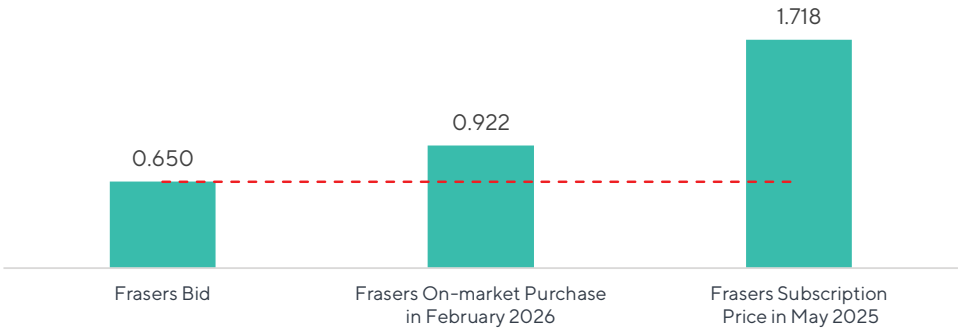
2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

Westpac-Melbourne Institute Australian Consumer Sentiment Index[5]



5. The Offer Price is materially lower than prices Frasers has paid for Accent Shares

- Frasers is asking Accent Shareholders to sell their Accent Shares at a price materially below the prices Frasers itself has paid to acquire Accent Shares, including:
  - $1.718 per share paid under the Subscription Agreement with Accent in May 2025[6]; and
  - an average of more than $0.92 per share for on-market purchases in February 2026.[7]
- The Offer Price of $0.65 represents a discount of approximately 62% to the May 2025 subscription price paid by Frasers under the Subscription Agreement and approximately 29% to the average February 2026 on-market purchase prices paid by Frasers.



5 Source: Historical data sourced from Westpac-Melbourne Institute Consumer Sentiment Index for the period of June 2006 to June 2026. Sourced without consent under *ASIC Corporations (Consents to Statements) Instrument 2026/89*. Indicative dates for key global events added by Accent.

6 Price at which Frasers subscribed for Accent Shares under the Subscription Agreement sourced from Accent's announcement to ASX on 13 May 2025.

7 Frasers' on-market purchases sourced from substantial shareholder notice provided to Accent on 4 February 2026.

2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

6. Frasers is seeking to increase its exposure to and control of Accent's Sports Direct business and has a conflict of interest

- Sports Direct ANZ is a key strategic asset of Accent and a core driver of Accent's future value, including under the 2030 Strategic Growth Plan.
- As the global operator of the Sports Direct brand and Accent's strategic partner, Frasers is uniquely positioned to understand the medium-term strategic value and earnings potential of the Sports Direct business in Australia and New Zealand.
- Frasers has been closely involved in the Sports Direct roll-out since its inception and, under the Retail Agreement, has ongoing rights to receive information from Accent regarding Sports Direct sales and the progress of the store roll-out.
- In the IBC's opinion, the Offer is an attempt by Frasers to acquire increased exposure to this strategic asset from Accent Shareholders without paying an appropriate premium for it.

7. Accent Shareholders will lose exposure to any future price increases

- The Offer is an on-market bid. Accent Shareholders who sell their Accent Shares into the Offer will cease to hold those shares and cannot withdraw or reverse that sale.
- As a result, those Accent Shareholders will not participate in any future upside from Accent's standalone strategy, including the 2030 Strategic Growth Plan, and will forgo future dividends and other rights attaching to their Accent Shares.
- They will also forgo the benefit of any increase in the Offer Price, and any superior proposal that may emerge during the Offer Period, although the IBC can give no assurance that any such increase or proposal will eventuate.

8. Frasers' interests may not be aligned with the interests of Accent Shareholders as a whole

- Frasers is not only a substantial shareholder of Accent, with a Relevant Interest of approximately 22.9%, but is also a commercial counterparty of Accent. Accent operates the Sports Direct business in Australia and New Zealand under the Retail Agreement entered into with Frasers, and Frasers supplies a range of its owned brands to Accent.
- Frasers therefore has interests – in its capacity as commercial counterparty, and as the global operator and owner of the Sports Direct brand – that are separate from, and may not always align with, the interests of Accent Shareholders as a whole.
- If Frasers increases its Voting Power and influence over Accent, the IBC considers there is a risk that Frasers may seek to influence matters in a way that reflects those separate interests.

For personal use only

For personal use only

2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

2.4 RESPONSE TO BIDDER'S ASSERTIONS

In section 2.3 of the Target's Statement, the IBC details the key reasons it unanimously recommends that you **REJECT** the Offer.

Frasers, in its Bidder's Statement, made a number of assertions in relation to the Board and management of Accent, including in relation to capital management policies, governance, the ongoing relationship with Frasers and financial and operational performance of Accent, with which the IBC disagrees.

The IBC provides its responses below:

No.	Bidder's assertion	IBC's response
1	**Accent's ability to declare dividends may be limited, potentially to nil** **Assertion:** *Frasers states in its Bidder's Statement that "Accent's ability to declare dividends will be further negatively impacted, and potentially to such an extent that dividends may not be payable at all".*	This is speculation. Accent has paid more than $500 million in fully franked dividends over the past 10 years and declared an interim dividend at its H1 FY26 result. It is the Accent Board's current intention to continue to pay fully-franked dividends out of available cash flow, with a target full-year dividend payout ratio for future financial periods of 60–80% of net profit after tax excluding non-recurring items. Any declaration or payment of dividends by Accent remains a decision of the Accent Board, which will be subject to the circumstances at the relevant time, including without limitation applicable legal, accounting and tax requirements and any other factors the Accent Board considers relevant. In any event, there is an inconsistency in Frasers' position. While Frasers raises the prospect that Accent's dividends may reduce as a concern for Accent Shareholders, Frasers has stated in its Bidder's Statement that, if it acquires the influence it is seeking, it "is not supportive of any dividend payments being made for the foreseeable future" (given Frasers' view of Accent's capital funding requirements and ongoing cash needs).
2	**Accent has not used all reasonable commercial endeavours to launch and operate the Sports Direct business in accordance with the initial roll-out plan** **Assertion:** *Frasers states in its Bidder's Statement that "based on Accent's own disclosures, Accent has not used all reasonable commercial endeavours to launch and operate the Sports Direct business in accordance with the initial roll-out plan".*	Accent rejects any allegation that it has not complied with its obligations in relation to the Sports Direct roll-out. Frasers has been directly involved in the Sports Direct roll-out from the outset, including through the store approval rights that Frasers has under the Retail Agreement and a Property Steering Group process, and has received information regarding proposed sites, timing, leasing constraints, commercial terms, site approval status and the roll-out pipeline. At no time before lodging its Bidder's Statement did Frasers raise with Accent any allegation that Accent had failed to use all reasonable commercial endeavours in relation to the roll-out.

For personal use only

2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

No.	Bidder's assertion	IBC's response
3	**The $1.9bn FY2030 sales target is not achievable** **Assertion:** *Frasers states in its Bidder's Statement that "The $1.9 billion+ total sales target implies a FY25-FY30 revenue compound annual growth rate of approximately 5%, compared to Accent's own disclosed like-for-like trajectory of 0.7% in FY25, 0.9% in H1 FY26, and negative 1.0% in the first 18 weeks of H2 FY26".*	Frasers compares a total-sales growth target against like-for-like (comparable-store) sales growth. These are different measures. Accent's total sales growth is driven not only by like-for-like sales but by new store openings, The Athlete's Foot franchise reacquisitions, the roll-out of Sports Direct and continued growth from HOKA, Lacoste and scaling the Group's vertical brands (Nude Lucy and ODE) – none of which are captured in a like-for-like metric.
4	**The Chair, Mr Myers, has failed to provide the leadership necessary to steer Accent** **Assertion:** *Frasers states in its Bidder's Statement that "Frasers believes that Mr Myers has failed to provide the leadership necessary to steer Accent effectively through its recent period of poor financial performance and should step down".*	The IBC strongly rejects this assertion. Mr Myers has served as Chair of Accent since November 2025. The recent period of subdued trading has occurred during a period of cyclical weakness in the discretionary consumer retail sector, and does not reflect a failure of leadership. During Mr Myers' tenure as Chair, management under the guidance of the Board has acted decisively to position Accent for growth, including by announcing the 2030 Strategic Growth Plan on 13 May 2026 and a comprehensive cost-out and efficiency program ($40 million of identified gross savings). These initiatives have only recently been launched, and their benefits will take time to be reflected in Accent's financial performance. The IBC believes that the proposed removal of the independent chair, at the same time as Frasers seeks to increase its Voting Power and influence over Accent without paying a premium for control is consistent with Frasers' objective of obtaining greater influence over Accent, rather than with any deficiency in Mr Myers' leadership.
5	**Frasers tried to engage constructively with the Accent Board and received no meaningful response** **Assertion:** *Frasers states in its Bidder's Statement that "Frasers has made repeated attempts to engage constructively with Mr Myers and the Accent Board... and has received no meaningful response".*	Frasers has made a limited number of requests and suggestions to Accent in its capacity as a shareholder, including that Accent cease paying dividends and consider a material acquisition opportunity identified by Frasers, together with concerns Frasers raised regarding its own ability to increase its Voting Power given changes that Accent proposed to make to certain Accent Performance Rights (which did not end up occurring). Those matters were considered by the Board. The Board's role is to act in the best interests of Accent Shareholders as a whole, not in the interests of Frasers as a single shareholder.

2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

No.	Bidder's assertion	IBC's response
6	**Accent's used bank loans increased $32 million year-on-year to 28 December 2025** **Assertion:** *Frasers states in its Bidder's Statement that Accent "drew $80 million of net borrowings, ending H1 FY26 with used bank loans of $172 million, an increase of $32 million year-on-year".*	While Accent's used bank loans increased year-on-year, this does not take into account that Accent's cash balance also increased over this period. Accent's reported net debt as at 28 December 2025 was $114.6 million, compared to $115.9 million as at 29 December 2024, a decrease of $1.3 million year-on-year.
7	**There is significant work to be done over the next five years or more to turn Accent's business around, including generating sufficient capital to fund the level of investment that will be required to successfully open the agreed number of Sports Direct stores and additional capital, to turn its business around** **Assertion:** *Frasers states in its Bidder's Statement that "Frasers believes there is significant work to be done over the next five years or more to turn Accent's business around, including generating sufficient capital to fund the level of investment that will be required to successfully open the agreed number of Sports Direct stores".*	Frasers did not disclose any assumptions, methodology or analysis supporting these assertions, including the 'five years or more' timeframe, the level of investment it says is required, or its claim that Accent will need to generate additional capital to fund the roll-out. Accent has stated it has sufficient capital and projected future cash flows to fund its 2030 Strategic Growth Plan. As announced by Accent to ASX on 25 February 2026, Accent successfully completed a debt refinancing increasing its debt facility by $102 million to $372 million, on improved terms including a lower margin and an extension of tenure to December 2028.

For personal use only

For personal use only

2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

No.	Bidder's assertion	IBC's response
8	**There is a risk of a goodwill write-down and any impairment would contribute to the financial deterioration in the business and undermine shareholder value** **Assertion:** *Frasers states in its Bidder's Statement that "Based on Accent's interim results and in an environment of declining earnings and rising interest rates, Frasers considers there is a risk of a [goodwill] write-down" and that "a goodwill impairment, if it occurs, would be expected to significantly reduce Accent's reported net assets and earnings, and, in Frasers' view, would compound the financial deterioration already evident in the business and further undermine shareholder value."*	The IBC notes that, at a share price of $0.71 per Accent Share, as at the Last Practicable Date, Accent's market capitalisation is below the carrying value of its net assets as at 28 December 2025 and that the macroeconomic retail environment and trading conditions remain challenging. Therefore, there is a real and heightened risk that Accent may be required to recognise a goodwill impairment in the future (including potentially in the near term, as part of Accent's upcoming FY26 year-end financial reporting and audit processes). The amount of any such impairment, if recognised, could be material. While Accent has determined that no impairment is required as at the date of this Target's Statement based on the value-in-use methodology and on its current assessment of expected performance, trading outlook, current market and economic conditions and other relevant valuation inputs, goodwill will be formally re-tested for impairment as part of Accent's FY26 year-end financial reporting and audit processes (as well as in subsequent reporting periods), and the outcome of that assessment (and each subsequent assessment) will depend on matters including trading conditions, growth prospects, interest rate environment and other valuation inputs at the relevant time. Any such impairment could materially reduce Accent's reported net assets and reported earnings for the relevant period. However, should any impairment be recognised in the future, the IBC notes it would be a non-cash item only and would not, of itself, affect Accent's cash flows, its ability to pay dividends, or its day-to-day operations. Refer to section 8.4(g) of this Target's Statement for more information regarding this risk.
9	**You face ongoing risks of equity dilution or increased debt if you continue to hold** **Assertion:** *Frasers states in the Bidder's Statement that "going forward Accent may require additional funding, including through increased borrowings or equity raisings", and that if funds are raised by an issue of shares or other securities "Accent Shareholders may have their shareholding in Accent diluted to the extent they do not participate in the fundraising".*	Accent has stated it has sufficient capital and projected future cash flows to fund its 2030 Strategic Growth Plan. The IBC believes that an unsubstantiated suggestion of possible future funding needs is not a reason to accept a nil-premium offer for your Accent Shares.

2. DETAILS REGARDING THE IBC'S RECOMMENDATION
continued

No.	Bidder's assertion	IBC's response
10	**The share price may fall if the Offer is unsuccessful and no competing bid will emerge** **Assertion:** *Frasers states in its Bidder's Statement that "While there are many factors that will influence the trading price of Accent Shares, if the Offer is unsuccessful and there is no other offer made for Your Accent Shares, the trading price of Accent Shares may fall and trade at levels lower than the prices immediately prior to the announcement of the Offer", and that "Frasers believes that the likelihood of another bidder emerging with a superior proposal is low given Frasers' holding of approximately 22.90% of the Accent Shares on issue".*	Since the Announcement Date, Accent Shares have traded above the Offer Price. The IBC acknowledges that Accent Shares may trade below the Offer Price after the Offer closes or is withdrawn. However, this is not, in the IBC's view, a reason to accept a nil-premium offer which the IBC considers materially inadequate.

2.5 DIRECTOR WHO IS NOT MAKING A RECOMMENDATION

Mr David Forsey is a director of Accent and is not a member of the IBC.

Mr Forsey is Frasers' nominee director on the Accent Board and is an executive of Frasers. As a result of his relationship with Frasers, Mr Forsey has an actual or potential conflict of interest in relation to the Offer.

Following receipt of the Offer, the Accent Board established the IBC, comprising all Accent Directors other than Mr Forsey, and implemented IBC protocols for the IBC to consider, evaluate and respond to the Offer. Mr Forsey did not participate in the IBC's consideration of the Offer, did not attend IBC meetings relating to the Offer and was not provided with IBC materials or sensitive information concerning the IBC's response strategy, the IBC's deliberations or the IBC's recommendation in relation to the Offer.

As part of Accent's verification process for this Target's Statement, Mr Forsey was provided with a redacted near-final draft of this Target's Statement for the purpose of factual verification and identifying any material information known to him as a director of Accent which is required to be included in this Target's Statement under section 638 of the Corporations Act. The redacted draft excluded sensitive information concerning the IBC's assessment of, and response to, the Offer and the IBC's deliberations.

Mr Forsey did not vote on the resolution approving this Target's Statement and makes no recommendation as to whether Accent Shareholders should accept the Offer because he is Frasers' nominee on the Accent Board.

For personal use only

For personal use only

3. FREQUENTLY ASKED QUESTIONS

3

This section answers some frequently asked questions about the Offer. It is not intended to address all relevant issues for Accent Shareholders. This section should be read together with all other parts of this Target's Statement.

No.	Question	Answer	Reference
What is this about?			
1	**What is this Target's Statement?**	This Target's Statement is Accent's formal response to the Offer made by Frasers, including the unanimous recommendation of the IBC to **REJECT** the Offer. This Target's Statement is an important document. Should you have any doubt about how to deal with this document, you should consult your financial, legal, tax or other professional adviser.	N/A
2	**What is the Bidder's Statement?**	The Bidder's Statement is the document dated 15 June 2026 prepared by Frasers setting out the terms of the Offer, a copy of which was lodged with ASIC and released to ASX on 15 June 2026. You should have received, or will receive, a copy of the Bidder's Statement from Frasers.	N/A
3	**What is the Offer?**	Frasers is making an Offer to acquire all of Your Accent Shares by way of an on-market takeover bid for the Offer Price per Accent Share. Refer to section 9 of the Bidder's Statement for further terms of the Offer.	Section 5 of this Target's Statement. Section 9 of the Bidder's Statement
4	**What is the Offer Price?**	The Offer Price is $0.65 per Accent Share.	Section 5.1 of this Target's Statement
5	**Who is making the Offer?**	The Offer is made by Frasers, a substantial shareholder of Accent as at the Last Practicable Date. Information in relation to Frasers is set out in section 7 of this Target's Statement and section 3 of the Bidder's Statement.	Section 7 of this Target's Statement Section 3 of the Bidder's Statement
6	**Is the Offer 'hostile'?**	Yes. Takeover bids like the Offer are often labelled 'hostile' because the Bidder (in this case Frasers) is making an offer to the target's shareholders (in this case, Accent Shareholders) without the endorsement or support of the non-conflicted directors of the Target, being the IBC Members. The Offer, as announced by Frasers on 15 June 2026, was unsolicited and made without any prior notice to or consultation with Accent.	N/A
7	**What is the Independent Board Committee of Accent ('IBC')?**	The IBC was established to consider and respond to the Offer, comprising all Accent directors other than Mr David Forsey. Mr David Forsey is Frasers' nominee on the Accent Board and an executive of Frasers and, accordingly, is not a member of the IBC and is not making a recommendation in relation to the Offer.	Sections 1 and 2.5 of this Target's Statement.

For personal use only

3. FREQUENTLY ASKED QUESTIONS
continued

No.	Question	Answer	Reference
What should I do?			
8	**What does the IBC recommend?**	The IBC has carefully considered the Offer to assess whether it is in the best interests of Accent Shareholders as a whole. The IBC Members unanimously recommend that Accent Shareholders **REJECT** the Offer by **TAKING NO ACTION**. See section 2 of this Target's Statement for more details, including the IBC Members' reasons for this recommendation. The IBC's recommendation is given as at the date of this Target's Statement, and the IBC Members reserve the right to change their recommendation if circumstances change.	Section 2 of this Target's Statement
9	**What choices do I have as an Accent Shareholder?**	As an Accent Shareholder, you have the choice to: (a) reject the Offer by doing nothing (this is the unanimous recommendation of the IBC); (b) seek to sell some or all of Your Accent Shares on-market otherwise than by selling into the Offer, subject to there being a buyer for Your Accent Shares at the price at which you are willing to sell; or (c) sell some or all of Your Accent Shares into the Offer. Because the Offer is an on-market takeover bid, Frasers' broker will stand in the market to acquire Accent Shares at the Offer Price during the Offer Period. This means that, depending on how your sell order is placed and executed, a sale of Your Accent Shares on-market at the Offer Price may result in those shares being acquired by Frasers under the Offer. If Your Accent Shares are sold to Frasers under the Offer, that sale will constitute acceptance of the Offer in respect of those shares. There are several implications in relation to each of the above choices. A summary of these implications is set out in section 4 of this Target's Statement. You should carefully consider the IBC Members' unanimous recommendation to **REJECT** the Offer. You should also seek independent financial, legal, taxation and other professional advice from your professional advisers in relation to the Offer.	Section 4 of this Target's Statement

For personal use only

3. FREQUENTLY ASKED QUESTIONS
continued

No.	Question	Answer	Reference
10	**Why should I REJECT the Offer?**	The IBC Members unanimously recommend that you **REJECT** the Offer because: (a) the Offer represents no premium; (b) the Offer Price is materially inadequate; (c) Frasers is seeking control without paying a control premium; (d) the timing is highly opportunistic; (e) the Offer Price is materially lower than prices Frasers has paid for Accent Shares; (f) Frasers is seeking to increase its exposure to and control of Accent's Sports Direct business and has a conflict of interest; (g) Accent Shareholders will lose exposure to any future price increases; and (h) Frasers' interests may not be aligned with the interests of Accent Shareholders as a whole. Further detail regarding each of these reasons is provided in section 2.3 above.	Sections 2.2 and 2.3 of this Target's Statement
11	**How do I REJECT the Offer?**	To **REJECT** the Offer, simply **DO NOTHING** and **TAKE NO ACTION** in relation to any documents sent to you by Frasers.	Sections 4.1 and 5.3 of this Target's Statement
12	**What are the risks of rejecting the Offer?**	If you reject the Offer and do not otherwise dispose of Your Accent Shares, you will remain an Accent Shareholder and you will not receive the Offer Price. If you wish to remain an Accent Shareholder, you should be aware that: (a) the Accent Share price may fall; (b) Frasers may increase its Relevant Interest and Voting Power in Accent; (c) you may become a minority shareholder in a company controlled or influenced by Frasers; (d) liquidity in Accent Shares may reduce; (e) Frasers may seek delisting in certain circumstances; and (f) your Accent Shares may be compulsorily acquired if Frasers and its Associates acquire Relevant Interests in at least 90% of Accent Shares. These risks should be considered together with the risks associated with accepting the Offer and the risks associated with remaining an Accent Shareholder, which are described in section 8 of this Target's Statement. The IBC has considered these risks and nevertheless unanimously recommends that Accent Shareholders **REJECT** the Offer by **TAKING NO ACTION**.	Sections 5.10, 8.3 and 8.4 of this Target's Statement See Section 7 of the Bidder's Statement for Frasers' intentions

For personal use only

3. FREQUENTLY ASKED QUESTIONS
continued

No.	Question	Answer	Reference
13	**How do I accept the Offer?**	If you wish to accept the Offer, you should follow the instructions set out in section 9.3 of the Bidder's Statement. You should be aware that the IBC Members unanimously recommend that you **REJECT** the Offer. Before accepting the Offer, you should consider the risks associated with accepting the Offer set out in section 8.2 of this Target's Statement. You should also note that brokerage, fees or other charges may be payable by you upon acceptance of the Offer.	Sections 5.4 and 8.2 of this Target's Statement Section 9.3 of the Bidder's Statement
14	**Can I be forced to sell my Accent Shares?**	You cannot be forced to sell Your Accent Shares unless and until Frasers and its Associates acquire a Relevant Interest in at least 90% of Accent Shares (under the Offer or otherwise) and proceed to compulsory acquisition under Chapter 6A of the Corporations Act. In this event, you will receive the same consideration from Frasers that is provided under the Offer at the time.	Sections 5.11 and 8.4 of this Target's Statement
15	**Can I seek to sell my Accent Shares on-market?**	Yes. You may seek to sell Your Accent Shares on ASX through your broker at any time, including otherwise than by selling into the Offer, subject to there being a buyer for Your Accent Shares at the price at which you are willing to sell. However, as the Offer is an on-market bid, selling Your Accent Shares on ASX at the Offer Price may result in those shares being acquired by Frasers, including through Frasers' broker, Barrenjoey Markets Pty Limited. If Your Accent Shares are sold to Frasers during the Offer Period, that sale will constitute acceptance of the Offer in respect of those shares. If you sell Your Accent Shares on-market, whether to Frasers or another buyer, you will no longer hold those shares and will not receive the benefit of any later increase in the Offer Price, any superior proposal that may emerge, any future dividends or any future upside in Accent in respect of those shares. You may also incur brokerage or other transaction costs. Frasers has appointed Barrenjoey Markets Pty Limited to stand in the market on behalf of Frasers to acquire Accent Shares prior to the commencement of the formal Offer Period. During the Offer Period, Frasers' on-market bid will also operate through acquisitions on ASX.	Sections 4.2, 5.2 and 5.4 of this Target's Statement Section 9 of the Bidder's Statement
16	**What happens if I do nothing and the Offer closes?**	If you do nothing and the Offer closes without Frasers becoming entitled to compulsory acquisition, you will remain an Accent Shareholder. You will continue to hold Your Accent Shares and remain exposed to the risks and potential benefits of an investment in Accent, including the risks described in sections 8.3 and 8.4 of this Target's Statement.	Sections 8.3 and 8.4 of this Target's Statement

For personal use only

3. FREQUENTLY ASKED QUESTIONS
continued

No.	Question	Answer	Reference
Offer information			
17	**Are there conditions to the Offer?**	No. The Offer is unconditional.	Section 5.1 of this Target's Statement Section 9.1 of the Bidder's Statement
18	**What are the consequences of accepting the Offer now?**	If you accept the Offer, you will sell Your Accent Shares to Frasers on-market at the Offer Price. Once that sale has occurred: (a) you will be making an on-market sale of those Accent Shares to Frasers; (b) once the sale settles, you will cease to hold those Accent Shares; (c) you will not be able to withdraw, reconsider or reverse your sale; (d) you will not receive the benefit of any later increase in the Offer Price for those Accent Shares; (e) you will not be able to participate in any superior proposal that may emerge for those Accent Shares; (f) you will lose any future exposure to Accent's strategy, including the potential benefits expected from the 2030 Strategic Growth Plan; and (g) you may be liable for brokerage, fees or other charges imposed by your broker. The IBC unanimously recommends that you **REJECT** the Offer by **TAKING NO ACTION**.	Sections 4.3, 5.2 and 8.2 of this Target's Statement
19	**Can I withdraw my acceptance of the Offer?**	No. Once you sell Your Accent Shares into the Offer, you will have made an on-market sale and you will not be able to withdraw, reconsider or reverse that sale.	Sections 4.3, 5.2 and 5.13 of this Target's Statement Sections 1 and 9 of the Bidder's Statement
20	**When does the Offer close?**	The Offer is currently scheduled to close at 4:00pm (Sydney time) on 30 July 2026, but the Offer Period can be extended (to a date no later than 12 months after the start of the Offer Period) in certain circumstances.	Section 5.5 of this Target's Statement
21	**Can Frasers withdraw its Offer?**	Frasers may withdraw unaccepted offers only with ASIC consent or in the limited circumstances permitted for market bids under Part 6.7 of the Corporations Act.	Section 5.5 of this Target's Statement Section 9.6 of the Bidder's Statement

For personal use only

3. FREQUENTLY ASKED QUESTIONS
continued

No.	Question	Answer	Reference
22	**When will I be paid the Offer Price?**	The Offer is an unconditional on-market offer. If you sell Your Accent Shares into the Offer you will be paid cash two Trading Days after your acceptance.	Section 5.14 of this Target's Statement Section 9.4 of the Bidder's Statement
23	**What happens if I accept the Offer now and the Offer Price increases?**	You will not be entitled to any increased Offer Price if you have sold Your Accent Shares on-market. Conversely, if you have accepted the Offer, you will not be able to participate in any superior proposal or alternative proposal in respect of those Accent Shares.	Sections 5.2, 5.6 and 8.2 of this Target's Statement Section 1 of the Bidder's Statement
24	**Can I accept the Offer for only part of my shareholding?**	Yes, you may accept this Offer by selling Your Accent Shares to Frasers on-market by offering to sell some or all of Your Accent Shares on ASX or Cboe Australia at the Offer Price during the Offer Period.	Section 9.3 of the Bidder's Statement
25	**Does Frasers already have an interest in Accent Shares?**	As at the Last Practicable Date, Frasers has a disclosed Relevant Interest in 137,671,519 Accent Shares, representing 22.9% of the Accent Shares on issue.	Sections 6.7 and 7.2 of this Target's Statement
26	**How is Frasers funding the Offer?**	Frasers states in section 6.2 of the Bidder's Statement that it will fund the cash consideration payable under the Offer from its existing cash resources, including access to borrowings under a combined term loan and revolving credit facility entered into in July 2025, as subsequently amended, with a syndicate of banks. Frasers states that this facility provides access to borrowings for general purposes, including the Offer, of up to £3.3 billion, approximately A$6.29 billion, over three years.[8]	Section 5.10 of this Target's Statement Section 6.2 of the Bidder's Statement
27	**Will I receive future dividends if I reject the Offer?**	If you retain Your Accent Shares, you will remain entitled to any dividends declared by Accent in respect of those shares. Accent has paid over $500 million of fully franked dividends to Accent Shareholders over the past 10 years. In contrast to Frasers' stated position that it is not supportive of any dividend payments being made by Accent for the foreseeable future (given Frasers' view of Accent's capital funding requirements and ongoing cash needs). It is the Accent Board's current intention to continue to pay fully-franked dividends out of available cash flow, with a target full-year dividend payout ratio for future financial periods of 60–80% of net profit after tax excluding non-recurring items. Any declaration or payment of dividends by Accent remains a decision of the Accent Board, which will be subject to the circumstances at the relevant time, including without limitation applicable legal, accounting and tax requirements and any other factors the Accent Board considers relevant.	Sections 2.4, 5.11 and 8.4 of this Target's Statement

8 Converted at £1.00 : A$1.9064, being the spot exchange rate used in the Bidder's Statement.

3. FREQUENTLY ASKED QUESTIONS
continued

For personal use only

No.	Question	Answer	Reference
Further considerations			
28	**What are Frasers' intentions in relation to Accent?**	Frasers' intentions depend on the level of Relevant Interest it obtains in Accent Shares under the Offer. If Frasers obtains a Relevant Interest in 90% or more of all Accent Shares, Frasers has disclosed that it intends to: • proceed with compulsory acquisition of the remaining Accent Shares; • apply for termination of the official quotation of Accent Shares on ASX and arrange for Accent to be removed from the official list of ASX; • replace some or all members of the Accent Board with Frasers nominees, including the removal of the current Chairman, Lawrence Myers; and • undertake a general review of Accent's operations covering strategic, financial and operating matters. If Frasers obtains a Relevant Interest in more than 50% but less than 90% of Accent Shares, Frasers has disclosed that it intends to: • not support any dividend payments being made for the foreseeable future; • seek to replace some members of the Accent Board, including the appointment of an additional Frasers nominee director and the removal of the current Chairman, Lawrence Myers; • depending on Frasers' final Relevant Interest in Accent Shares, the level of trading in Accent Shares and the cost associated with maintaining Accent's ASX listing, propose that the Accent Board apply for termination of the official quotation of Accent Shares on the ASX and arrange for Accent to be removed from the official list of the ASX; and • propose to the Accent Board that an immediate, broad-based review of Accent's operations be conducted on both a strategic and financial level. Frasers intends, subject to the approval of the Accent Board, to participate in this review. If Frasers obtains a Relevant Interest in at least 26% but not more than 50% of Accent Shares, Frasers has disclosed that it intends to: • not support dividend payments for the foreseeable future and propose that the Accent Board review Accent's dividend policy in light of Frasers' position; • seek the appointment of an additional Frasers nominee director to the Accent Board; • propose a wider review, and changes to, the composition, of the Accent Board; and • propose the Accent Board conduct a review of Accent's operations on a strategic and financial level.	Section 5.10 of this Target's Statement Section 7 of the Bidder's Statement

For personal use only

3. FREQUENTLY ASKED QUESTIONS
continued

No.	Question	Answer	Reference
29	**What if there is a competing offer?**	If a competing offer for Your Accent Shares emerges, you will be informed through an announcement to ASX. The IBC Members will carefully consider the merits of any competing offer and advise Accent Shareholders whether the competing offer affects their recommendation in this Target's Statement. If you have already accepted the Offer at the time any competing offer emerges, you will be unable to participate in the competing offer (refer to section 5.2 and 5.7 of this Target's Statement for further details). As at the Last Practicable Date, the IBC is not aware of any competing offer that is available to be accepted by you.	Sections 5.2, 5.7 and 8.3 of this Target's Statement
30	**What are the tax implications of accepting the Offer?**	A general outline of the tax implications of accepting the Offer is set out in section 9 of this Target's Statement and section 8 of the Bidder's Statement. As those sections provide a general overview only, Accent Shareholders are encouraged to seek their own personal advice on the taxation implications applicable to their circumstances.	Section 9 of this Target's Statement Section 8 of the Bidder's Statement
31	**What are the brokerage or stamp duty implications of accepting the Offer?**	If Your Accent Shares are registered in an Issuer Sponsored Holding in your name, your broker may charge brokerage fees, transactional fees or service charges in connection with acceptance of the Offer. If Your Accent Shares are registered in a CHESS Holding or if you are a beneficial holder and Your Accent Shares are registered in the name of a broker, bank, custodian or other nominee (i.e. your Controlling Participant), the Controlling Participant may charge brokerage fees, transactional fees or service charges in connection with acceptance of the Offer. You should ask your broker or Controlling Participant (as applicable) about any fees or charges that may apply. You will be responsible for the payment of any such fees or charges. As the applicable sections of this Target's Statement and the Bidder's Statement provide a general overview only, Accent Shareholders are encouraged to seek their own personal advice on the taxation implications applicable to their circumstances.	Section 10.1 of the Bidder's Statement
32	**Will I receive further advice from the IBC during the Offer Period?**	The IBC will be closely monitoring the progress of the Offer. If circumstances change, or if matters arise which should be drawn to the attention of Accent Shareholders, or which cause any change or variation to the disclosures in this Target's Statement, the IBC will ensure that Accent Shareholders are promptly and appropriately advised.	N/A
33	**Is there a number I can call if I have any questions?**	If you have any questions about the Offer, please contact the Accent Shareholder Information Line on 1300 121 025 (within Australia) or +61 3 9415 4126 (outside Australia) between 8:30am and 5:00pm (Melbourne time), Monday to Friday (excluding public holidays).	N/A

4. YOUR CHOICES AS AN ACCENT SHAREHOLDER

4

For personal use only

The IBC has carefully considered the Offer to assess whether it is in the best interests of Accent Shareholders.

The IBC Members unanimously recommend that Accent Shareholders **REJECT** the Offer. The reasons for the IBC Members' recommendation are set out in section 2 of this Target's Statement.

Accent encourages you to consider your personal risk profile, investment objectives and tax and financial circumstances before making any decision in relation to Your Accent Shares.

As an Accent Shareholder, you have the following three choices available to you in relation to the Offer:

4.1 OPTION 1 – REJECT THE OFFER BY DOING NOTHING

If you do not wish to accept the Offer and want to retain Your Accent Shares, simply do nothing and take no action in relation to any documents sent to you by Frasers or its Associates.

This is the unanimous recommendation of the IBC.

You should note that, notwithstanding your decision to **REJECT** the Offer, if Frasers and its Associates have a Relevant Interest in at least 90% of the Accent Shares during, at the end of, or after the Offer Period, Frasers may be entitled to compulsorily acquire all remaining Accent Shares that it does not already own (see section 5.10 of this Target's Statement).

4.2 OPTION 2 – SEEK TO SELL YOUR ACCENT SHARES ON-MARKET OTHER THAN INTO THE OFFER

You may seek to sell some or all of Your Accent Shares on-market during the Offer Period, provided you have not already sold those Accent Shares into the Offer.

However, because the Offer is an on-market takeover bid, Frasers has appointed its broker, Barrenjoey Markets Pty Limited, to stand in the market on its behalf and acquire Accent Shares under the Offer during the Offer Period. This means that, depending on the way your sell order is placed and executed, a sale of Your Accent Shares on-market may result in Your Accent Shares being sold to Frasers under the Offer.

If you wish to sell Your Accent Shares on-market other than by selling into the Offer, you should speak to your broker before placing any sell order and obtain advice about whether and how that may be achieved.

If you sell Your Accent Shares on-market, whether to Frasers under the Offer or to another buyer, you:

a. will cease to hold those Accent Shares and will not be able to withdraw, reverse or otherwise unwind that sale;
b. will not receive the benefits of:
    i. any increase in the Offer Price by Frasers after your sale;
    ii. any alternative proposal for Accent Shares that may emerge; or
    iii. any future increase in the value of Accent Shares, future dividends or other future benefits that may arise from Accent's standalone strategy, including the 2030 Strategic Growth Plan,

    (although there is no certainty as to whether such events will occur);
c. may incur brokerage, fees or other charges; and
d. may be liable for tax on any gain you make on the sale of Your Accent Shares.

You should seek your own specific professional advice regarding the taxation consequences of selling Your Accent Shares on-market.

4. YOUR CHOICES AS AN ACCENT SHAREHOLDER
continued

4.3 OPTION 3 – SELL INTO THE OFFER

The IBC unanimously recommends that Accent Shareholders **REJECT** the Offer.

However, you may elect to accept the Offer by selling some or all of Your Accent Shares to Frasers on-market during the Offer Period, in accordance with the instructions set out in section 9.3 of the Bidder's Statement.

If you sell Your Accent Shares into the Offer:

a. you will be making an on-market sale of those Accent Shares to Frasers;
b. once the sale settles, you will cease to hold those Accent Shares;
c. you will not be able to withdraw, reconsider or reverse your sale;
d. you will not receive the benefit of any later increase in the Offer Price for those Accent Shares;
e. you will not be able to participate in any superior proposal that may emerge for those Accent Shares;
f. you will lose any future exposure to Accent's strategy, including the potential benefits expected from the 2030 Strategic Growth Plan; and
g. you may be liable for brokerage, fees or other charges imposed by your broker.

Refer to section 5.6 of this Target's Statement and section 9 of the Bidder's Statement for further details about the Offer Price, and section 9 of this Target's Statement and section 8 of the Bidder's Statement for further information about certain tax consequences of accepting the Offer.

Accent Shareholders should note that, if Frasers and its Associates have a Relevant Interest in at least 90% of the Accent Shares during or at the end of or after the Offer Period, Frasers may become entitled to compulsorily acquire the remaining Accent Shares (see section 5.10 of this Target's Statement).

For personal use only

5. ABOUT THE OFFER

5.1 OVERVIEW OF THE OFFER

Frasers has made an unsolicited, unconditional, on-market takeover bid to acquire all of the Accent Shares that Frasers and its Associates do not already own.

As at the date of this Target's Statement, Frasers is offering $0.65 cash for each Accent Share, which represents a discount of:

- 19% to the 6-month VWAP of Accent Shares of $0.80;
- 36% to the 12-month VWAP of Accent Shares of $1.02; and
- 8% to the closing price of Accent Shares of $0.71 on the Last Practicable Date,

with each VWAP measured over the relevant period up to and including the last Trading Day before the Announcement Date.[9] The Offer Price is also materially lower than prices Frasers has paid for Accent Shares, including the A$1.718 per share paid under the Subscription Agreement in May 2025 and the average price of over A$0.92 per share paid for on-market purchases in February 2026.[10]

The Offer is an on-market bid. This means that, if you accept the Offer, you do so by selling Your Accent Shares on ASX to Frasers' broker at the Offer Price. If you sell Your Accent Shares into the Offer, you will be paid cash within two Trading Days after your sale settles.

The Offer is not subject to any conditions.

You may sell all or some of Your Accent Shares into the Offer. However, the IBC unanimously recommends that Accent Shareholders **REJECT** the Offer and **TAKE NO ACTION**.

The full terms of the Offer are set out in section 9 of the Bidder's Statement.

5.2 WHAT IT MEANS IF YOU SELL INTO THE OFFER

Because the Offer is an on-market bid, selling into the Offer has immediate and important consequences.

If you sell Your Accent Shares into the Offer:

a. you will be making an on-market sale of those Accent Shares to Frasers;
b. once the sale settles, you will cease to hold those Accent Shares;
c. you will not be able to withdraw, reconsider or reverse your sale;
d. you will not receive the benefit of any later increase in the Offer Price for those Accent Shares;
e. you will not be able to participate in any superior proposal that may emerge for those Accent Shares;
f. you will lose any future exposure to Accent's strategy, including the potential benefits expected from the 2030 Strategic Growth Plan; and
g. you may be liable for brokerage, fees or other charges imposed by your broker.

For these reasons, the IBC unanimously recommends that you do not sell Your Accent Shares into the Offer.

5.3 HOW TO REJECT THE OFFER

To reject the Offer, you should **TAKE NO ACTION**.

You should not instruct your broker to sell Your Accent Shares into the Offer and you should not otherwise sell Your Accent Shares into the Offer.

You may receive documents or communications from Frasers, its broker or other parties in relation to the Offer. While you should carefully consider this Target's Statement and any further announcements or supplementary disclosure made by Accent or Frasers in relation to the Offer, you do not need to take any action in response to those documents or communications in order to reject the Offer.

9 Historical VWAP data sourced from IRESS as at the Last Practicable Date for the relevant period up to and including the last Trading Day prior to the Announcement Date.

10 Price at which Frasers subscribed for Accent Shares under the Subscription Agreement sourced from Accent's announcement released to ASX on 13 May 2025. Frasers' on-market purchases sourced from substantial shareholder notices provided to Accent on 4 February 2026.

For personal use only

5. ABOUT THE OFFER
continued

5.4 HOW TO ACCEPT THE OFFER

Although the IBC unanimously recommends that you **REJECT** the Offer, Accent Shareholders should consider their own individual circumstances in determining whether or not to accept the Offer.

If you wish to accept the Offer, you should follow the instructions set out in section 9.3 of the Bidder's Statement.

Before accepting the Offer, you should carefully consider:

a. the IBC's reasons for recommending that Accent Shareholders **REJECT** the Offer, set out in sections 2.2 and 2.3 of this Target's Statement;
b. the risks associated with accepting the Offer, set out in section 8.2 of this Target's Statement; and
c. the risks associated with remaining an Accent Shareholder, set out in section 8.3 of this Target's Statement.

You should also seek independent financial, legal, taxation or other professional advice if you are in any doubt about what to do.

5.5 OFFER PERIOD

Barrenjoey Markets Pty Limited, as Frasers' broker, has stood in the market to acquire Accent Shares on behalf of Frasers at the Offer Price from 15 June 2026. However, the formal Offer Period is scheduled to commence at the start of trading on 30 June 2026 and to close at 4:00pm (Sydney time) on 30 July 2026, unless it is extended or the Offer is withdrawn in accordance with the Corporations Act.

Frasers may extend the Offer Period in accordance with the Corporations Act.

In general, as the Offer is an on-market bid, Frasers may extend the Offer Period if the extension is announced to ASX at least five Trading Days before the end of the Offer Period.

Frasers may only extend the Offer Period during the last five Trading Days of the Offer Period in limited circumstances, including where, during that period, another takeover bid for Accent Shares is lodged, announced or made, or the consideration under another takeover bid for Accent Shares is improved.

In addition, the Offer Period will be automatically extended if, within the last 7 days of the Offer Period, Frasers' Voting Power in Accent increases to more than 50%. If this occurs, the Offer Period will be extended so that it ends 14 days after Frasers' Voting Power first increases to more than 50%.

Frasers may withdraw unaccepted offers only with the written consent of ASIC, subject to the conditions, if any, specified in that consent, or in the limited circumstances permitted for market bids under Part 6.7 of the Corporations Act.

5.6 OFFER PRICE AND LATER INCREASES

Frasers may increase the Offer Price at any time before the end of the Offer Period in accordance with the Corporations Act, but not during the last five Trading Days of the Offer Period.

As the Offer is an on-market bid, if you have already sold Your Accent Shares into the Offer before any increase is announced, you will not receive the benefit of that increase for those Accent Shares.

Only Accent Shares that have not already been sold into the Offer before the increase will be capable of being sold into the Offer at the increased Offer Price while the Offer remains open.

For personal use only

5. ABOUT THE OFFER
continued

For personal use only

5.7 COMPETING OFFER

If a competing offer for Your Accent Shares emerges, you will be informed through an announcement to ASX. The IBC Members will carefully consider the merits of any competing offer and advise Accent Shareholders whether the competing offer affects their recommendation in this Target's Statement.

If you have already accepted the Offer at the time any competing offer emerges, you will be unable to participate in the competing offer.

As at the Last Practicable Date, the IBC is not aware of any competing offer that is available to be accepted by you. The IBC is not in a position to speculate on the probability of a superior offer emerging.

5.8 ACCENT PERFORMANCE RIGHTS

Accent has 9,560,939 unquoted Accent Performance Rights on issue as at the Last Practicable Date.

The Bidder's Statement incorrectly disclosed the number of Accent Performance Rights on issue as 22,290,865.

The Offer does not extend to the acquisition of Accent Performance Rights or any other securities that confer rights to be issued Accent Shares.

However, the Offer will extend to any Accent Shares that are issued and quoted on ASX during the Offer Period, including Accent Shares issued as a result of the exercise or vesting of Accent Performance Rights.

Further information regarding the impact of the Offer on the Accent Performance Rights is set out in section 10.5.

5.9 FRASERS' FUNDING FOR THE OFFER

Frasers has stated that it will fund the cash consideration payable under the Offer from its existing cash resources, including a combined term loan and revolving credit facility entered into in July 2025, as subsequently amended, with a syndicate of banks, providing access to borrowings for general purposes, including the Offer, of up to an aggregate amount of approximately £3.3 billion, or approximately A$6.29 billion, over three years.[11]

The information in this section is based on the Bidder's Statement and has not been independently verified by Accent or the IBC. Accent does not make any representation or warranty, express or implied, as to the accuracy or completeness of Frasers' statements regarding its funding arrangements.

5.10 FRASERS' STATED INTENTIONS

Frasers has disclosed its intentions for Accent in the Bidder's Statement. Those intentions differ depending on the level of Relevant Interest Frasers obtains in Accent Shares.

The IBC does not endorse Frasers' intentions. Frasers' ability to implement those intentions will depend on a range of factors, including the level of ownership and Voting Power Frasers obtains, the composition of the Accent Board at the relevant time, the duties of Accent Directors, the Corporations Act, the Listing Rules, ASX discretion and any conditions imposed by ASX, the terms of Accent's material contracts and the interests of Accent Shareholders as a whole.

If Frasers obtains a Relevant Interest in 90% or more of Accent Shares

Frasers has disclosed that, if it acquires a Relevant Interest in 90% or more of all Accent Shares, it intends to:

a. compulsorily acquire the remaining Accent Shares in accordance with the Corporations Act, if it becomes entitled to do so;
b. apply for termination of the official quotation of Accent Shares on ASX and arrange for Accent to be removed from the official list of ASX;
c. replace some or all members of the Accent Board with nominees of Frasers, including removing the current Chairman of Accent, Lawrence Myers; and
d. undertake a general review of Accent's operations covering strategic, financial and operating matters.

If Frasers proceeds to compulsory acquisition in accordance with the Corporations Act, Accent Shareholders who do not accept the Offer will ultimately be required to transfer their Accent Shares to Frasers for the compulsory acquisition consideration, subject to the statutory compulsory acquisition process.

11 Converted at £1.00 : A$1.9064, being the spot exchange rate used in the Bidder's Statement.

For personal use only

5. ABOUT THE OFFER
continued

If Frasers obtains a Relevant Interest in more than 50% but less than 90% of Accent Shares

Frasers has disclosed that, if it acquires a Relevant Interest in more than 50% but less than 90% of Accent Shares, it intends to:

a. not support dividend payments for the foreseeable future;
b. seek to replace some members of the Accent Board, including the appointment of an additional nominee director of Frasers, and remove the current Chairman of Accent, Lawrence Myers;
c. depending on Frasers' final Relevant Interest in Accent Shares, the level of trading in Accent Shares and the cost associated with maintaining Accent's ASX listing, propose that the Accent Board apply for termination of the official quotation of Accent Shares on the ASX and arrange for Accent to be removed from the official list of the ASX, subject to satisfying ASX's requirements for removal under the Listing Rules and any applicable requirements under the Corporations Act; and
d. propose to the Accent Board that an immediate, broad-based review of Accent's operations be conducted on both a strategic and financial level. Frasers intends, subject to the approval of the Accent Board, to participate in this review.

The IBC considers that this scenario involves significant risks and uncertainty for remaining Accent Shareholders. In particular, Accent Shareholders may remain as minority shareholders in a company controlled by Frasers, with reduced liquidity and potentially less influence over the future direction of Accent.

Specifically, if Accent is removed from the official list of the ASX, there may be risks related to remaining as a minority shareholder in Accent. These include reduced or essentially no liquidity if Accent Shareholders wish to sell their Accent Shares, less frequent and less detailed information regarding Accent's financial position and operations, less stringent corporate governance requirements and reduced protections otherwise afforded under the Listing Rules (including in relation to related party transactions, significant changes in the nature or scale of activities, and issues of securities).

However, delisting is not an automatic consequence of Frasers acquiring control of Accent, unless Frasers becomes entitled to compulsorily acquire all remaining Accent Shares. There are important protections for minority shareholders under the Listing Rules and ASX guidance.

In particular:

a. **Frasers cannot itself delist Accent**
Any application to remove Accent from the official list of ASX would need to be made by Accent, not Frasers. A decision by the Accent Board to apply for delisting would need to be made by the directors of Accent at the relevant time in accordance with their duties, including their duty to act in the best interests of Accent as a whole.

b. **ASX has discretion whether to allow delisting**
ASX is not required to agree to a request for delisting. ASX may impose conditions before allowing a company to be removed from the official list and will consider whether the delisting is being sought for acceptable reasons.

ASX has indicated that it may refuse to act on a delisting request if the request is made solely or primarily to deny minority shareholders a market for their shares in order to coerce them into accepting an offer from a controlling shareholder to buy their shares.

c. **If Frasers does not reach compulsory acquisition, shareholder approval is likely to be required**
If Frasers obtains control of Accent but does not become entitled to compulsorily acquire all remaining Accent Shares, ASX guidance states that it will generally only allow Accent to be delisted without shareholder approval after the Offer if each of the following conditions is satisfied:

- Frasers and its related bodies corporate own or control at least 75% of Accent Shares;
- excluding Frasers and its related bodies corporate, there are fewer than 150 Accent Shareholders who hold Accent Shares with a value of at least $500;
- Frasers foreshadowed in the Bidder's Statement that, if it secured control of Accent, it intended to cause Accent to apply for delisting;
- the Offer remains open for at least two weeks after Frasers and its related bodies corporate have attained ownership or control of at least 75% of Accent Shares; and
- Accent applies for delisting no later than one month after the close of the Offer.

5. ABOUT THE OFFER
continued

For personal use only

As at 25 June 2026, Accent had 14,636 shareholders who held Accent Shares with a value of at least $500. Accordingly, delisting in this manner will not be available unless approximately 99% of such shareholders accept the Offer (which the IBC considers to be highly unlikely where Frasers has not acquired 90% of Accent's Shares and proceeded to compulsory acquisition). Unless the number of such shareholders falls below 150 and the other conditions described above are satisfied, it is expected that ASX would generally require shareholder approval before allowing Accent to be delisted.

d. **Frasers' votes may be disregarded on a delisting resolution within 12 months after the close of the Offer**
If shareholder approval is required and Accent applies to delist within 12 months after the close of the Offer, ASX guidance states that it would generally impose a voting exclusion on Frasers and its Associates. This means that votes cast in favour of the delisting resolution by Frasers and its Associates would generally be disregarded.

Accordingly, unless Frasers becomes entitled to compulsorily acquire all remaining Accent Shares or the ASX takeover delisting conditions described above are satisfied, it is expected that Accent Shareholders who remain on the Register would likely have the opportunity to vote on any proposed delisting, with Frasers and its Associates excluded from voting in favour of that resolution.

e. **ASX generally requires advance notice before delisting**
Even where ASX does not require shareholder approval for delisting following a takeover bid, ASX guidance states that it will usually require the company to give remaining shareholders advance notice of the proposed delisting and the date on which it will occur. ASX guidance states that it will also usually require that delisting not occur earlier than three months after that notice is sent, so that shareholders have a period in which they may sell their shares on ASX if they wish to do so.

f. **Consequences of delisting**
If Accent is ultimately delisted and you continue to hold Accent Shares, you would hold shares in an unlisted company. This may have a number of disadvantages, including:

- there would be no ASX market on which Accent Shares could be bought or sold;
- any sale of Accent Shares may need to occur by private off-market transfer;
- it may be more difficult to identify buyers or sellers for Accent Shares;
- Accent would no longer be subject to the Listing Rules, including the ASX continuous disclosure regime; and
- Listing Rule protections relating to matters such as new issues of shares, related party transactions and significant changes to the nature or scale of Accent's activities would no longer apply.

Depending on the circumstances, Accent may still have statutory disclosure obligations as an unlisted disclosing entity. However, the level, frequency and manner of disclosure may differ from the disclosure made by Accent as an ASX-listed company.

The IBC does not consider that the possibility of a future delisting should be treated as a reason to sell Accent Shares into the Offer at the Offer Price. If you sell your Accent Shares into the Offer, you will cease to hold those shares and will not participate in any future value that may be delivered by Accent, any increase in the Offer Price, any superior proposal or any vote that may be required in relation to a future delisting proposal.

Frasers obtaining control of Accent may also have consequences under certain material contracts of the Accent Group. Further information is set out in section 10.4 of this Target's Statement.

If Frasers obtains a Relevant Interest of at least 26% but not more than 50% of Accent Shares

Frasers has disclosed that, if it acquires a Relevant Interest in at least 26% but not more than 50% of Accent Shares, it intends to:

a. not support dividend payments for the foreseeable future and propose that the Accent Board review Accent's dividend policy in light of Frasers' position;
b. seek the appointment of an additional Frasers nominee director to the Accent Board, whose identity has not yet been finalised;
c. propose a wider review, and changes to the composition, of the Accent Board; and
d. propose the Accent Board conduct a review of Accent's operations on a strategic and financial level.

5. ABOUT THE OFFER
continued

For personal use only

Frasers' general intentions

Frasers has also disclosed that, subject to the matters described above and, in particular, the completion of the strategic review of Accent's operations, it presently intends that Accent's business will be conducted in substantially the same manner as at the date of the Bidder's Statement, including that:

a. Accent's existing brands will continue to be offered to Accent's customers;
b. there will be no material redeployment of Accent's fixed assets; and
c. Accent's present employees will continue to be employed by Accent.

The IBC considers that Frasers' stated intentions demonstrate that Frasers is seeking to increase its influence over Accent and its strategy, even if it does not acquire majority control or proceed to compulsory acquisition.

The IBC also notes that a number of Frasers' intentions are expressed to be subject to future review and that there is uncertainty as to how those intentions would be implemented in practice, particularly if Frasers acquires a significant Relevant Interest but does not proceed to compulsory acquisition.

Frasers has stated that its intentions are current intentions only, that it has not undertaken non-public due diligence in respect of Accent, and that its intentions may change as new information becomes available or circumstances change.

5.11 EFFECT OF ACCEPTING THE OFFER

The effect of accepting the Offer is described in section 5.2 of this Target's Statement and section 9 of the Bidder's Statement.

In summary, if you sell Your Accent Shares into the Offer, you will dispose of those Accent Shares and will not be able to withdraw or reverse that sale. You will no longer have exposure to Accent in respect of those Accent Shares, including any future increase in the Offer Price, any superior proposal, any future dividends or any potential upside from Accent's business and strategy.

5.12 NO WITHDRAWAL RIGHTS

You cannot withdraw your acceptance of the Offer.

Because the Offer is an on-market bid, acceptance occurs by way of an on-market sale of Your Accent Shares to Frasers. Once that sale settles, it cannot be reversed.

5.13 VARIATION OF THE OFFER

Frasers may vary the Offer in accordance with the Corporations Act.

As noted above, if Frasers increases the Offer Price after you have sold Your Accent Shares into the Offer, you will not receive the benefit of that increase for those Accent Shares.

5.14 PAYMENT OF THE OFFER PRICE

Frasers has stated in section 9.4 of the Bidder's Statement that, subject to the Corporations Act, if you accept the Offer by selling Your Accent Shares into the Offer, Frasers will pay the Offer Price for those Accent Shares two Trading Days after your acceptance.

6. INFORMATION RELATING TO ACCENT

6

6.1 OVERVIEW OF ACCENT

Accent is a public company limited by shares, incorporated and domiciled in Australia, and listed on ASX (ASX code: AX1). Accent's registered office and principal place of business is 2/64 Balmain Street, Richmond, Victoria 3121.

Accent is a leading retailer and distributor of performance and lifestyle footwear, apparel and accessories in Australia and New Zealand. Accent operates a digitally integrated, omnichannel platform that connects a portfolio of global, distributed and owned brands with customers through its store network and websites.

As at the date of this Target's Statement, Accent operated approximately 900 stores across 18 retail banners, together with a network of 31 websites, and held exclusive distribution rights for 10 international brands across Australia and New Zealand.

6.2 ACCENT'S BUSINESS MODEL

Accent generates revenue across three principal channels[12]:

a. multi-brand retail, being the operation of multi-brand retail banners including The Athlete's Foot, Platypus, Hype DC, Stylerunner and Subtype;
b. distributed and vertical brand retail, being the operation of stores and websites for Accent's distributed and vertical-owned brands; and
c. distributed and vertical brand wholesale, being the wholesale supply of distributed and vertical-owned brands to retail partners.

Accent's brand portfolio spans distributed brands (global brands for which Accent acts as the exclusive Oceania or Australia and New Zealand distributor), third party brands (brands which Accent sells but does not exclusively distribute) and vertical-owned and Frasers brands.

Accent's portfolio of banners and brands includes:

ALPHA · ARTICLE ONE · Dr. AirWair Martens · HENLEYS · HOKA · HYPE · I—T—N—O · MERRELL · norda · NUDELUCY · PLATYPUS · saucony · SPORTS DIRECT · UGG · STYLERUNNER THE LABEL · SUBTYPE · The Athlete's Foot · Timberland · VANS "OFF THE WALL" · WEEKEND CARTEL

12. As outlined in Accent's May 2026 Investor Strategy Day presentation, released to ASX on 13 May 2026.

For personal use only

6. INFORMATION RELATING TO ACCENT
continued

For personal use only

6.3 ACCENT BOARD

As at the date of this Target's Statement, the Accent Board comprises:

a. Lawrence Myers – Chairman;
b. Daniel Agostinelli – Chief Executive Officer;
c. Matthew Durbin – Executive Director and Finance Director;
d. Michael Hapgood – Non-Executive Director;
e. Anne Loveridge AM – Non-Executive Director;
f. Donna Player – Non-Executive Director; and
g. David Forsey (Frasers' nominee) – Non-Executive Director.

6.4 ACCENT'S SENIOR MANAGEMENT

As at the date of this Target's Statement, the senior management team of Accent comprises:

a. Daniel Agostinelli – Chief Executive Officer; and
b. Matthew Durbin – Finance Director and Joint Company Secretary.

6.5 CAPITAL STRUCTURE

As at the Last Practicable Date, the Accent Securities on issue are:

Class	Number
Accent Shares	601,185,674
Accent Performance Rights	9,560,939

For further details in relation to the Accent Performance Rights and Shares, refer to the Remuneration Report in Accent's 2025 Annual Report, which was released to ASX on 22 August 2025.

6.6 RECENT ACCENT SHARE PRICE PERFORMANCE

Accent Shares are quoted on ASX under the code 'AX1'. The closing price of Accent Shares on 12 June 2026 (being the last Trading Day prior to the Announcement Date) was $0.65 per Accent Share, which is equal to the Offer Price.

A graph showing the closing price of Accent Shares over the 12-month period up to and including the Last Practicable Date is set out in section 2.3 of this Target's Statement.

The latest price of Accent Shares may be obtained from the ASX website (www.asx.com.au) using the code 'AX1'.

6.7 SUBSTANTIAL HOLDERS

Based on the information contained in substantial shareholder notices provided to Accent, the only substantial shareholder of Accent as at the Last Practicable Date is as follows:

Name of Holder	Number of Accent Shares as at the date of last substantial holder notice	Voting Power as at the date of last substantial holder notice (undiluted basis)
Frasers Group plc (Company No. 06035106)	137,671,519	22.90%

For personal use only

6. INFORMATION RELATING TO ACCENT
continued

6.8 RECENT HISTORICAL FINANCIAL INFORMATION

The historical financial information set out in this section 6.8 has been extracted from the audited consolidated financial statements of Accent for the financial years ended 29 June 2025 **(FY25)** and 30 June 2024 (**FY24**), and from the reviewed consolidated financial statements of Accent for the half-year ended 28 December 2025 (**1H26 Financial Report**).

The financial information presented in the tables below has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, and the Corporations Act. It also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board. It does not represent complete financial statements and should therefore be read in conjunction with the financial statements for the respective periods, including the description of accounting policies contained in those financial statements and the notes to those financial statements.

The FY25 and FY24 financial information has been audited. The 1H26 Financial Report has been subject to review, but not audit. The 1H26 Financial Report relates to a six-month period and is not directly comparable with the financial information for the full financial years.

Accent Shareholders may obtain a copy of the full consolidated financial statements for the relevant periods, including the notes to those financial statements, from the ASX website (www.asx.com.au) or Accent's website (www.accentgr.com.au)

(a) Consolidated statement of profit or loss and other comprehensive income

Half-year ended 28 December 2025 (reviewed) and financial years ended 29 June 2025 and 30 June 2024 (audited)

	H1 FY26 $'000 (reviewed)	FY25 $'000 (audited)	FY24 $'000 (audited)
Revenue	816,987	1,476,262	1,454,352
Interest revenue	601	1,787	1,861
Expenses			
Cost of sales	(381,094)	(657,560)	(634,754)
Distribution	(35,694)	(63,573)	(63,068)
Marketing	(21,600)	(45,705)	(42,219)
Occupancy	(14,224)	(24,301)	(36,209)
Employee expenses	(168,516)	(321,964)	(310,402)
Other	(39,819)	(74,328)	(74,013)
Depreciation, amortisation and impairment	(99,540)	(178,627)	(183,293)
Finance costs	(16,209)	(29,995)	(27,839)
Profit before income tax expense	**40,892**	**81,996**	**84,416**
Income tax expense	(12,805)	(24,336)	(24,886)
Profit after income tax expense for the period	**28,087**	**57,660**	**59,530**
Other comprehensive income			
Net change in the fair value of cash flow hedges taken to equity, net of tax	2,086	(2,833)	(2,031)
Foreign currency translation	(318)	320	(61)
Other comprehensive income for the period, net of tax	**1,768**	**(2,513)**	**(2,092)**
Total comprehensive income for the period	**29,855**	**55,147**	**57,438**
Basic earnings per share (cents)	4.67	10.12	10.61
Diluted earnings per share (cents)	4.67	10.12	10.55

Note: the figures in the 1H26 Financial Report have been subject to review, not audit, cover a six-month period and are not directly comparable with the full-year figures.

For personal use only

6. INFORMATION RELATING TO ACCENT
continued

(b) Consolidated statement of financial position

As at 28 December 2025 (reviewed) and as at 29 June 2025 and 29 June 2024 (audited)

	H1 FY26 $'000 (reviewed)	FY25 $'000 (audited)	FY24 $'000 (audited)
Current assets			
Cash and cash equivalents	104,644	39,561	28,051
Trade and other receivables	48,805	34,223	36,832
Inventories	350,543	308,556	264,844
Lease receivables	6,369	5,837	7,459
Other current assets	11,938	6,594	6,326
Current tax receivable	975	7,796	2,957
Total current assets	**523,274**	**402,567**	**346,469**
Non-current assets			
Property, plant and equipment	106,579	111,465	121,403
Right-of-use assets	320,053	285,933	265,413
Lease receivables	12,319	10,574	8,484
Intangibles	425,989	416,282	384,014
Net deferred tax assets	32,473	26,182	22,164
Total non-current assets	**897,413**	**850,436**	**801,478**
Total assets	**1,420,687**	**1,253,003**	**1,147,947**
Current liabilities			
Trade and other payables	234,292	200,873	151,287
Deferred revenue	12,282	11,116	11,593
Provisions	22,561	20,994	20,662
Borrowings	47,734	–	10,659
Lease liabilities	140,554	131,190	138,039
Derivative financial instruments	4,457	5,611	315
Total current liabilities	**461,880**	**369,784**	**332,555**
Non-current liabilities			
Provisions	1,044	2,081	1,736
Deferred revenue	1,264	1,578	1,346
Borrowings	171,530	139,594	139,594
Lease liabilities	289,042	264,876	253,911
Total non-current liabilities	**462,880**	**408,129**	**396,587**
Total liabilities	**924,760**	**777,913**	**729,142**
Net assets	**495,927**	**475,090**	**418,805**
Equity			
Issued capital	451,377	451,377	390,926
Reserves	30,388	28,620	33,846
(Accumulated losses)/retained earnings	14,162	(4,907)	(5,967)
Total equity	**495,927**	**475,090**	**418,805**

For personal use only

6. INFORMATION RELATING TO ACCENT
continued

(c) Consolidated statement of cash flows

Half-year ended 28 December 2025 (reviewed) and financial years ended 29 June 2025 and 30 June 2024 (audited)

	H1 FY26 $'000 (reviewed)	FY25 $'000 (audited)	FY24 $'000 (audited)
Cash flows from operating activities			
Receipts from customers and franchisees (inclusive of GST)	887,839	1,633,630	1,603,488
Payments to suppliers and employees (inclusive of GST)	(756,813)	(1,334,300)	(1,301,776)
Interest received	135	889	1,038
Interest and other finance costs paid	(5,721)	(11,378)	(10,653)
Interest on lease liabilities	(9,882)	(17,378)	(15,975)
Income taxes paid	(9,431)	(24,346)	(30,071)
Net cash from operating activities	**106,127**	**247,117**	**246,051**
Cash flows from investing activities			
Payments for property, plant and equipment	(12,372)	(31,620)	(24,840)
Payments for intangibles	(4,415)	(11,354)	(6,983)
Payment for purchase of businesses, net of cash acquired	(16,224)	(32,599)	(2,211)
Proceeds from disposal of businesses	–	2,223	–
Net cash used in investing activities	**(33,011)**	**(73,350)**	**(34,034)**
Cash flows from financing activities			
Proceeds from issue of shares, net of transaction costs	–	60,451	–
Proceeds from borrowings	133,433	–	1,000
Repayment of borrowings	(53,333)	(11,000)	–
Payments for debt transaction costs	(570)	–	(439)
Payment of lease liabilities	(78,177)	(153,833)	(135,441)
Dividends paid	(9,018)	(56,600)	(78,827)
Net cash used in financing activities	**(7,665)**	**(160,982)**	**(213,707)**
Net increase/(decrease) in cash and cash equivalents	65,451	12,785	(1,690)
Cash and cash equivalents at the beginning of the period	39,561	28,051	29,722
Effects of exchange rate changes on cash and cash equivalents	(368)	(1,275)	19
Cash and cash equivalents at the end of the period	**104,644**	**39,561**	**28,051**

6. INFORMATION RELATING TO ACCENT
continued

For personal use only

6.9 FY26 EARNINGS UPDATE

On 4 May 2026, Accent provided an update on performance in relation to the trading period ending 3 May 2026. At that time, Accent stated that it expected EBIT for H2 FY26 to be in the range of $23 million to $28 million and EBIT for FY26 to be in the range of $79.5 million to $84.5 million. Accent confirms this guidance remains unchanged.

Accent notes that this EBIT range includes the impacts of one-off and non-recurring items, including losses from exited businesses, upfront costs in relation to the establishment and roll-out of Sports Direct, and restructuring costs. Full year EBIT for FY26 remains subject to year-end processes, adjustments and audit by Accent's auditors (including the impact of any goodwill impairment that may be required, including as disclosed in section 8.4(g) of this Target's Statement).

6.10 PUBLICLY AVAILABLE INFORMATION ABOUT ACCENT

Accent is a disclosing entity (as that term is defined in the Corporations Act) and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. Specifically, the Listing Rules require continuous disclosure of any information concerning Accent that a reasonable person would expect to have a material effect on the price or value of Accent Shares (subject to certain exceptions).

Copies of documents lodged with ASX by Accent may be obtained from the ASX website (www.asx.com.au) or Accent's website (www.accentgr.com.au). Accent's ASX announcements released between the Announcement Date and the Last Practicable Date are listed in Attachment A to this Target's Statement.

Accent's historical consolidated financial statements are contained in:

a. Accent's 2025 Annual Report (FY25), released to ASX on 22 August 2025;
b. Accent's 2024 Annual Report (FY24), released to ASX on 23 August 2024; and
c. Accent's reviewed financial information for H1 FY26, released to ASX on 25 February 2026.

In addition, Accent is required to lodge various documents with ASIC, copies of which may be obtained from, or inspected at, an ASIC office.

7. INFORMATION RELATING TO FRASERS

7

For personal use only

7.1 DISCLAIMER

The following information about Frasers is based on publicly available information, including information in the Bidder's Statement, and has not been independently verified by Accent. Accent does not make any representation or warranty, express or implied, as to the accuracy or completeness of this information. The information on Frasers in this Target's Statement should not be considered comprehensive. Further information about Frasers is set out in the Bidder's Statement.

7.2 BACKGROUND

Frasers Group plc is a public limited company incorporated in England & Wales with company number 06035106. Its registered office is located at Unit A, Brook Park East, Shirebrook, NG20 8RY, United Kingdom. It was incorporated on 21 December 2006. Frasers is listed on the London Stock Exchange under the ticker 'FRAS'.

In August 2024, Frasers announced it had made a strategic investment in Accent to enable Frasers to grow its presence in Australia and New Zealand, a key market in Frasers' ambition to become a leading global sports retailer. In April 2025, Frasers and Accent entered into a long-term strategic relationship in relation to the Sports Direct retail business in Australia and New Zealand, under which Frasers was also issued further Accent Shares. Further information about this strategic relationship is set out in section 10.4(b).

The shareholding of Frasers in Accent as at the Last Practicable Date is 137,671,519 Accent Shares, which represents approximately 22.90% of the issued share capital of Accent. Mr David Forsey, a non-executive director of Accent, is an executive of Frasers.

7.3 PRINCIPAL ACTIVITIES

Frasers operates a diversified portfolio of sports, fitness, premium lifestyle and luxury store fascias in over 20 countries. Its portfolio is managed through five operating segments: UK sports retail, premium lifestyle, international retail, property and financial services.

The Frasers' owned brand portfolio in the sports segment includes Everlast, Lonsdale, Slazenger, Karrimor, USA Pro and Hot Tuna. Frasers' Sports Direct business also has long term and significant trading relationships with some of the world's best sports brands including Nike, adidas, Asics, New Balance and others.

7.4 FRASERS' STRATEGY

As stated in the Bidder's Statement, Frasers' business model is to provide consumers with access to the world's best sports, premium and luxury brands by building the planet's most admired and compelling brand ecosystem. Further information about Frasers' business and strategy and filings on the London Stock Exchange are set out in the Bidder's Statement.

7.5 KEY FINANCIAL INFORMATION

As disclosed in the Bidder's Statement, Frasers had a market capitalisation of approximately £3.49 billion. Frasers reported revenue of £4.9 billion and profit before tax of £379.4 million for the financial year ended 27 April 2025, and revenue of £2.6 billion and profit before tax of £412.1 million for the 26 weeks ended 26 October 2025. The financial information relating to Frasers in this section has been extracted from the Bidder's Statement and other publicly available information, including Frasers' public filings, and has not been independently verified by Accent or the IBC.

7. INFORMATION RELATING TO FRASERS
continued

7.6 DIRECTORS OF FRASERS

As at the date of the Bidder's Statement, the directors of Frasers are:

a. Sir Jon Thompson – Chair and Independent Non-Executive Director;
b. Michael Murray – Chief Executive Officer and Executive Director;
c. Chris Wootton – Chief Financial Officer and Executive Director;
d. David Al-Mudallal – Chief Operating Officer and Executive Director;
e. Richard Bottomley – Senior Independent Non-Executive Director;
f. Cally Price – Non-Executive Workforce Director and Workers' Representative;
g. Nicola Frampton – Independent Non-Executive Director;
h. Andrew Lyon – Independent Non-Executive Director; and
i. Jacqueline Wright – Independent Non-Executive Director.

7.7 FRASERS' INTENTIONS

Frasers' intentions in relation to the continuation of the business of Accent, any major changes to be made to that business (including any redeployment of Accent's fixed assets) and the future employment of the present employees of Accent are set out in section 7 of the Bidder's Statement. Those intentions differ depending on the level of Relevant Interest that Frasers acquires in Accent (being at least 90%, more than 50% but less than 90%, or at least 26% but not more than 50% of the Accent Shares).

A summary of Frasers' stated intentions is set out in section 5.10 of this Target's Statement, and the IBC's response to the Offer (including to statements made by Frasers) is set out in sections 2.2, 2.3 and 2.4 of this Target's Statement. The risks associated with Frasers acquiring control of Accent are described in section 8.3(c) of this Target's Statement.

Frasers has stated in the Bidder's Statement that its intentions have been formed on the basis of the facts and information known to it at the time of preparing the Bidder's Statement, that it has not undertaken any non-public due diligence on Accent, and that its intentions are statements of current intention only which may change as new information becomes available or as circumstances change.

7.8 PUBLICLY AVAILABLE INFORMATION ABOUT FRASERS

Frasers is a public limited company incorporated in England and Wales and is listed on the London Stock Exchange under the ticker 'FRAS'. As a company listed on the London Stock Exchange, Frasers is subject to the disclosure requirements of the UK Listing Rules of the Financial Conduct Authority and the UK Market Abuse Regulation.

Information that Frasers has publicly disclosed may be obtained from the London Stock Exchange website (www.londonstockexchange.com) and from Frasers' website (www.frasers.group). In addition, Frasers is required to lodge documents with the UK companies registrar, Companies House, copies of which may be obtained at https://find-and-update.company-information.service.gov.uk. Frasers' annual report and accounts for the year ended 27 April 2025, and its half-year financial report for the 26 weeks ended 26 October 2025, are available on Frasers' website at https://www.frasers.group/financials/results-centre.

For personal use only

8. RISK FACTORS

8.1 OVERVIEW

In considering the Offer, Accent Shareholders should be aware that there are risks associated with both accepting the Offer and rejecting the Offer and continuing to hold Accent Shares.

The IBC unanimously recommends that Accent Shareholders **REJECT** the Offer. However, Accent Shareholders should carefully consider the risks set out in this section, together with the other information in this Target's Statement and the Bidder's Statement, having regard to their own investment objectives, financial circumstances, taxation position and particular circumstances.

The risk factors set out in this section 8 are not an exhaustive list of all risks. There may also be additional risks and uncertainties not currently known to Accent, or which are currently known to Accent but which Accent currently considers to be immaterial, which may adversely affect Accent's operating and financial performance and the price or value of Accent Shares.

8.2 RISKS ASSOCIATED WITH ACCEPTING THE OFFER

There are risks associated with accepting the Offer, including those described below:

a. **Accepting the Offer is an irreversible on-market sale**
As the Offer is an on-market bid, if you accept the Offer by selling Your Accent Shares to Frasers on-market, you will cease to hold those Accent Shares and that sale cannot be withdrawn or reversed.

If you sell Your Accent Shares to Frasers before any increase in the Offer Price is announced, you will not receive the benefit of that increase for those Accent Shares. Only Accent Shareholders who continue to hold their Accent Shares at the time of any increase in the Offer Price will be able to decide whether to sell at the increased price.

You will also no longer be able to sell those Accent Shares on-market if Accent Shares later trade above the Offer Price.

b. **You will not be able to accept a superior proposal if one emerges**
Once you sell Your Accent Shares to Frasers, you will cease to hold those Accent Shares and will not be able to accept or participate in any superior proposal, alternative control transaction or other proposal that may emerge in respect of those Accent Shares.

As at the date of this Target's Statement, the IBC is not aware of any competing proposal for Accent Shares. However, the IBC can give no assurance that a superior proposal will or will not emerge.

c. **You will not participate in Accent's future upside**
If you sell Your Accent Shares into the Offer, you will no longer have any exposure to Accent in respect of those Accent Shares. This means you will not participate in any future increase in the value of Accent Shares, any future dividends declared by Accent, or any potential benefits from Accent's standalone strategy, including the 2030 Strategic Growth Plan.

The 2030 Strategic Growth Plan targets at least $1.9 billion in sales, a 9%+ EBIT margin and approximately 950 stores by 2030. However, the IBC gives no assurance that the 2030 Strategic Growth Plan will be achieved, and the plan is subject to risks and uncertainties, including those described in this section.

d. **The Offer Price may not adequately reflect Accent's standalone value and strategic potential**
The IBC considers that the Offer Price as at the date of this Target's Statement of $0.65 is materially inadequate and does not appropriately reflect Accent's strategic position, medium-term growth potential or the benefits expected from the 2030 Strategic Growth Plan, targeting at least $1.9 billion in sales, 9% EBIT margin and approximately 950 stores by 2030. If you sell Your Accent Shares into the Offer, you may dispose of Your Accent Shares at a price that is less than the value that may be realised if Accent successfully executes its strategy.

For personal use only

For personal use only

8. RISK FACTORS
continued

As at the date of this Target's Statement, Frasers is offering $0.65 cash for each Accent Share, which represents a discount of:

- 19% to the 6-month VWAP of Accent Shares of $0.80;
- 36% to the 12-month VWAP of Accent Shares of $1.02; and
- 8% to the closing price of Accent Shares of $0.71 on the Last Practicable Date,

with each VWAP measured over the relevant period up to and including the last Trading Day before the Announcement Date.[13]

In particular, the Offer Price is materially lower than prices Frasers has paid for Accent Shares. That is, Frasers is proposing that Accent Shareholders sell their Accent Shares at a price materially below prices at which Frasers has previously acquired Accent Shares, including the A$1.718 per share paid under the Subscription Agreement in May 2025 and the average price of over A$0.92 per share paid for on-market purchases in February 2026.

e. **You may assist Frasers to increase its influence over Accent without receiving a control premium**
If you sell Your Accent Shares into the Offer, those shares will increase Frasers' Relevant Interest and Voting Power in Accent. This may assist Frasers to increase its influence over Accent, including in relation to Board composition, strategy, dividends (including any cessation of dividends) and capital management.

The IBC considers that Frasers is seeking to increase its influence over Accent without offering Accent Shareholders an appropriate premium for control. If you sell into the Offer, you will not participate as an Accent Shareholder in any future consequences of Frasers obtaining increased influence or control over Accent.

f. **You will lose rights attaching to Your Accent Shares**
If you sell Your Accent Shares into the Offer, you will no longer be entitled to exercise rights attaching to those Accent Shares. This includes the right to vote at future Accent shareholder meetings, receive future dividends or other distributions declared by Accent, or participate in any future capital management initiative or other transaction available to Accent Shareholders.

g. **Transaction costs may be payable**
Depending on how you sell Your Accent Shares into the Offer, brokerage, fees or other charges may be payable by you. You should confirm any applicable costs with your broker, controlling participant or professional adviser before selling Your Accent Shares.

h. **Taxation consequences of accepting the Offer**
Accepting the Offer will involve a disposal of Your Accent Shares. The taxation consequences of disposing of Your Accent Shares pursuant to the Offer will depend on your particular circumstances. A general outline of certain Australian tax considerations is set out in section 9. You should seek your own professional taxation advice as to the taxation implications applicable to your circumstances.

13 Historical VWAP data sourced from IRESS as at the Last Practicable Date for the relevant period up to and including the last Trading Day prior to the Announcement Date.

8. RISK FACTORS
continued

For personal use only

8.3 RISKS ASSOCIATED WITH REJECTING THE OFFER AND REMAINING AN ACCENT SHAREHOLDER

There are risks associated with rejecting the Offer and remaining an Accent Shareholder, including those described below. These risks should be read together with the general risks associated with a continued investment in Accent set out in section 8.4.

a. **Accent Shares may trade below the Offer Price after the Offer closes or is withdrawn**

If the Offer closes or is withdrawn and no superior proposal emerges, the market price of Accent Shares may fall below the Offer Price. The market price of Accent Shares may be affected by many factors, including Accent's financial performance, general market conditions, investor sentiment, liquidity, macroeconomic conditions and developments in the retail sector.

Accent Shareholders who do not accept the Offer will not receive the Offer Price unless they subsequently sell their Accent Shares, whether on-market or otherwise, or their Accent Shares are compulsorily acquired.

b. **Frasers' increased holding may reduce the likelihood of a future control proposal**

If Frasers increases its Relevant Interest in Accent Shares, it may become less likely that a third party will seek to acquire all of the Accent Shares or make another control proposal, unless that proposal has Frasers' support. This is because Frasers may be able to block or materially influence the outcome of any future scheme of arrangement, takeover bid or other control transaction.

c. **You may become a minority shareholder in a company controlled or significantly influenced by Frasers**

If Frasers acquires more than 50% but less than 90% of Accent Shares and you do not accept the Offer, you will remain a minority shareholder in a company controlled by Frasers. In that scenario, Frasers would be in a position to cast a majority of votes at general meetings of Accent and may have significant influence over the composition of the Accent Board, Accent's strategic direction, dividend policy and capital management, subject to applicable law and the duties of Accent Directors.

Frasers has stated that, if it acquires a Relevant Interest in more than 50% but less than 90% of Accent Shares, it intends to not support dividend payments for the foreseeable future, seek to replace some members of the Accent Board, including the appointment of an additional nominee director of Frasers, and remove the current Chairman of Accent, Lawrence Myers, propose that the Accent Board apply for termination of the official quotation of Accent Shares on the ASX and arrange for Accent to be removed from the official list of the ASX (subject to certain requirements), and propose to the Accent Board that an immediate, broad-based review of Accent's operations be conducted on both a strategic and financial level (and Frasers intends, subject to the approval of the Accent Board, to participate in this review).

The IBC considers that this scenario involves significant risks and uncertainty for remaining Accent Shareholders. In particular, Accent Shareholders may remain as minority shareholders in a company controlled by Frasers, with reduced liquidity and potentially less influence over the future direction of Accent. Specifically, if Accent is removed from the official list of the ASX, there may be risks related to remaining as a minority shareholder in Accent. These include reduced or essentially no liquidity if Accent Shareholders wish to sell their Accent Shares, less frequent and less detailed information regarding Accent's financial position and operations, less stringent corporate governance requirements and reduced protections otherwise afforded under the Listing Rules (including in relation to related party transactions, significant changes in the nature or scale of activities, and issues of securities).

If Frasers acquires a Relevant Interest in at least 26% but not more than 50% of Accent Shares, Frasers has stated that it intends to not support dividend payments for the foreseeable future and propose that the Accent Board review Accent's dividend policy in light of Frasers' position, seek the appointment of an additional Frasers nominee director to the Accent Board, propose a wider review, and changes to the composition of, the Accent Board, and propose the Accent Board conduct a review of Accent's operations on a strategic and financial level.

The IBC considers that these scenarios may result in Frasers obtaining materially increased influence over Accent without acquiring 100% of Accent or paying a control premium to all Accent Shareholders.

8. RISK FACTORS
continued

For personal use only

d. **Future dividends may be reduced or not paid**
Frasers has stated that, if it obtains certain levels of ownership in Accent, it intends to oppose dividend payments for the foreseeable future. If Frasers is able to influence or control Accent's dividend policy, Accent Shareholders who do not accept the Offer may receive reduced dividends or no dividends for a period of time.

Any declaration or payment of dividends by Accent remains a decision of the Accent Board, which will be subject to the circumstances at the relevant time, including without limitation applicable legal, accounting and tax requirements and any other factors the Accent Board considers relevant.

e. **Liquidity in Accent Shares may reduce**
If Frasers increases its Relevant Interest in Accent Shares, the number of Accent Shares available to be traded on ASX may reduce. This may reduce liquidity in Accent Shares and make it more difficult for Accent Shareholders who do not accept the Offer to sell their Accent Shares in the future. Reduced liquidity may also adversely affect the market price of Accent Shares.

Reduced free float may also affect the level of institutional support, analyst coverage or index inclusion for Accent Shares.

f. **Frasers may be able to pass special resolutions if it obtains 75% or more of Voting Power**
If Frasers obtains Voting Power of 75% or more in Accent, it may be able to pass special resolutions of Accent Shareholders without the support of other Accent Shareholders. This could enable Frasers to approve matters requiring a special resolution, including amendments to Accent's constitution, subject to applicable law.

g. **Your Accent Shares may be compulsorily acquired**
If Frasers becomes entitled to proceed to compulsory acquisition under the Corporations Act and does so, Accent Shareholders who do not accept the Offer may ultimately be required to transfer their Accent Shares to Frasers for the compulsory acquisition consideration.

If compulsory acquisition occurs, Accent Shareholders who have their Accent Shares compulsorily acquired may receive their consideration later than they would have received payment had they sold their Accent Shares into the Offer.

Even if Frasers does not become entitled to compulsory acquisition at the end of the Offer Period, it may subsequently become entitled to exercise general compulsory acquisition rights under the Corporations Act, including if it later acquires sufficient additional Accent Shares.

h. **Frasers' interests as shareholder and commercial counterparty may not always align with the interests of other Accent Shareholders**
Frasers is both a substantial shareholder of Accent and a commercial counterparty of Accent through the Sports Direct arrangements. If Frasers obtains increased influence or control over Accent, there is a risk that Frasers may seek to influence Accent's strategy, capital allocation, commercial arrangements or operations in a manner that reflects Frasers' own interests as shareholder and commercial counterparty. Those interests may not always align with the interests of Accent Shareholders as a whole.

All Accent Directors, including any Frasers nominee directors, will remain subject to their duties under the Corporations Act and applicable law.

i. **Frasers obtaining control may have consequences under material contracts**
If Frasers obtains control of Accent, this may trigger consent, review, termination, repayment or other rights under certain material contracts of the Accent Group, including financing arrangements, leases, brand distribution arrangements and the Sports Direct arrangements. The consequences of any such rights being triggered will depend on the terms of the relevant contracts, whether any required consents or waivers are obtained, and whether any counterparties exercise their rights. Further detail on this is set out in section 10.4 of this Target's Statement.

8. RISK FACTORS
continued

For personal use only

8.4 RISKS ASSOCIATED WITH CONTINUED INVESTMENT IN ACCENT

If you do not accept the Offer and continue to hold Accent Shares, you will continue to be exposed to the risks associated with an investment in Accent. These risks include risks specific to Accent and its business, as well as general risks associated with investing in ASX-listed companies.

The risks described below are not exhaustive. Additional risks and uncertainties that Accent is not currently aware of, or that Accent currently considers to be immaterial, may also have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

a. **Retail and macroeconomic conditions**

Accent operates in the discretionary retail sector and is exposed to changes in consumer demand, household disposable income and broader economic conditions. Current cost-of-living pressures, inflation, interest rates and softer consumer confidence may reduce demand for discretionary footwear and apparel and other Accent products, increase price sensitivity and drive greater promotional activity or discounting.

Accent's financial performance may also be adversely affected by general economic and market conditions, including consumer confidence, consumer spending, inflation, interest rates, employment levels, wage growth, exchange rates and other macroeconomic factors. These risks may be exacerbated by broader macroeconomic and geopolitical developments, including recent Iran-related tensions and associated volatility in oil prices, freight costs, energy markets and exchange rates. Any deterioration in consumer spending conditions, increase in input or operating costs, or adverse movement in foreign exchange rates may place pressure on Accent's sales, margins, cash flow and financial performance. These matters may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

b. **Trading performance, margin pressure and foreign exchange**

Accent's earnings and margins may be affected by promotional intensity, product mix, cost inflation, freight and logistics costs, supplier pricing and foreign exchange movements, including changes in the AUD/USD exchange rate. These factors may increase Accent's cost of goods sold or operating costs, reduce gross margins, or require changes to pricing and promotional strategies. Accent is also exposed to inventory risk, including the risk that inventory does not align with consumer demand, becomes obsolete, is not sold at expected margins, or requires markdowns or write-downs. Effective inventory management is particularly important given Accent's exposure to changing consumer preferences, seasonal trading patterns, product launches and fashion cycles. Any failure to manage pricing, costs, currency exposure or inventory effectively may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

c. **Execution of the Strategic Growth Plan**

Accent's future performance depends in part on its ability to successfully execute its Strategic Growth Plan, including cost efficiency initiatives, store portfolio optimisation, The Athlete's Foot franchisee reacquisitions, the Sports Direct roll-out, digital and omnichannel initiatives and growth in core and emerging brands. There is no assurance that these initiatives will be implemented on time, within budget or in the manner expected, or that they will deliver the anticipated financial, operational or strategic benefits. Execution may be affected by factors including integration challenges, delays, cost overruns, disruption to existing operations, weaker than expected customer demand, supplier or brand partner issues, technology constraints, workforce capacity, franchisee or landlord negotiations and broader market conditions. Any failure to execute these initiatives effectively, or to realise the expected benefits, may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

d. **Sports Direct roll-out and Frasers-related commercial arrangements**

Sports Direct is an important part of Accent's growth strategy. There is a risk that the Sports Direct roll-out does not proceed on the expected timeframe, at the expected cost, or deliver the expected financial, operational or strategic returns. The roll-out may be affected by factors including site availability, landlord negotiations, store fit-out and opening costs, product availability and ranging, brand partner support, consumer demand, foreign exchange movements, supply chain and logistics performance, workforce availability and other operational factors.

Accent is also party to material commercial arrangements with Frasers in relation to Sports Direct. If those arrangements are terminated, varied, not renewed or give rise to claims, disputes, compensation obligations, exclusivity or restraint issues, operational restrictions or other adverse consequences, Accent's ability to implement its Sports Direct strategy may be adversely affected. This may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price. Further detail regarding the impact of the Offer on Accent's arrangements with Frasers is set out in section 10.4(b) of this Target's Statement.

8. RISK FACTORS
continued

For personal use only

e. **Funding and capital raising**

Accent relies on debt facilities to fund its business and growth initiatives. As announced by Accent to the ASX on 25 February 2026, Accent successfully completed a debt refinancing, increasing its debt facility by $102 million to $372 million, on improved terms including a lower margin and an extension of tenure to December 2028. In the ordinary course of Accent's business operations, including having regard to its working capital, growth initiatives and other funding requirements, Accent's drawdowns under its debt facilities may increase from time to time, including to levels higher than in prior periods given the increased facility limit, while remaining within available facility headroom. Further detail regarding this impact of the Offer on Accent's debt facilities is set out in section 10.4(d) of this Target's Statement.

There is a risk that Accent may not be able to refinance, replace or access debt facilities on acceptable terms in the future, or that lenders may exercise rights under those facilities in certain circumstances. More generally, Accent may also need to raise additional debt and/or equity capital in the future to fund its operations, growth initiatives, working capital requirements or other business needs. Any such debt or equity capital raising may not be available on acceptable terms, or at all. If undertaken by way of an equity raising, it may dilute existing Accent Shareholders. These matters may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

Accent has stated it has sufficient capital and projected future cash flows to fund its 2030 Strategic Growth Plan.

f. **Goodwill and impairment**

Accent may be required to recognise impairments to goodwill, brand names and trademarks, store assets or other assets, including potentially in the near term, as part of Accent's upcoming FY26 year-end financial reporting and audit processes, if trading performance, market conditions, discount rates, growth assumptions or other valuation inputs deteriorate. As disclosed by Accent in its half-year financial report for the 26 weeks ended 28 December 2025 (1H26 Financial Report), Accent tested goodwill for impairment as at 28 December 2025, having regard to Accent's results since FY25, which had been impacted by low overall growth in the discretionary lifestyle footwear market and a prevailing promotional trading environment that continued into the reporting period. Accent concluded that no impairment to goodwill was required as at 28 December 2025, based on expected performance and current market and economic conditions.

Accent has subsequently re-tested goodwill for impairment for the purposes of preparing this Target's Statement based on the value-in-use methodology and its current assessment of expected performance, trading outlook, current market and economic conditions and other relevant valuation inputs. Based on that re-testing, Accent has concluded that no impairment is required as at the date of this Target's Statement. However, Accent Shareholders should not assume that this position will necessarily remain unchanged.

In particular, at a share price of $0.71 per Accent Share, as at the Last Practicable Date, Accent's market capitalisation is below the carrying value of its net assets as at 28 December 2025. Further, the macroeconomic retail environment and trading conditions remain challenging. There is therefore a real and heightened risk that Accent may be required to recognise a goodwill impairment in the future (including in the near term, as part of Accent's upcoming FY26 year-end financial reporting and audit process). The amount of any such impairment, if recognised, could be material.

The fact that no impairment has been recognised as at the date of this Target's Statement does not mean that a material impairment will not be recognised in the near term. Goodwill will be formally re-tested as part of Accent's FY26 year-end financial reporting and audit processes, and the outcome of that assessment will depend on matters including trading conditions, growth prospects, discount rates, interest rates, market multiples, cost assumptions and other valuation inputs at the relevant time. If any of those matters or inputs are less favourable than currently assumed, Accent may be required to recognise a goodwill impairment as part of Accent's upcoming FY26 year-end financial reporting and audit processes or in a subsequent reporting period. Any such impairment charge could be material and would reduce Accent's reported net assets and earnings for the relevant period. The recognition of an impairment charge may also have a material adverse effect on Accent's financial performance, financial position and/or share price.

8. RISK FACTORS
continued

For personal use only

g. **Supply chain, product availability and brand partner relationships**
Accent's business depends on the timely and cost-effective availability of footwear, apparel and accessories across its retail and digital channels, and on the performance of suppliers, freight and logistics providers, inventory planning systems, foreign exchange management and key global brand partners. These risks may be heightened by global supply chain volatility, including geopolitical tensions, conflict or instability affecting key trade routes, shipping lanes, energy markets or supplier regions. Recent Iran-related tensions and disruption risk in the Strait of Hormuz have contributed to volatility in global freight, insurance and energy markets, with flow-on risks for shipping costs, fuel prices, delivery reliability and input costs. For Accent, any such disruption may result in delayed or reduced product availability, missed seasonal or promotional selling windows, excess or obsolete inventory, increased markdowns, higher working capital requirements, increased cost of goods sold, reduced gross margins and adverse impacts on sales, earnings and cash flow. In addition, any deterioration in Accent's relationships with key international brand partners, licensors, distributors or suppliers, or any failure by those parties to prioritise supply to Accent, maintain product allocations, renew or comply with distribution arrangements, or support Accent's retail and wholesale channels, may adversely affect Accent's product range, customer demand, competitive position and financial performance. These matters may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

h. **Competition and changing consumer preferences**
Accent operates in highly competitive retail and wholesale markets. Accent may be adversely affected by competition from existing and new domestic and international retailers, direct-to-consumer strategies of global brands, online competitors and aggressive discounting. Competitive pressures may include increased promotional activity, aggressive discounting, greater marketing spend, new store openings, expanded online offerings, faster delivery models and improved customer loyalty propositions. Accent may also be adversely affected if it fails to anticipate or respond effectively to changes in consumer preferences, product trends, fashion cycles, purchasing behaviour, price sensitivity or channel preferences. Any failure to maintain a compelling product range, competitive pricing, effective brand positioning and an attractive in-store and online customer experience may result in reduced sales, margin pressure, excess inventory, increased markdowns, loss of market share and adverse impacts on Accent's financial performance. These matters may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

i. **Cybersecurity, IT systems and third-party service providers**
Accent relies on IT systems, digital platforms, payment systems, warehouse and logistics providers, data and analytics tools and other third-party service providers to operate its store network, digital channels, supply chain, loyalty programs and corporate functions. A cyber incident, systems failure, data breach, technology outage or disruption affecting Accent or key third-party providers may adversely affect sales, customer experience, inventory management, order fulfilment, business continuity, other operations, reputation and financial performance.

Accent may also be exposed to risks associated with the use, adoption or failure to effectively adopt artificial intelligence and automated technologies across areas such as demand forecasting, inventory allocation, pricing, marketing, customer personalisation, fulfilment and customer service. Poorly governed use of AI may result in inaccurate outputs, misuse of confidential or personal information, intellectual property infringement, regulatory non-compliance, reputational harm or increased cyber risk. Accent may also face competitive risks if competitors use AI more effectively to optimise product ranging, pricing, marketing, fulfilment, customer engagement or loyalty programs. Any failure by Accent to maintain appropriate technology capability, data governance and AI oversight may adversely affect its competitiveness, margins, customer relevance and financial performance.

These matters may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

j. **Key personnel**
Accent's ability to execute its strategy and operate its business effectively depends on the continued performance and retention of senior management, operational personnel, retail teams and other key employees. Accent may be adversely affected by the loss of key personnel, inadequate succession planning, difficulty attracting or retaining appropriately skilled employees, labour shortages, wage inflation, workplace disruption, industrial relations issues, or failures to comply with applicable employment, workplace relations and workplace health and safety laws. Any of these matters may increase operating costs, disrupt store, distribution centre or support office operations, reduce service levels or execution capability, and may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

For personal use only

8. RISK FACTORS
continued

k. **Brand and reputation**

Accent's business depends on customer trust, brand reputation, partner relationships and stakeholder confidence. Adverse publicity, product issues, regulatory issues (including the ASIC investigation announced to ASX on 4 May 2026, as noted below), workplace matters, ESG issues or other reputational events may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

l. **Litigation, regulatory and compliance risks, including the ASIC investigation**

Accent may from time to time be involved in litigation, regulatory investigations, inquiries, disputes or claims arising in the ordinary course of its business or otherwise, including in relation to consumer law, privacy and data protection, employment and workplace relations, workplace health and safety, intellectual property, contractual arrangements, supply chain matters, leases, disclosure obligations or other operational and regulatory matters. Any such matter may result in penalties, damages, compensation, settlement costs, remediation obligations, injunctions or changes to Accent's business practices. It may also require significant management time and financial resources, give rise to adverse publicity or reputational harm, and may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price.

In particular, and as announced by Accent to ASX on 4 May 2026, ASIC has issued notices requiring Accent to provide all reasonable assistance, including the production of documents, in connection with an ASIC investigation relating to suspected contraventions of the Corporations Act in connection with trading in Accent securities during the period from 23 May 2025 to 10 June 2025. Without limitation, Accent was required to take preservation steps in relation to communications and electronic storage devices from 1 January 2025 concerning Accent's CEO Daniel Agostinelli, Non-Executive Director Michael Hapgood and another senior employee of Accent. So far as each member of the IBC is aware, as at the date of this Target's Statement, there is no material update to provide in relation to the ASIC investigation, and no charges have been laid against any person and there are no allegations against Accent. However, there remains a risk that the investigation may result in enforcement action, claims, reputational consequences or other material adverse outcomes for Accent and/or its officers and employees (including Accent's CEO Daniel Agostinelli). Such outcomes may include regulatory proceedings or other action against Accent or any of its officers or employees (including Accent's CEO Daniel Agostinelli), claims against Accent or any of its officers or employees (including Accent's CEO Daniel Agostinelli) by ASIC, another regulator or third parties arising out of or in connection with the investigation and the matters identified during, or arising from the investigation, the imposition of penalties or other sanctions, and potential consequences for Accent's officers or employees (including Accent's CEO Daniel Agostinelli), including removal from office. The ASIC investigation may also lead to, or prompt, further inquiries, investigations, reviews or regulatory action by ASIC or other regulators, enforcement agencies, market operators or other authorities, including in relation to matters identified during, or arising from, the ASIC investigation. The investigation, and any related or consequential regulatory issue, may also give rise to adverse publicity, reputational damage, increased costs, diversion of management time and other commercial consequences.

In addition, the ASIC investigation, any findings or action arising from it, or any related enforcement action or claims, may trigger default, termination, acceleration, review, consent or other adverse provisions in material agreements to which Accent or its subsidiaries are party (including its key distributor agreements). If such provisions are triggered, Accent may be exposed to adverse consequences including termination of material contracts, loss of key commercial arrangements, increased financing or compliance costs, renegotiation of terms, or other material adverse impacts on Accent's business, operations, financial position, prospects and/or share price.

m. **Market price and general investment risk**

The market price of Accent Shares may fluctuate due to factors specific to Accent, including trading performance, profitability, dividends, liquidity, investor sentiment and progress against strategic initiatives, as well as broader market factors unrelated to Accent's operating performance.

Accent Shareholders who continue to hold Accent Shares will remain exposed to movements in the market price of Accent Shares.

9. TAXATION CONSIDERATIONS

For personal use only

9.1 GENERAL

The following is a general description of the Australian income tax, GST and stamp duty consequences for Accent Shareholders who accept the Offer. The comments set out below are relevant only to those Accent Shareholders who hold their Accent Shares on capital account.

This general tax summary may not apply to Accent Shareholders who:

a. hold their Accent Shares on revenue account (including as trading stock) for Australian income tax purposes;
b. acquired their Accent Shares pursuant to an employee share or option plan;
c. acquired their Accent Shares prior to 20 September 1985;
d. are temporary residents for Australian income tax purposes;
e. are under a legal disability for Australian income tax purposes;
f. hold Accent Shares on behalf of another person;
g. are subject to the taxation of financial arrangements rules in Division 230 of the *Income Tax Assessment Act 1997* (Cth); or
h. may be subject to special tax rules, such as partnerships, banks, insurance companies, tax exempt organisations, superannuation funds, dealers in securities or entities subject to the Investment Manager Regime under Subdivision 842-I of the *Income Tax Assessment Act 1997* (Cth) in respect of their Accent Share.

Accent Shareholders who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences of accepting the Offer having regard to the laws of their country of residence, as well as the Australian law and any applicable double tax treaty.

The following description is based upon the Australian law and administrative practice in effect at the date of this Target's Statement, but it is general in nature and is not intended to be an authoritative or complete statement of the laws applicable to the particular circumstances of every Accent Shareholder. The outline does not otherwise take into account or anticipate changes in the law, whether by way of judicial decision or legislative action, nor does it take into account tax legislation of countries apart from Australia. The summary in this section should not be relied on by Accent Shareholders as taxation advice. Accent Shareholders should seek independent professional advice in relation to their own particular circumstances.

9.2 AUSTRALIAN-RESIDENT ACCENT SHAREHOLDERS

Accent Shareholders who accept the Offer

Acceptance of the Offer will involve the disposal by Accent Shareholders of their Accent Shares by way of disposal to the Bidder. This change in the ownership of the Accent Shares will constitute a CGT event A1 for Australian income tax purposes.

The time of the CGT event will be the date the Offer is accepted (i.e. when the Accent Shareholders sell their Accent Shares).

Compulsory acquisition

If an Accent Shareholder does not voluntarily dispose of their Accent Shares under the Offer and their Accent Shares are compulsorily acquired in accordance with Part 6A.1 of the Corporations Act, those Accent Shareholders will have disposed of their Accent Shares for Australian income tax purposes and such disposal will give rise to a CGT event A1.

The date of disposal for CGT purposes will be the date when the Bidder becomes the owner of the Accent Shares.

9. TAXATION CONSIDERATIONS
continued

For personal use only

Calculation of capital gain or capital loss

Accent Shareholders will make a capital gain on the disposal of Accent Shares, to the extent that the capital proceeds from the disposal of their Accent Shares are more than the cost base of those Accent Shares. Conversely, Accent Shareholders will make a capital loss to the extent that the capital proceeds are less than their reduced cost base of those Accent Shares.

The cost base of an Accent Shareholder's Accent Shares generally includes the cost of acquisition and any incidental costs of acquisition and disposal that are not deductible to the Accent Shareholder.

The capital proceeds of the capital gains tax event will include the Offer Price per Accent Share received by the Accent Shareholder in respect of the disposal of their Accent Shares.

Individuals, complying superannuation entities or trustees that have held Accent Shares for at least 12 months but do not choose to index the cost base of an Accent Share may be entitled to discount the amount of the capital gain (after application of capital losses) from the disposal of that Accent Share by 50% in the case of individuals and trusts or by 33.33% for complying superannuation entities. For trusts the ultimate availability of the discount may depend on a beneficiary's entitlement to the discount. Companies and non-residents are not entitled to the CGT discount.

Capital gains and capital losses of a taxpayer in a year of income are aggregated to determine whether there is a net capital gain. Any net capital gain is included in assessable income and is subject to income tax. Net-capital losses may not be deducted against other income for income tax purposes but may be offset against other capital gains derived in the same income year or carried forward to offset against future capital gains.

The Federal Government has recently announced proposed changes to the Australian capital gains tax regime including the removal of the capital gains tax discount in respect of CGT events occurring on or after 1 July 2027. Accent Shareholders should seek independent tax advice in relation to how the proposed changes may impact them.

9.3 NON-RESIDENT ACCENT SHAREHOLDERS

Australian capital gains tax implications

For an Accent Shareholder who:

a. is not a resident of Australia for Australian tax purposes; and
b. does not hold their Accent Shares in carrying on a business through a permanent establishment in Australia;

the disposal of Accent Shares will generally only result in Australian CGT implications if:

a. that shareholder together with its associates (as defined in section 318 of the Income Tax Assessment Act 1936 (Cth)) held 10% or more of the Accent Shares at the time of disposal or for any continuous 12-month period within 2 years preceding the disposal (**Non-portfolio Interest**); and
b. more than 50% of the market value of the assets of Accent is attributable to direct (i.e. taxable Australian real property (**TARP**)) or indirect interests in Australian real property, which is defined to include mining and exploration leases and licences.

The disposal of the Accent Shares by non-resident Accent Shareholders with a Non-portfolio Interest (i.e. 10% or more shareholding in Accent) may result in Australian income tax implications if more than 50% of the market value of the assets of Accent are attributable to direct or indirect interests in Australian real property.

The Federal Government has recently announced proposed changes to the Australian capital gains tax regime including how the capital gains tax regime operates for foreign residents. Accent Shareholders should seek independent tax advice in relation to how the proposed changes may impact them.

9. TAXATION CONSIDERATIONS
continued

Foreign resident capital gains withholding tax

The Bidder may be required to withhold an amount equal to 15% (**Foreign resident capital gains withholding tax**) of the Offer Price for each Accent Share held by certain Accent Shareholders who hold an indirect TARP interest and are subject to CGT as outlined above. Such amount is required to be remitted to the ATO under the foreign resident capital gains withholding regime under section 14-200 of Schedule 1 of the Taxation Administration Act 1953 (Cth) (TAA) in certain circumstances, as described below.

However, transactions that occur on an approved stock exchange (such as the ASX) will not generally be subject to Foreign resident capital gains withholding tax.

9.4 GOODS AND SERVICES TAX

Accent Shareholders that dispose of their Accent Shares should not be subject to GST on that disposal. Where an Accent Shareholder is not registered or required to be registered for GST, the disposal should be outside the scope of GST. Otherwise, the disposal of Accent Shares will be an input taxed financial supply. Where this is the case, Accent Shareholders should obtain independent advice to confirm whether there is any ability to claim any input tax credits for any costs (such as third-party advisor fees) incurred in relation to the disposal of their Accent Shares.

9.5 STAMP DUTY

Accent Shareholders that dispose of their Accent Shares should not be subject to any stamp duty in any Australian State or Territory with respect to their disposal.

For personal use only

10

10. ADDITIONAL INFORMATION

10.1 INTERESTS AND DEALINGS IN ACCENT SECURITIES

As at the Last Practicable Date, the Accent Directors had the following Relevant Interests in Accent Securities:

Director	Accent Shares	Accent Performance Rights
Lawrence Myers	2,260,000	N/A
Daniel Agostinelli	18,600,000	2,400,946
Matthew Durbin	650,000	988,625
Michael Hapgood	7,500,000	N/A
Donna Player	50,000	N/A
Anne Loveridge AM	30,000	N/A
David Forsey (Frasers' nominee)	N/A	N/A

In the 4-month period ending on the date immediately before the date of this Target's Statement, no Accent Director acquired or disposed of a Relevant Interest in any Accent Shares or Accent Performance Rights, other than as set out below:

- Matthew Durbin, who acquired 100,000 shares on 18 May 2026 and 200,000 shares on 19 May 2026.

Each IBC Member who has a Relevant Interest in Accent Shares intends to **REJECT** the Offer in respect of all Accent Shares which they own or control.

10.2 INTERESTS AND DEALINGS IN FRASERS

As at the Last Practicable Date, no Accent Director had an interest in any securities of Frasers or any Related Body Corporate of Frasers.

10.3 ACCENT'S RELEVANT INTEREST IN ACCENT SHARES HELD BY FRASERS

As disclosed in Accent's Substantial Holding Notices, Accent has a Relevant Interest in certain Accent Shares in which Frasers has a Relevant Interest as a result of rights under the Subscription Agreement. Those rights include rights relating to the exercise of voting rights attached to those Accent Shares. Accent Shareholders should refer to Accent's Substantial Holding Notices released to ASX for further details.

10.4 POTENTIAL EFFECT OF THE OFFER ON ACCENT'S KEY CONTRACTS

Accent and its Related Bodies Corporate are party to contracts which contain provisions that may be relevant if Frasers obtains control of Accent, if there are changes to the composition of the Accent Board, or if other related review, default or termination events occur. Depending on the relevant contract, those provisions may require consent or may give a counterparty rights to review, terminate, cancel, accelerate, amend or otherwise alter the contract.

The IBC considers that the following contracts or categories of contracts are material to Accent Shareholders' assessment of the Offer.

For personal use only

10. ADDITIONAL INFORMATION
continued

For personal use only

a. **Effect of the Offer on Accent's key distributor/supplier/customer contracts**
Accent and members of the Accent Group are party to a number of material supplier, brand licence and distribution agreements which are important to Accent's revenue, product supply and brand portfolio. Each of those material agreements contains provisions dealing with changes in ownership or control of Accent or relevant Accent Group members. Certain provisions may be triggered at ownership or control thresholds below 50%, including 25%. If triggered, the relevant counterparty may have rights including requiring consent or approval, imposing conditions, suspending or reducing supply or commercial support, or terminating the relevant agreement. The exercise of rights under even one material agreement could have a material adverse effect on Accent's business, operations, financial performance, prospects and share price.

b. **Effect of the Offer on Accent's arrangements with Frasers**
Accent has an existing strategic and commercial relationship with Frasers. As announced by Accent to ASX on 15 April 2025, Accent and Frasers entered into arrangements in relation to the launch and operation of Sports Direct in Australia and New Zealand. Those arrangements include:

i. a retail licence agreement in respect of the grant to Accent of the right to launch and operate the Sports Direct business, including online, in Australia and New Zealand for an initial 25-year term (the **Retail Agreement**); and
ii. a subscription agreement pursuant to which Frasers subscribed for 35,186,695 new Accent Shares at a price of $1.718 per Accent Share, with the subscription proceeds of approximately $60.4 million to be used to fund the initial roll-out of Sports Direct in Australia and New Zealand (the **Subscription Agreement**).

The making of the Offer does not, of itself, terminate the Retail Agreement. Based on the terms of the Retail Agreement, the nature of the Offer as made by Frasers and the disclosures made by Frasers in the Bidder's Statement, Accent does not consider that a change in ownership or control of Accent resulting from Frasers acquiring Accent Shares under the Offer would, of itself, give Frasers (or its related parties) a right to terminate the Retail Agreement under the competitor change of control provisions set out in the Retail Agreement.

Different consequences may arise under the Retail Agreement if control of Accent passes to a third party that is a competitor of Frasers, or if another termination event occurs under the Retail Agreement. In those circumstances, Frasers (or its related parties) may have rights including termination, wind-down, step-in or buy-back rights and/or Accent may be required to pay material compensation amounts calculated by reference to the minimum royalty guarantee payments that would otherwise have been payable for the remainder of the term of the Retail Agreement, depending on the circumstances.

Further details of the material terms of the Retail Agreement, including the consequences of termination and material compensation obligations, are set out in Accent's ASX announcement dated 15 April 2025.

The Subscription Agreement includes standstill restrictions which generally restrict Frasers from exceeding a 26% Relevant Interest in Accent Shares for 3 years after completion of the Subscription Agreement, subject to specified exceptions. One of those exceptions applies where Frasers undertakes a takeover offer for all Accent Shares. The Offer falls within that exception and accordingly the standstill does not prevent Frasers from making the Offer or acquiring Accent Shares under the Offer.

The Subscription Agreement also includes restrictions for the same 3 year period on Frasers from requisitioning a general meeting of Accent or proposing a resolution to be voted on at a general meeting of Accent to appoint or remove a director to or from the Accent Board (other than relating to a Frasers' nominee director), unless Accent agrees to the resolution and it is recommended by a majority of the Accent directors who are entitled to vote on the matter. This restriction is also subject to exceptions, including where Frasers undertakes a takeover offer for all Accent Shareholders and/or if Frasers has a Relevant Interest in at least 26% of Accent Shares (excluding certain prescribed interests) and wants to appoint a second nominee as a director of Accent, provided that Frasers has engaged in good faith with Accent beforehand with regard to this entitlement and Accent has not agreed to the request.

Accent Shareholders should be aware that Frasers is both a substantial shareholder of Accent and an important commercial counterparty of Accent through the Sports Direct arrangements. As a result, there may be circumstances in which Frasers' interests as a shareholder, bidder or commercial counterparty are not aligned with the interests of Accent Shareholders as a whole. The IBC will continue to manage matters involving Frasers in accordance with Accent's governance arrangements and the IBC protocols.

10. ADDITIONAL INFORMATION
continued

For personal use only

c. **Effect of the Offer on Accent's leases**

Accent Group is party to a large number of leases for its stores and other premises. These leases have been negotiated on an individual basis and contain different terms, including, in some cases, provisions dealing with changes in control, landlord consent, delisting, assignment or default events.

Based on the review undertaken to date, Accent does not expect a change in control of Accent resulting from the Offer, of itself, to give rise to termination rights across a material proportion of Accent's lease portfolio, including because a number of leases contain exceptions that may apply while Accent remains listed. However, some leases may contain provisions that could be triggered if Frasers obtains control of Accent, if control of the Accent Board changes, or if Accent ceases to be listed following the Offer or compulsory acquisition, unless landlord consent is obtained or another exception applies.

This risk may be more relevant if Frasers obtains a Relevant Interest in 90% or more of Accent Shares and proceeds with compulsory acquisition and delisting, which Frasers has stated it intends to do if it becomes entitled to compulsorily acquire the remaining Accent Shares. If any relevant landlord rights are triggered and exercised, Accent's operations, revenues and cash flows could be adversely affected, particularly if Accent is required to relocate stores or other premises on less favourable terms.

d. **Effect of the Offer on Accent's banking facilities**

Accent and certain members of the Accent Group are party to banking facilities. Under certain of those facilities, a review event will occur if there is a change of control of Accent.

Accordingly, the Offer itself does not trigger a review event under those facilities. However, if Frasers and/or its Associates acquire Voting Power in Accent of more than 50%, a review event would occur. Accent would then be required to notify the relevant agent or financiers, and Accent and the financiers would be required to negotiate in good faith to seek to agree appropriate amendments to the finance documents.

If agreement is not reached during that review period, the relevant financiers may have rights, after an agreed notice period, to cancel commitments and require repayment of amounts outstanding under the relevant facilities.

If this occurred, Accent may need to seek alternative funding arrangements. Alternative funding may not be available on equivalent terms, or may involve additional costs, more restrictive covenants or different security arrangements. Accordingly, this may have a material adverse effect on Accent's business, operations, financial performance, financial position, prospects and/or share price. The impact on Accent would depend on the amount of debt then drawn, the availability of undrawn commitments, the response of the relevant financiers, and Accent's ability to obtain any required consent, waiver, amendment or replacement funding.

10.5 EFFECT OF THE OFFER ON ACCENT'S PERFORMANCE RIGHTS

Accent operates the Accent Group Performance Rights Plan, which was last approved by Accent Shareholders at the 2022 Annual General Meeting (**Plan**).

As at the Last Practicable Date, Accent had 9,560,939 unquoted Accent Performance Rights on issue under the Plan. Each vested Accent Performance Right entitles the holder to receive one fully paid Accent Share or such other settlement as permitted under the Plan, subject to the terms of the Plan and the applicable offer terms.

The Offer does not extend to Accent Performance Rights. Accent Performance Rights are unlisted, do not carry voting or dividend rights, and cannot be transferred except in limited circumstances under the Plan.

Under the Plan, if Frasers and/or its Associates acquire a Relevant Interest in more than 50% of the voting shares of Accent:

a. a portion of each participant's unvested Accent Performance Rights will automatically and immediately vest from that date, in the proportion that Accent's share price has increased since the date of grant of those Accent Performance Rights;
b. the Accent Board may determine that all or a specified number of the participant's remaining unvested Accent Performance Rights also automatically and immediately vest; and
c. any other unvested Accent Performance Rights will automatically and immediately lapse.

Any Accent Performance Rights that are vested and have not lapsed at that time will automatically be deemed to have been exercised.

10. ADDITIONAL INFORMATION
continued

For personal use only

Under the Plan, the Accent Board has discretion to settle exercised Accent Performance Rights either by issuing or transferring Accent Shares, or by making a cash payment calculated by reference to the 10-trading-day VWAP of Accent Shares up to and including the vesting date.

As at the date of this Target's Statement, the Accent Board has not made any determination as to whether any remaining unvested Accent Performance Rights would vest if Frasers and/or its Associates acquire a Relevant Interest in more than 50% of Accent Shares, or whether any vested Accent Performance Rights would be settled in Accent Shares or cash. The Accent Board will exercise any discretion under the Plan having regard to the terms of the Plan, the circumstances existing at the relevant time, the interests of Accent Shareholders as a whole, and applicable legal requirements.

Mr David Forsey, being Frasers' nominee on the Accent Board and an executive of Frasers, will not participate in any discussion or decision concerning the treatment of Accent Performance Rights in connection with the Offer, unless required by law.

10.6 MATERIAL LITIGATION

As disclosed in section 8.4(m) of this Target's Statement, the IBC notes that ASIC has issued notices requiring Accent to provide reasonable assistance in connection with an ASIC investigation relating to suspected contraventions of the Corporations Act in connection with trading in Accent securities during the period from 23 May 2025 to 10 June 2025.

Other than as set out above, Accent is not aware of any material disputes or litigation being undertaken, commenced or threatened against Accent or any of Accent's Related Bodies Corporate.

10.7 CONSENTS

The following parties have given, and have not withdrawn before the lodgement of this Target's Statement with ASIC, their written consent to be named in this Target's Statement in the form and context in which they are so named and to the inclusion of statements attributable to them in the form and context in which they appear:

a. Arnold Bloch Leibler, to being named in this Target's Statement as Australian legal advisers to Accent;
b. Luminis Partners, to being named in this Target's Statement as financial adviser to Accent; and
c. Computershare Investor Services Pty Limited, to be named in this Target's Statement as share registry to Accent.

No such person has caused or authorised the issue of this Target's Statement, nor makes or purports to make any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based or takes any responsibility for any part of this Target's Statement, other than any reference to its name.

Each of the IBC Members have given and not withdrawn their consent to:

a. be named in this Target's Statement in the form and context in which they are named; and
b. statements attributable to them being included in this Target's Statement in the form and context in which they appear.

As permitted by *ASIC Corporations (Takeover Bids) Instrument 2023/683*, this Target's Statement may include or be accompanied by statements which are made in documents lodged with ASIC or ASX. Provided this Target's Statement fairly represents such statements, the consent of the parties making those statements is not required for, and those parties have not consented to, the inclusion of such statements in this Target's Statement.

Accent Shareholders may, during the Offer Period, obtain a copy of the documents (free of charge) in which the aforementioned statements appear (or in which statements based on those statements appear, as the case may be), or the relevant part(s) of any of those documents, by contacting the Accent Shareholder Information Line on 1300 121 025 (within Australia) or +61 3 9415 4126 (outside Australia) between 8:30am and 5:00pm (Melbourne time), Monday to Friday (excluding public holidays).

10. ADDITIONAL INFORMATION
continued

For personal use only

As permitted by *ASIC Corporations (Consents to Statements) Instrument 2026/89*, this Target's Statement may include or be accompanied by certain statements:

a. fairly representing what purports to be a statement by an official person;
b. is a correct and fair copy of, or extract from, what purports to be a public official document; or
c. is a correct and fair copy of, or extract from, a statement which has already been published in a book, journal or comparable publication.

In addition, as permitted by *ASIC Corporations (Consents to Statements) Instrument 2026/89*, this Target's Statement contains trading data sourced from IRESS and S&P Capital IQ without those persons' consent.

10.8 NO OTHER MATERIAL INFORMATION

This Target's Statement is required to include all information that Accent Shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer, but:

a. only to the extent to which it is reasonable for Accent Shareholders and their professional advisers to expect to find the information in this Target's Statement; and
b. only if the information is known to any of the Accent Directors.

As disclosed in section 2.5, Mr Forsey, being Frasers' nominee on the Accent Board, did not participate in the Accent Board's consideration of the Offer and did not vote on the resolution approving this Target's Statement.

As part of Accent's verification process for this Target's Statement, Mr Forsey was provided with a redacted near-final draft of this Target's Statement for the purpose of factual verification and identifying any material information known to him as a director of Accent which is required to be included in this Target's Statement under section 638 of the Corporations Act. The redacted draft excluded sensitive information concerning the IBC's assessment of, and response to, the Offer and the IBC's deliberations.

The Accent Directors are of the opinion that the information that Accent Shareholders and their professional advisers would reasonably require to make an informed assessment of whether to accept the Offer is the information contained in:

a. the Bidder's Statement (to the extent that the information is not inconsistent with or superseded by information in this Target's Statement);
b. Accent's releases to ASX before the date of this Target's Statement;
c. documents lodged by Accent with ASIC before the date of this Target's Statement; and
d. this Target's Statement.

The Accent Directors have assumed, for the purposes of preparing this Target's Statement, that the information contained in the Bidder's Statement is accurate (unless they have expressly indicated otherwise in this Target's Statement). However, the Accent Directors do not take any responsibility for the contents of the Bidder's Statement and are not to be taken as endorsing, in any way, any or all of the statements contained in it.

In deciding what information should be included in this Target's Statement, the Accent Directors have had regard to:

a. the nature of the Accent Shares (being fully paid ordinary shares);
b. the matters which Accent Shareholders may reasonably be expected to know;
c. the fact that certain matters may reasonably be expected to be known to the professional advisers of Accent Shareholders; and
d. the time available to Accent to prepare this Target's Statement.

Mr Forsey did not vote on the resolution approving this Target's Statement and makes no recommendation as to whether Accent Shareholders should accept the Offer because he is Frasers' nominee on the Accent Board.

11

11. DICTIONARY

For personal use only

11.1 DEFINITIONS

Term	Meaning
1H26 Financial Report	means Accent's half-year financial report for the 26 weeks ended 28 December 2025.
2030 Strategic Growth Plan	means the 2030 Strategic Growth Plan announced by Accent to ASX on 13 May 2026.
Accent	means Accent Group Limited (ACN 108 096 251).
Accent Group	means Accent and its Related Bodies Corporate.
Accent Performance Rights	means rights to acquire Accent Shares, subject to the relevant performance hurdles being met over the applicable performance period.
Accent Securities	means Accent Shares and/or Accent Performance Rights (as applicable).
Accent Share/s	means fully paid ordinary shares in the capital of Accent.
Accent Shareholder Information Line	means the information line established by Accent to answer questions from Accent Shareholders about the Offer.
Accent Shareholders or Shareholders	means the holders of Accent Shares.
Announcement Date	means 15 June 2026.
ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning given under section 9 of the Corporations Act. However, where the term associate is used in clause 9.3, it takes its meaning from that clause.
ASX	means ASX Limited (ABN 98 008 624 691) or, as the financial market, the Australian Securities Exchange, where the context requires.
ATO	means the (Federal) Commissioner of Taxation or the Australian Taxation Office.
Attachment	means an attachment to this Target's Statement.
Barrenjoey Markets Pty Limited	means Barrenjoey Markets Pty Limited (ABN 66 636 976 059) (AFSL 521800).
Bidder	means Frasers.
Bidder's Statement	means the bidder's statement dated 15 June 2026 prepared by Frasers in respect of the Offer.
Board or Accent Board	means the board of Directors of Accent.
Business Day	means a day on which banks are open for general banking business in Sydney (not being a Saturday, Sunday or public holiday in that place).
CGT	means the Australian income tax regime that determines and imposes tax, commonly referred to as capital gains tax, on capital gains.
CHESS	means the Clearing House Electronic Subregister System operated by ASX Settlement, which provides for the electronic transfer, settlement and registration of securities.
CHESS Holding	means a holding of shares on the CHESS Subregister of Accent.

11. DICTIONARY
continued

Term	Meaning
CHESS Subregister	has the meaning given in the ASX Settlement Operating Rules.
Controlling Participant	has the meaning given in the ASX Settlement Operating Rules.
Corporations Act	means the *Corporations Act 2001* (Cth) and any regulations made under, and modifications made in respect of that Act.
Directors or Accent Directors	means the directors of Accent.
Foreign resident capital gains withholding tax	has the meaning given in clause 9.3.
FY	means a financial year ending 30 June (or other date as specified).
Frasers	means Frasers Group plc (Company No. 06035106).
GST	means the goods and services tax.
IBC	means the Independent Board Committee of Accent established to consider and respond to the Offer, comprising all Accent directors other than Mr David Forsey.
IBC Member	means a member of the IBC.
Issuer Sponsored Holding	means a holding of Accent Shares on Accent's issuer sponsored subregister.
Last Practicable Date	means Friday, 26 June 2026 being the last practicable trading date on ASX prior to finalisation of this Target's Statement.
Listing Rules	means the official listing rules of ASX as amended or varied from time to time.
Non-portfolio Interest	has the meaning given in clause 9.3.
Offer	means the on-market takeover offer by Frasers for Accent Shares under the terms and conditions contained in section 9 of the Bidder's Statement.
Offer Period	means the period during which the Offer will remain open for acceptance in accordance with the terms and conditions of the Bidder's Statement.
Offer Price	means the price offered for Accent Shares under the Offer, being $0.65 cash for each Accent Share.
Plan	means the Accent Group Performance Rights Plan.
Register	means the register of Accent Shareholders maintained by Accent in accordance with the Corporations Act.
Related Body Corporate	has the meaning given in section 50 of the Corporations Act.
Relevant Interest	has the meaning given in sections 608 and 609 of the Corporations Act.
Retail Agreement	has the meaning given in section 10.4(b).

For personal use only

11. DICTIONARY
continued

Term	Meaning
Rights	means all accretions, rights or benefits of whatever kind attaching to or arising from or in respect of the Accent Shares, whether directly or indirectly at or after the Announcement Date, including, without limitation all rights to receive dividends (but excluding the attaching franking credit), to receive or subscribe for shares, units, notes, options, or other securities and to receive all other distributions or entitlements declared, paid, made or issued by Accent or any member of the Accent Group after the Announcement Date.
Subscription Agreement	has the meaning given in section 10.4(b).
Substantial Holding Notices	means the notice of initial substantial holding lodged by Accent on ASX on 16 April 2025 and subsequent notices of changes of interests of substantial holdings lodged by Accent on ASX on 13 May 2025, 4 February 2026 and 16 June 2026 and any subsequent and related notices lodged by Accent.
Target's Statement	means this document and includes the Attachments to it.
TARP	has the meaning given in clause 9.3.
Trading Day	has the meaning given to that term in the Listing Rules.
Voting Power	has the meaning given in section 610 of the Corporations Act.
VWAP	means volume weighted average price.
Your Accent Shares	means the Accent Shares in respect of which you are able to give good title at the time you sell those Accent Shares into the Offer during the Offer Period.

For personal use only

11. DICTIONARY
continued

11.2 INTERPRETATION

a. Unless otherwise specified, words and phrases have the meaning given in the Corporations Act.
b. Where a term is defined, its other grammatical forms have a corresponding meaning.
c. A reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
d. Headings and bold type are for convenience only and do not affect the interpretation of this Target's Statement.
e. The singular includes the plural and vice versa.
f. Words importing any gender include all genders.
g. A reference to a person includes any company, partnership, joint venture, association, corporation or other body corporate.
h. Unless otherwise specified, a reference to a section or paragraph is to a section of or paragraph in this Target's Statement.
i. Unless otherwise specified, a reference to time is a reference to the time in Melbourne, Australia.
j. Unless otherwise specified, a reference to AUD, A$ or $ is to the lawful currency of Australia and a reference to GBP or £ is to the lawful currency of the United Kingdom.
k. References to foreign exchange conversions are calculated using the exchange rate of £1.00 : A$1.9064, being the spot exchange rate for GBP into Australian dollars used in the Bidder's Statement.

For personal use only

12. APPROVAL OF THIS TARGET'S STATEMENT

12

This Target's Statement has been approved by a resolution passed by the Accent Directors.

Mr David Forsey, being Frasers' nominee on the Accent Board, did not participate in consideration of the Offer and did not vote on the resolution approving this Target's Statement.

Signed for and on behalf of Accent Group Limited by:



Lawrence Myers
Chairman

For personal use only

ATTACHMENT A – ASX ANNOUNCEMENTS

The following table lists the announcements released to ASX in relation to Accent in the period between 15 June 2026 (the date of announcement of the Offer) and the Last Practicable Date:

DATE	TITLE
15 June 2026	Intention to Make Takeover Bid
15 June 2026	Bidder's Statement
15 June 2026	Change in substantial holding
15 June 2026	AX1 - Company Response to Frasers Takeover Bid
16 June 2026	Change in substantial holding
22 June 2026	Directors' Statement re Takeover

For personal use only

ATTACHMENT B – CORPORATE DIRECTORY

Accent
2/64 Balmain Street
Richmond VIC 3121

Financial Adviser
Luminis Partners
Level 32, Aurora Place
88 Phillip Street
Sydney NSW 2000

Legal Adviser
Arnold Bloch Leibler
Level 21
333 Collins Street
Melbourne VIC 3000

Share Registry
Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford, VIC 3067

For personal use only

For personal use only

For personal use only

Accent Group Limited
(ABN: 85 108 096 251)
2/64 Balmain Street, Richmond VIC 3121
+61 3 9427 9422
www.accentgr.com.au