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ABN: 81 108 676 204

Notice is given that the 2021 Annual General Meeting (**AGM** or **Meeting**) of shareholders of Super Retail Group Limited (**Company**) will be held as a virtual meeting at 11.30 a.m. (AEST) on 20 October 2021.

In light of the uncertain nature of COVID-19 and related government restrictions, the Meeting will be held as a virtual meeting. Shareholders are invited to participate online, including to view the Meeting, ask questions and vote in real time. There will not be a venue where shareholders can physically attend.

PARTICIPATION IN THE AGM



Watch and participate live online

Shareholders can watch and participate in the AGM via the Online Platform by using a desktop computer or mobile/tablet device with internet access.

Click on the link below or type the address into your web browser on your computer or other device
<https://agmlive.link/SUL21>.

Shareholders participating online can view the AGM live, ask questions, make comments and cast direct votes in real time during the Meeting.

For further assistance, please refer to the Virtual Meeting Guide available at the [AGM Information Hub](#).



Voting options

Shareholders can vote by:

- ▷ voting online in real-time by lodging a direct vote during the AGM;
- ▷ appointing a proxy to vote on their behalf at the AGM; or
- ▷ direct voting before the AGM.

Even if you plan to attend online, you are encouraged to submit a directed proxy or direct vote before the Meeting so that your vote can still be counted if there is a technical difficulty.



Ask a question

All shareholders will be able to ask questions during the AGM. Written questions can be asked via the Online Platform. Shareholders who wish to ask a question or make a comment verbally may do so via the questions and comments phone line. Please refer to the Virtual Meeting Guide available at the [AGM Information Hub](#) for further details.

Shareholders are also encouraged to lodge questions before the Meeting by accessing www.linkmarketservices.com.au, selecting 'Voting' and then clicking 'Ask a Question'.

Alternatively, shareholders can submit a Shareholder Question Form, which is available at the Company's [AGM Information Hub](#).

Further details about how to participate at the AGM are set out in the Explanatory Notes.

FUTURE ALTERNATE ARRANGEMENTS

If, due to the COVID-19 pandemic, it becomes necessary or appropriate to make further alternative arrangements for the AGM, the Company will ensure that shareholders are given as much notice as possible. Any additional information will be announced to the ASX and made available at the Company's [AGM Information Hub](#).

BUSINESS OF THE MEETING

ITEM 1. FINANCIAL REPORT

To receive and consider the financial report of the Company for the year ended 26 June 2021, together with the Directors' Report and the Auditor's Report.

ITEM 2. REMUNERATION REPORT

To adopt the Remuneration Report for the year ended 26 June 2021.

ITEM 3. RE-ELECTION OF DIRECTORS

- 3.1 To re-elect Dr Sally Pitkin AO as a Director
- 3.2 To re-elect Mr Peter Everingham as a Director

ITEM 4. SPECIAL RESOLUTION TO INSERT PROPORTIONAL TAKEOVER PROVISIONS IN CONSTITUTION

To insert proportional takeover provisions as a new rule 22.9 and Schedule 2 in the Company's Constitution, as set out in Annexure 1 to this Notice of Meeting.



Rebecca Farrell
Chief Legal Officer & Company Secretary
Super Retail Group Limited

20 September 2021

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and provide shareholders with an explanation of the Business of the Meeting and proposed resolutions. The Board recommends that shareholders read these Explanatory Notes before deciding how to vote on a resolution.

When reading these Explanatory Notes, please refer to the Glossary of key terms that appears at the end of this document. Each defined term starts with a capital letter.

The Chair intends to vote all available undirected proxy appointments **in favour** of resolutions 2, 3.1, 3.2, and 4.

ITEM 1 REPORTS AND ACCOUNTS

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the year ended 26 June 2021 will be laid before the Meeting.

A reasonable opportunity will be provided at the Meeting for shareholders as a whole to ask questions about the reports, and on the performance and management of the Company generally. Representatives of the Company's external auditor, PricewaterhouseCoopers, will be available to answer questions relevant to the preparation and content of the Auditor's Report.

The reports are available on the Company's website at: <https://www.superretailgroup.com.au/investors-and-media/corporate-governance/>.

There is no requirement for a formal resolution on this Item.

ITEM 2 ADOPTION OF REMUNERATION REPORT

*The Board recommends that shareholders vote **in favour** of this resolution.*

Section 250R(2) of the Corporations Act requires the Company to put a resolution to the AGM for adoption of the Remuneration Report. The vote on the resolution will be advisory only and will not bind the Directors or the Company. However, the Board values shareholder feedback and will take into consideration the outcome of voting on this resolution when assessing remuneration policy for executives and Non-Executive Directors in the future.

The Company is committed to creating a high-performance culture. Remuneration and benefits are set in the context of an overall policy to provide market-competitive remuneration and arrangements that support the attraction, development, engagement and retention of team members. These aims are aligned with the interests of shareholders.

Similarly, the Company's remuneration strategy is designed to attract and retain experienced, qualified Non-Executive Directors and to remunerate appropriately to reflect the responsibilities of the position. Non-Executive Directors receive fees to recognise their contribution to the work of the Board and the Committees on which they serve.

The Remuneration Report is set out in pages 43 to 67 of the Company's 2021 Annual Report. It is also available on the Company's website at: <https://www.superretailgroup.com.au/investors-and-media/corporate-governance/>.

A voting exclusion applies to this item.

ITEM 3 RE-ELECTION OF DIRECTORS

ITEM 3.1 RE-ELECTION OF DR SALLY PITKIN AO AS A DIRECTOR

*The Board (without Dr Pitkin voting) recommends that shareholders vote **in favour** of this resolution.*

Dr Pitkin was appointed as a Director of the Company on 1 July 2010 and as the Chair of the Board on 23 October 2017. She is the Chair of the Nomination Committee and an ex-officio member of the Human Resources and Remuneration Committee.

Dr Pitkin was last re-elected as a Director of the Company at the 2018 AGM on 24 October 2018. Article 9.3 of the Company's Constitution and ASX Listing Rule 14.4 require that a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or last election, or for more than three years, whichever is the longer. As Dr Pitkin is eligible, she offers herself for re-election.

Dr Pitkin has more than 25 years' experience as a non-executive director in the listed, private, public and non-profit sectors, including experience in international markets, and more than 17 years' experience as a non-executive director of ASX200 companies. She is a former lawyer and former partner of a national law firm with banking law, corporate law and corporate governance expertise. She is a non-executive director of ASX listed companies The Star Entertainment Group Limited and Link Administration Holdings Limited, Fellow of the Australian Institute of Company Directors, and Chair of the Institute's Corporate Governance Committee. Dr Pitkin holds a Doctor of Philosophy (Governance), a Master of Laws and Bachelor of Laws. Dr Pitkin was recognised for her contributions to corporate governance standards in the 2021 Australia Day Honours List, being made an Officer of the Order of Australia.

In accordance with Recommendation 2.3 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the Board considered and confirms the ongoing independence of Dr Pitkin. In considering the independence of Dr Pitkin, the Board noted in particular the significant change in the composition of the Executive Leadership Team, including the appointment of a new CEO in 2019. The Board confirmed that notwithstanding Dr Pitkin's tenure, she still remains an independent Non-Executive Director of the Board.

The Board believes that Dr Pitkin is an effective Chair, and that her capability and experience in strategy, finance, governance, human resources and organisational culture, risk management, technology and regulatory and stakeholder engagement, together with her substantial experience with the Company and other major companies enhances the Board's ability to oversee the Company's performance and governance and is a significant asset to the Board. Accordingly, the Board (with Dr Pitkin abstaining) recommends the re-election of Dr Pitkin.

ITEM 3.2 RE-ELECTION OF MR PETER EVERINGHAM AS A DIRECTOR

*The Board (without Mr Everingham voting) recommends that shareholders vote **in favour** of this resolution.*

Mr Everingham was appointed as a Director of the Company on 19 December 2017 and is a member of the Audit and Risk Committee, Human Resources and Remuneration Committee and Nomination Committee.

Mr Everingham was last elected as a Director of the Company at the 2018 AGM on 24 October 2018.

Article 9.3 of the Company's Constitution and ASX Listing Rule 14.4 require that a Director must not hold office without re-election past the third annual general meeting following the Director's appointment or last election, or for more than three years, whichever is the longer. As Mr Everingham is eligible, he offers himself for re-election.

Mr Everingham is an experienced executive with more than 25 years' corporate experience, including 18 years in senior executive roles in the digital sector. He was formerly Managing Director of SEEK Limited's International Division, and served as a Non-Executive Director of the education businesses, IDP Education, Online Education Services and THINK Education, as well as Chairman of Seek's China subsidiary, Zhaopin Limited. His previous executive roles include Director of Strategy for Yahoo! in Australia and Southeast Asia. He is a non-executive director of iCar Asia Limited and WWF-Australia, Australia's largest conservation organisation.

Mr Everingham holds a Master of Business Administration from IESE, a Bachelor of Economics from The University of Sydney, and is a graduate member of the Australian Institute of Company Directors.

The Board considers Mr Everingham to be an independent director.

The Board believes that Mr Everingham's capability and experience, particularly in strategy and digital technologies is a significant asset to the Board, particularly in the execution of the Company's omni retail channel and digital strategy. Accordingly, the Board (with Mr Everingham abstaining) recommends Mr Everingham for re-election.

ITEM 4 PROPORTIONAL TAKEOVER PROVISIONS

*The Board recommends that shareholders vote **in favour** of this resolution.*

It is proposed to insert a new rule 22.9 and Schedule 2 into the Company's Constitution relating to proportional takeover bids, as set out at Annexure 1 of this Notice of Meeting.

A proportional takeover bid occurs when a bidder offers to acquire only a proportion of each shareholder's shares (e.g. five out of every eight shares held). Under the Corporations Act, companies may include proportional takeover rules in their constitutions that enable shareholders to vote on a proportional bid 'in-principle' before a proportional bid is permitted to proceed. These rules expire if they are not refreshed by a special resolution of shareholders every three years. A significant number of ASX-listed companies have proportional takeover provisions in their constitutions and routinely have the provisions refreshed by shareholders.

The Corporations Act requires the Company to provide shareholders with an explanation of the proposed proportional takeover approval provisions (as set out below) so that shareholders may make an informed decision on whether to support or oppose the resolution.

WHY ARE PROPORTIONAL TAKEOVER APPROVAL PROVISIONS NEEDED?

The Board considers that shareholders should have the opportunity to vote on any proportional takeover bid for the Company

Without these provisions, a bid may enable control of the Company to pass without shareholders having the chance to sell all their shares to the bidder. Shareholders therefore may be exposed to the risk of being left as a minority in the Company, and of the bidder taking control of the Company without paying an adequate premium for control.

The Board also considers that the provisions may avoid shareholders feeling pressured to accept a bid in circumstances where they do not want it to succeed.

WHAT IS THE EFFECT OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS?

If a proportional takeover bid is made, the directors must ensure that shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

If the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after the date of adoption. The provisions may be renewed, but only by a special resolution.

NO PERSON TO ACQUIRE OR INCREASE ITS SUBSTANTIAL INTEREST

At the date this statement was prepared, no director is aware of a proposal by a person to acquire, or to increase, a substantial interest in the Company.

POTENTIAL ADVANTAGES AND DISADVANTAGES

The Board considers that the proportional takeover approval provisions have no potential advantages or disadvantages for them personally and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders of the company are:

- shareholders will have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help shareholders avoid being locked in as a minority;
- there will be an increase in the bargaining power of shareholders which may ensure that any partial offer is adequately priced; and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for shareholders of the company include:

- proportional takeover bids for shares in the company may be discouraged;
- shareholders may lose an opportunity to sell some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

VOTING EXCLUSIONS

ITEM 2 REMUNERATION REPORT

Votes may not be cast, and the Company will disregard any votes cast, on Item 2 by or on behalf of:

- a) any KMP member whose remuneration details are included in the Remuneration Report for the financial year ended 26 June 2021, or by any of their Closely Related Parties, regardless of the capacity in which the votes are cast; and
- b) any person who is a KMP member at the time this Item is voted on at the AGM, or by any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the Item:

- in accordance with a direction in the proxy appointment; or
- by the Chair in accordance with an express authorisation in the proxy appointment to cast the votes even if the Item is connected directly or indirectly with the remuneration of a KMP member.

ATTENDING AND PARTICIPATING IN THE AGM ONLINE

To attend the Meeting, you will need to log in to the Online Platform provided by our share registry, Link, and register your attendance. Registration will commence at 11:00 a.m. (AEST) on the day of the Meeting.

To log onto the platform, you will need a desktop or mobile/tablet device with internet access. Please follow these instructions:

- Step 1** click on the link, <https://agmlive.link/SUL21>, or type the address into your web browser on your computer or other device
- Step 2** **(shareholders)** if you are a shareholder, to obtain a voting card or ask a question, you will need your SRN or HIN. You can find this on your holding statement sent to you by Link, the share registry or CHESS.
- OR
- (proxyholders)** if you are a proxy holder, your login details will be provided to you by Link no later than 24 hours before the Meeting.
- Step 3** once you have completed Step 2, you will be given details as to how to vote and ask questions during the AGM.

More information about how to use the Online Platform is available in the Virtual Meeting Guide which has been lodged with the ASX and is available at the Company's [AGM Information Hub](#). You can also call Link on 1800 170 502.

We recommend that you test to see that it works on your device before the AGM starts at 11.30 a.m. (AEST). Further instructions on device configurations are provided in the Virtual Meeting Guide. We also recommend logging onto the Online Platform at least 15 minutes prior to the scheduled start time for the Meeting.

Technical difficulties may arise during the course of the AGM. The Chair has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises. In exercising her discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where she considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders are encouraged to lodge a directed proxy or direct vote in advance of the Meeting even if they plan to attend the Meeting online.

ASKING QUESTIONS AT THE AGM

Discussion will take place on all Items of business to be considered at the Meeting. Refer to the Business of the Meeting and Explanatory Notes above for further information relating to these Items.

All shareholders will have a reasonable opportunity to ask questions during the AGM, including an opportunity to ask questions of the Company's External Auditor, PricewaterhouseCoopers. Shareholders will be able to ask a question or make a comment in real-time by following the prompts in the Online Platform. Shareholders who wish to ask a question or make a comment verbally may do so via the

questions and comments phone line. More information on how to do this can be found on the Virtual Meeting Guide, available on the [AGM Information Hub](#).

To ensure that as many shareholders as possible have the opportunity to ask questions, shareholders are requested to observe the following guidelines:

- all shareholder questions should be stated clearly and should be relevant to the Business of the Meeting, including matters arising from the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an Item, all questions should be asked at the one time; and
- shareholders should not ask questions at the Meeting relating to any matters that are personal to the shareholder or commercial in confidence.

Shareholders who are unable to participate in the Meeting or who would prefer to register their questions in advance are welcome to do so. Please access www.linkmarketservices.com.au, select 'Voting' then click 'Ask a Question'.

Alternatively, shareholders can submit a Shareholder Question Form, which is available on the [AGM Information Hub](#).

The Company will endeavour to address the more frequently asked questions during the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Written questions must be received by the Company or Link by **5.00 p.m. (AEST)** on **Wednesday, 13 October 2021**, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form). Please note that individual responses will not be sent to shareholders.

VOTING INFORMATION

DETERMINATION OF ENTITLEMENT TO VOTE AND PARTICIPATE

The Corporations Regulations 2001 (Cth) (regulation 7.11.37) permit the Company to specify a time, not more than 48 hours before a general meeting, at which a 'snapshot' of shareholders will be taken for the purposes of determining shareholders' rights to vote at the Meeting. For the purposes of the AGM, the Board has determined that shares will be taken to be held by the persons who are registered as members as at **7:00 p.m. (AEST) on Monday, 18 October 2021**. This means that if you are not the registered member in respect of a share at that time, you will not be entitled to vote in respect of that share.

HOW TO VOTE

To vote at this year's AGM, you can:

1. vote online in real-time by lodging a direct vote **during** the AGM;
2. appoint a proxy **before** the AGM to vote on your behalf at the AGM; or
3. lodge a direct vote **before** the AGM.

SUBMIT A DIRECT VOTE BEFORE THE AGM

If you wish to submit a direct vote before the AGM, you can:

- lodge a direct vote online by visiting the website www.linkmarketservices.com.au and following the instructions provided; or
- lodge a hard copy direct vote with Link. To obtain a hard copy direct voting form, you can:
 - o download the form from our [AGM Information Hub](#); or
 - o call Link on 1800 170 502,

and send the hard copy in one of the ways listed below under 'Where to lodge your direct votes and proxy appointments'.

Completed direct voting forms must be lodged online, or received by the Company or Link, by no later than **11.30 a.m. (AEST) on Monday, 18 October 2021**.

In order to make a valid direct vote, you must complete the voting directions for each item by marking 'For', 'Against' or 'Abstain'. Votes will only be valid for items marked. No vote will be counted for items left blank. However, if the voting form is left blank for all items, the Chair will be taken to be your appointed proxy for all items.

By submitting a direct vote, you agree to be bound by the Direct Voting Rules adopted by the Board.

APPOINT A PROXY BEFORE THE AGM

If you wish to appoint a proxy, you can:

- lodge a proxy appointment online by visiting the website www.linkmarketservices.com.au and following the instructions provided; or
- lodge a hard copy proxy appointment with Link. To obtain a hard copy proxy appointment form, you can:
 - o download the form from our [AGM Information Hub](#); or
 - o call Link on 1800 170 502,

and send the hard copy in one of the ways listed below under 'Where to lodge your direct votes and proxy appointments'.

Completed proxy appointments must be lodged online, or received by the Company or Link, by no later than **11.30 a.m. (AEST) on Monday, 18 October 2021**.

In accordance with the Corporations Act, you are notified that:

- if you are a shareholder entitled to attend and vote at the Meeting, you may appoint a proxy to attend and vote for you;
- a proxy may be an individual or a body corporate and does not need to be a shareholder of the Company;
- the appointment may specify the proportion or number of votes that the proxy may exercise for you; and
- if you are entitled to cast two or more votes on an Item at the Meeting, you may appoint two proxies and may specify the proportion, or number of votes, each proxy is entitled to exercise. If you appoint two proxies and the appointments do not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of your votes.

Unless you direct the proxy how to vote, the proxy may vote as the proxy thinks fit (except as specified in the voting exclusions) or abstain from voting. If you direct your proxy to abstain from voting, your votes will not be counted in computing the required majority on a poll.

If the Chair is appointed, or taken to be appointed, as proxy, but the appointment does not specify the way to vote on an Item, then the Chair intends to exercise the relevant shareholder's votes in favour of all Items of business. In accordance with the Corporations Act, any directed proxies not voted on a poll at the Meeting will automatically default to the Chair, who will vote the proxies as directed.

WHERE TO LODGE YOUR DIRECT VOTES AND PROXY APPOINTMENTS BEFORE THE AGM

To lodge your direct vote or proxy appointment online at www.linkmarketservices.com.au, you will need to enter your SRN or HIN and postcode/country code, as recorded for your holding.

To lodge your hard copy direct vote or proxy appointment (and any proxy authority), you can:

- do it **online** at www.linkmarketservices.com.au
- **mail** it to Super Retail Group Limited
c/- Link Market Services Limited
Limited Locked Bag A14
South Sydney NSW 1235
- **fax** it to + 61 2 9287 0309
- deliver it **by hand*** to c/- Link Market Services Limited
Level 12
680 George Street
Sydney NSW 2000
- do it **by mobile device** scan the QR Code on the Proxy Form

* Due to the changing nature of COVID-19 restrictions, it is possible that offices may not be occupied at the relevant time and the Company, therefore, encourages online lodgement of direct votes and proxy appointments or delivery by one of the other means above.

VOTE DIRECTLY ONLINE DURING THE AGM

You will be able to vote online in real-time by lodging a direct vote using the Online Platform any time between the start of the Meeting at **11.30 a.m. (AEST)** and the closure of voting as announced by the Chair during the Meeting.

More information about online participation in the Meeting is available in the Virtual Meeting Guide available on our [AGM Information Hub](#).

DIRECT VOTING RULES

In accordance with article 8.23 of the Company's Constitution, the Directors have approved certain rules governing direct voting, a copy of which is available at our [AGM Information Hub](#). In particular, the Directors have:

- determined that, at the AGM, a shareholder who is entitled to vote on a resolution at the AGM is entitled to a direct vote in respect of that Item; and
- have approved:
 - o the lodgement of a direct vote online before the AGM through Link;
 - o the lodgement of a hard copy direct voting form (which can be obtained at the [AGM Information Hub](#) and from Link); or
 - o the use of the Online Platform as the means by which shareholders can deliver a direct vote in real time during the AGM.

ALL ITEMS OF BUSINESS WILL BE VOTED ON BY POLL

The Board considers voting by poll to be in the interests of the shareholders as a whole and ensures the views of as many shareholders as possible are represented at the Meeting. Accordingly, voting for each Item at the Meeting will be conducted by a poll. On a poll, voting shareholders have one vote for every fully paid ordinary share held.

The results of the voting on resolutions requiring a shareholder vote at the Meeting will be announced to the ASX promptly after the Meeting.

CORPORATE REPRESENTATIVES

A shareholder, or proxy, that is a corporation and entitled to participate and vote at the AGM may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative in accordance with section 250D of the Corporations Act must be lodged with the Company 48 hours before the AGM.

ATTORNEYS

Shareholders entitled to participate and vote at the AGM are entitled to appoint an attorney to participate and vote at the AGM on the shareholder's behalf. An attorney need not be a shareholder of the Company. The power of attorney appointing the attorney must be duly signed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must be submitted in the same manner, and by the same time, as outlined above for direct voting forms and proxy appointments.

EVIDENCE OF SIGNING AUTHORITY

If a direct voting form, a proxy appointment or an appointment of a corporate representative is signed on behalf of an individual or a corporation under power of attorney or other authority, the power of attorney or other authority under which the relevant instrument is signed, or a copy of that power of attorney or other authority, certified as a true copy by statutory declaration, must accompany the instrument unless the power of attorney or other authority has previously been noted by Link.

GLOSSARY OF KEY TERMS

AGM or Meeting	Annual General Meeting
Associate	has the meaning given in the ASX Listing Rules
ASX	ASX Limited, or the market operated by it
ASX Listing Rules	the official listing rules of the ASX (as amended from time to time)
Board	the Board of Directors of the Company
Business of the Meeting	the business of the Meeting as set out in the 2021 Notice of Annual General Meeting
Chair	the Chair of the Meeting
Closely Related Party	<p>in relation to a KMP member:</p> <ul style="list-style-type: none"> • a spouse or child of the member; • a child of the member's spouse; • a dependant of the member or of the member's spouse; • anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or • a company controlled by the member
Company	Super Retail Group Limited (ACN 108 676 204)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Direct Voting Rules	the Company's direct voting rules, a copy of which is available on the Company's website at http://www.superretailgroup.com.au/investors-and-media/corporate-governance/ and at the AGM Information Hub .
Group	the Company and its controlled entities
HIN	Holder Identification Number, which can be found in the top right corner of the Shareholder Letter

Item	the items and resolutions put forward for consideration by shareholders at the 2021 AGM
KMP	key management personnel. The KMP members are those persons having authority and responsibility for planning, directing and controlling the activities of the consolidated Group, either directly or indirectly. The KMP members for the consolidated Group during the year ended 26 June 2021 are listed in the Remuneration Report
Link	the Company's share registry, Link Market Services Limited
MD&CEO	Managing Director and Chief Executive Officer of the Company
Online Platform	Link's Online Platform that shareholders can access to vote and ask questions
Remuneration Report	the report named as such in the Company's 2021 Annual Report
SRN	Shareholder Reference Number, which can be found in the top right corner of the Shareholder Letter

ANNEXURE 1 – PROPORTIONAL TAKEOVER PROVISIONS

22.9 PLEBISCITE TO APPROVE PROPORTIONAL TAKEOVER BIDS

This Constitution includes Schedule 2. Schedule 2 ceases to have effect at the end of 3 years beginning:

- (a) where those rules have not been renewed in accordance with the Corporations Act, on the date that those rules were adopted by the Company; or
- (b) where those rules have been renewed in accordance with the Corporations Act, on the date those rules were last renewed.

SCHEDULE 2 PLEBISCITE TO APPROVE PROPORTIONAL TAKEOVER BIDS

1.1 Definitions

The meanings of the terms used in this Schedule 2 are set out below. All references to rules are references to rules within this Schedule.

Approving Resolution means in relation to a Proportional Takeover Bid, a resolution to approve the Proportional Takeover Bid passed in accordance with rule 1.3.

Approving Resolution Deadline means in relation to a Proportional Takeover Bid, the day that is 14 days before the last day of the bid period and during which the offers under the Proportional Takeover Bid remain open or a later day allowed by the Australian Securities and Investments Commission.

Proportional Takeover Bid means a takeover bid that is made or purports to be made under section 618(1)(b) of the Corporations Act in respect of securities included in a class of securities in the Company.

Relevant Class means in relation to a Proportional Takeover Bid, the class of securities in the Company in respect of which offers are made under the Proportional Takeover Bid.

1.2 Transfers not to be registered

Despite any other rule in the Constitution, a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless an Approving Resolution has been passed or is taken to have been passed in accordance with rule 1.3.

1.3 Approving Resolution

- (a) Where offers have been made under a Proportional Takeover Bid, the Board must:
 - (i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing a resolution to approve the Proportional Takeover Bid; and
 - (ii) ensure that the resolution is voted on in accordance with this rule 1.3, before the Approving Resolution Deadline.
- (b) The provisions of this Constitution relating to general meetings apply (with any necessary changes) to a meeting that is convened under rule 1.3(a), as if that meeting were a general meeting of the Company.

- (c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution and if they do vote, their votes must not be counted.
- (d) Subject to rule 1.3(c), a person who held securities of the relevant class as at the end of the day on which the first offer under the Proportional Takeover Bid was made is entitled to vote on the Approving Resolution.
- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If an Approving Resolution has not been voted on in accordance with this rule 1.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution will be taken to have been passed in accordance with this rule 1.3 on the Approving Resolution Deadline.

Super Retail
Group



ABN: 81 108 676 204

www.superretailgroup.com.au