

ASX ANNOUNCEMENT

Tuesday, 24 September 2024

Notice of 2024 Annual General Meeting

Super Retail Group Limited (ASX:SUL) (**Super Retail Group**), in accordance with the ASX Listing Rules, attaches its 2024 Notice of Annual General Meeting (**AGM**) and the following related documents:

- Proxy / Direct Voting Form;
- Shareholder Question Form; and
- Letter to Shareholders.

The AGM will take place on Thursday, 24 October 2024 at 10.00 am (AEST) as a hybrid meeting, with the physical component of the AGM to be held at the offices of Super Retail Group, 6 Coulthards Avenue, Strathpine QLD 4500.

Super Retail Group shareholders can visit <https://www.superretailgroup.com.au/> for further information about the AGM.

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The release of this announcement has been authorised by the Board of Super Retail Group Limited.

Notice of Annual General Meeting

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HOW TO PARTICIPATE IN THE AGM

Super Retail Group Limited's (**Super Retail Group** or the **Company**) 2024 Annual General Meeting (**AGM**) will be held at 10.00 am (AEST) on Thursday, 24 October 2024 as a hybrid meeting. Shareholders can participate in or view the AGM by:



Attending in person

Shareholders, proxyholders and corporate representatives can attend the AGM in person at **the offices of Super Retail Group at 6 Coulthards Avenue, Strathpine Queensland 4500** where they may ask questions and vote. Registration will commence at 9.30 am (AEST) on the day.

See page 17 for further information on attending in person, including options for getting to the venue.



Attending online via the online platform

Shareholders, proxyholders and corporate representatives may watch and participate in the AGM online via the online platform using a computer or mobile device.

- To access the online platform, enter <https://meetings.linkgroup.com/SUL24> into your web browser.
- You will be prompted to register by inputting your name, contact number and email address. To vote or ask questions, you will be required to provide your SRN/HIN and postcode. Proxyholders will be provided with their proxy number by Link at least 24 hours before the meeting.
- For further assistance, please refer to Link's Virtual Meeting Online Guide available on our website.

Once registered as a shareholder or proxyholder, the online platform will allow you to view a live webcast of the meeting, ask written and oral questions, and cast direct votes in real time during the meeting.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the meeting. Online registration for the meeting will open 30 minutes before the start of the meeting.



Viewing via the webcast

The meeting will be webcast live on the Company's website.

Those viewing the webcast will not be able to participate in the meeting and will not be able to vote or ask questions. Those viewing may view the webcast via the online platform by registering as a guest.

The meeting will be recorded and made available on the Company's website after the meeting.



Voting options for the AGM

Shareholders can vote by:

- voting in person during the AGM;
- direct voting via the online platform during the AGM;
- appointing a proxy **before** the AGM to vote on their behalf at the AGM (either in person or online); or
- lodging a direct vote **before** the AGM.

Shareholders are encouraged to submit a directed proxy or direct vote ahead of the meeting.

Proxy votes and direct votes can be lodged at <https://investorcentre.linkgroup.com>.

You may still attend the meeting and vote (either in person or via the online platform) even if you have lodged a direct vote or appointed a proxy before the AGM. Your attendance will cancel your direct vote (unless you instruct the Company or the Company's share registry otherwise) or suspend your proxy appointment while you are present at the meeting.

Further information on appointing a proxy or lodging a direct vote ahead of the meeting is available on pages 19 to 20.



How to ask questions

Only shareholders and proxyholders may ask questions **during the AGM**, once they have been verified. The online platform allows shareholders and proxyholders to ask written or oral questions during the meeting.

Shareholders may also lodge questions **prior to the meeting** by logging into

<https://investorcentre.linkgroup.com> and clicking on 'Ask a question' by **10.00 am (AEST) on Tuesday, 22 October 2024**. Alternatively, shareholders can complete and submit a Shareholder Question Form by that time. The Shareholder Question Form is available on Company's website at www.superretailgroup.com.au.

It may not be possible to respond to all questions.

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

Notice is given that the 2024 Annual General Meeting (**AGM**) of Super Retail Group Limited (ABN 81 108 676 204) (**Super Retail Group** or **the Company**) will be held at 10.00 am (AEST) on Thursday, 24 October 2024 as a hybrid meeting. Shareholders and proxyholders can attend the meeting either in person at 6 Coulthards Avenue, Strathpine Queensland 4500 or online at <https://meetings.linkgroup.com/SUL24>. Registration (for those attending in person and online) will commence at 9.30 am (AEST) on the day.

The items of business should be read in conjunction with the Explanatory Notes on pages 5 to 21 and the Annexures on pages 22 to 24. The Explanatory Notes form part of this Notice of Meeting.

ITEMS OF BUSINESS

ITEM 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company and its controlled entities for the financial year ended 29 June 2024.

ITEM 2. ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, pass the following as an ordinary resolution:

To adopt the Remuneration Report of the Company for the financial year ended 29 June 2024.

Note: The Remuneration Report is set out on pages 57 to 88 of the Company's FY24 Annual Report.

The vote on this resolution is advisory only and does not bind the directors or the Company.

ITEM 3. ELECTION AND RE-ELECTION OF DIRECTORS

ITEM 3.1 ELECTION OF MS PENELOPE WINN AS A DIRECTOR

To consider and, if thought fit, pass the following as an ordinary resolution:

That Ms Penelope Winn be elected as a director of the Company.

ITEM 3.2 ELECTION OF MR COLIN STORRIE AS A DIRECTOR

To consider and, if thought fit, pass the following as an ordinary resolution:

That Mr Colin Storrie be elected as a director of the Company.

ITEM 3.3 RE-ELECTION OF MR PETER EVERINGHAM AS A DIRECTOR

To consider and, if thought fit, pass the following as an ordinary resolution:

That Mr Peter Everingham be re-elected as a director of the Company.

ITEM 4. APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO GROUP MD AND CEO

To consider and, if thought fit, pass the following as an ordinary resolution:

That approval is given for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the grant of 101,066 Performance Rights (and the subsequent issue or transfer of ordinary shares on vesting of those Performance Rights) to the Group Managing Director and Chief Executive Officer, Mr Anthony Heraghty, on the terms set out in the Explanatory Notes to the Notice of Meeting convening this meeting.

ITEM 5. RATIFICATION OF APPOINTMENT OF AUDITOR

To consider and, if thought fit, pass the following as an ordinary resolution:

That for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, Ernst & Young (EY) having been nominated by a Company shareholder and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company.

ITEM 6. RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN CONSTITUTION

To consider and, if thought fit, pass the following as a special resolution:

That the proportional takeover provisions contained in rule 22.9 and Schedule 2 of the Company's Constitution, as set out in Annexure 1 to the Notice of Meeting (and as adopted by shareholders in 2021), be renewed for a period of three years commencing from the date of this Annual General Meeting.

By order of the Board.



Anna Sandham
Company Secretary

24 September 2024

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and provide shareholders with information relevant to the business to be considered at the AGM. Shareholders should read these Explanatory Notes in full before deciding how to vote on the resolutions.

Unless the context requires otherwise, capitalised terms used in this Notice of Meeting (including these Explanatory Notes) have the same meaning given to them in the Glossary.

The Chair of the AGM intends to vote all available undirected proxies **in favour** of resolutions 2, 3, 4, 5, and 6.

ITEM 1 FINANCIAL STATEMENTS AND REPORTS

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 29 June 2024 will be laid before the meeting. There will be no formal resolution put to the meeting.

The reports are contained in the Company's FY24 Annual Report. The FY24 Annual Report is available on the Company's website at www.superretailgroup.com.au.

Shareholders and proxyholders will be given a reasonable opportunity to ask questions and make comments about the reports. Representatives of the Company's external auditor, Ernst & Young (EY), will be present at the AGM and shareholders and proxyholders will have an opportunity to ask the auditor questions relevant to the preparation and content of the Auditor's Report.

ITEM 2 ADOPTION OF THE REMUNERATION REPORT

As required by section 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted will be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and is not binding. 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 achieving sustained high performance. Remuneration and benefits are set in the context of an overall philosophy to provide market-competitive remuneration and arrangements that support the attraction, motivation 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 contained in the Company's FY24 Annual Report on pages 57 to 88.

A voting exclusion applies to this item.

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

ITEM 3 ELECTION AND RE-ELECTION OF DIRECTORS

Penelope Winn and Colin Storrie have been appointed as Independent Non-Executive Directors of the Company since the last Annual General Meeting and offer themselves for election under article 9.7 of the Company's Constitution.

Independent Non-Executive Director Peter Everingham retires by rotation and being eligible, offers himself for re-election in accordance with article 9.3 of the Company's Constitution.

A brief summary of their qualifications and experience is set out below.

ITEM 3.1 ELECTION OF MS PENELOPE WINN AS A DIRECTOR

Penelope Winn was appointed as an Independent Non-Executive Director of the Company effective from 1 December 2023. She is a member of the Board Audit Committee and the Board Risk and Sustainability Committee.

Experience

Ms Winn is an experienced director with deep understanding of the retail and FMCG sectors. Currently serving on the board of Ampol Limited, Ms Winn previously held Non-Executive Director roles with Coca-Cola Amatil Limited, CSR Limited, Goodman Limited, Port Waratah Coal Services Limited (Chair), Lux Group, Z Energy, The Amphora Group (Accolade Wines) and Quantum. Ms Winn is also a member of the ANU Foundation Board.

During her 30-year retail career, Ms Winn held executive leadership positions with Woolworths, Myer, Asda, and Big W, including roles overseeing store operations, retail management and end-to-end supply chain transformation.

In her final executive position before moving into directorship roles, Ms Winn was Director of Group Retail Services for Woolworths, with responsibility for online retailing, supply chain, technology, and customer engagement.

Ms Winn holds a Bachelor of Commerce, Masters in Business Administration, and is a graduate member of the Australian Institute of Company Directors.

Recommendation

The Board considers that Ms Winn's substantial experience as a non-executive director and extensive experience as an executive in senior leadership positions in the retail sector have been, and will continue to be, of great benefit to Super Retail Group.

Prior to submitting herself for election, Ms Winn confirmed that she would continue to have sufficient time to properly fulfil her director's duties for the Company. In accordance with the Company's policy on independence for Non-Executive Directors, the Board (with Ms Winn abstaining) has determined that Ms Winn remains independent.

The Board (with Ms Winn abstaining) unanimously recommends that shareholders vote in favour of Ms Winn's election.

ITEM 3.2 ELECTION OF MR COLIN STORRIE AS A DIRECTOR

Colin Storrie was appointed as an Independent Non-Executive Director of the Company effective from 1 September 2024. He is a member of the Board Audit Committee and, subject to his election as a Director at the AGM, will become Chair of the Board Audit Committee from the conclusion of the AGM.

Experience

Mr Storrie has more than 20 years' experience in Board and executive management roles at a range of leading Australian businesses operating across the retail, financial services, aviation, travel, logistics and technology sectors.

Mr Storrie was previously on the boards of Endeavour Group, Qantas Airways, AIG Australia and Star Track Express.

During his executive career Mr Storrie was the Chief Financial Officer at both AMP and Qantas, and the Deputy Chief Financial Officer of the Woolworths Group, before leading a number of its portfolio businesses.

Mr Storrie holds a Bachelor of Commerce, is a Fellow of the Australian Society of CPAs and is a graduate member of the Australian Institute of Company Directors.

Recommendation

The Board considers that Mr Storrie's extensive experience in senior financial roles with some of Australia's largest and most successful businesses has been, and will continue to be, of great benefit to Super Retail Group.

Prior to submitting himself for election, Mr Storrie confirmed that he would continue to have sufficient time to properly fulfil his director's duties for the Company. In accordance with the Company's policy on independence for Non-Executive Directors, the Board (with Mr Storrie abstaining) has determined that Mr Storrie remains independent.

The Board (with Mr Storrie abstaining) unanimously recommends that shareholders vote in favour of Mr Storrie's election.

ITEM 3.3 RE-ELECTION OF MR PETER EVERINGHAM AS A DIRECTOR

Peter Everingham was appointed as an Independent Non-Executive Director of the Company on 19 December 2017. He is the Chair of the Board Human Resources and Remuneration Committee and member of the Board Risk and Sustainability Committee.

Experience

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 iCar Asia Limited, ME Bank and the education businesses, IDP Education, Online Education Services and THINK Education, as well as Chairman of SEEK's China subsidiary, Zhaopin Limited. Prior to SEEK, Mr Everingham was Director of Strategy for Yahoo! in Australia and Southeast Asia.

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 Australia Institute of Company Directors. Mr Everingham is also a Director of Medibank Private Limited and WWF-Australia.

Recommendation

The Board considers that Mr Everingham's significant capability and extensive executive experience, particularly in strategy and digital technologies, is a significant asset to the Board and has been, and will continue to be, of great benefit to Super Retail Group.

Prior to submitting himself for re-election, Mr Everingham confirmed that he would continue to have sufficient time to properly fulfil his director's duties for the Company. In accordance with the Company's policy on independence for Non-Executive Directors, the Board (with Mr Everingham abstaining) has determined that Mr Everingham remains independent.

The Board (with Mr Everingham abstaining) unanimously recommends that shareholders vote in favour of Mr Everingham's re-election.

ITEM 4 APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO GROUP MD AND CEO

The Company is seeking shareholder approval for the proposed grant of Performance Rights to the Group MD and CEO as his long-term incentive (**LTI**) for FY25.

The Performance Rights proposed to be granted to Mr Heraghty under Item 4 form part of his remuneration for FY25. If shareholder approval is obtained, the Performance Rights will be granted under the Company's Employee Equity Incentive Plan (**EIP**).

Why is shareholder approval being sought?

This approval is being sought under ASX Listing Rule 10.14, which provides that a listed company may only permit a director of the company to acquire newly issued shares or rights to shares under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of shareholders. Mr Heraghty is covered by ASX Listing Rule 10.14.1 because he is the Managing Director of the Company.

Shareholder approval is only required under ASX Listing Rule 10.14 if new shares may be issued to a director and approval is not required if existing shares are purchased on market to satisfy awards under the EIP, where the terms of the EIP require such on-market purchases. The ordinary shares required to satisfy the proposed grant of Performance Rights to the Group MD and CEO are expected to be purchased on-market by the trust established to hold shares for EIP purposes. However, shareholder approval is sought to preserve flexibility in the event the Board determines to issue shares rather than purchase them on-market when Performance Rights vest and are exercised.

What is the Group MD and CEO's proposed FY25 LTI grant?

It is proposed that Mr Heraghty will be granted 101,066 Performance Rights. This number was determined by dividing Mr Heraghty's LTI award for FY25 equalling \$1,800,000 by the volume-weighted average price of ordinary shares in the Company sold over five trading days up to and including 29 August 2024 (being \$17.81).

Mr Heraghty's remuneration package for FY25 also includes:

- total fixed remuneration of \$1,500,000 (inclusive of superannuation); and
- short-term incentive (**STI**) equal to a target of \$1,200,000 (and a maximum of \$1,800,000) (paid 70% in cash and 30% in Restricted Shares, deferred for up to two years).

Each Performance Right provides Mr Heraghty with the opportunity to receive one fully paid ordinary share in the Company (or an equivalent cash amount), provided certain performance hurdles and service-based vesting conditions are met (as outlined below) and the right is then exercised by Mr Heraghty. As the Performance Rights are part of Mr Heraghty's remuneration, no amount is payable on the grant of Performance Rights or on allocation of ordinary shares if Performance Rights vest and are exercised. The Board retains a discretion to make a cash payment in lieu of an allocation of ordinary shares, which is intended to allow the Board to deal with any exceptional circumstances that arise.

The actual value (if any) that Mr Heraghty will receive from this grant cannot be determined until the end of the three-year performance period, and will depend on matters including the extent to which the performance hurdles are met and the Company's share price at the time of exercise of vested rights.

The Company has decided to grant Mr Heraghty Performance Rights because they maintain an alignment between Mr Heraghty and shareholders.

Full details of Mr Heraghty's awarded remuneration in respect of FY24 is set out in the Remuneration Report (pages 57 to 88 of the Company's FY24 Annual Report).

Other key terms of the Performance Rights and the EIP

The following table summarises the other key terms of the Performance Rights and the EIP.

Performance period	Three financial years beginning 30 June 2024.												
Performance hurdles	<p>One half of Mr Heraghty's Performance Rights will be subject to a cumulative normalised earnings per share (EPS) hurdle over the performance period. The remaining half will be subject to a hurdle of normalised return on capital (ROC) averaged over the performance period.</p> <p>The weighting and vesting schedule applied to each performance hurdle is set out below:</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="2">Measures</th> </tr> <tr> <th>Cumulative normalised EPS over the performance period</th> <th>Normalised ROC average over the performance period</th> </tr> </thead> <tbody> <tr> <td>Weight</td> <td>50%</td> <td>50%</td> </tr> <tr> <td>Proportion that qualifies for delivery in accordance with the vesting period outlined below</td> <td> <p>Below threshold: 0% of this portion</p> <p>Threshold (\$3.15): 50% of this portion</p> <p>Maximum (\$3.57): 100% of this portion</p> <p>Straight-line vesting: Between threshold and maximum</p> </td> <td> <p>Below threshold: 0% of this portion</p> <p>At threshold (13.1%): 5% of this portion</p> <p>At maximum (15%): 100% of this portion (Maximum)</p> <p>Straight-line vesting: Between threshold and maximum</p> </td> </tr> </tbody> </table>			Measures		Cumulative normalised EPS over the performance period	Normalised ROC average over the performance period	Weight	50%	50%	Proportion that qualifies for delivery in accordance with the vesting period outlined below	<p>Below threshold: 0% of this portion</p> <p>Threshold (\$3.15): 50% of this portion</p> <p>Maximum (\$3.57): 100% of this portion</p> <p>Straight-line vesting: Between threshold and maximum</p>	<p>Below threshold: 0% of this portion</p> <p>At threshold (13.1%): 5% of this portion</p> <p>At maximum (15%): 100% of this portion (Maximum)</p> <p>Straight-line vesting: Between threshold and maximum</p>
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Vesting period	<p>If the performance hurdles are satisfied within the performance period, the Performance Rights will vest over subsequent years in accordance with the following schedule:</p> <table border="1"> <thead> <tr> <th>Time after grant of performance rights:</th> <th>Percentage of performance rights that vest:</th> </tr> </thead> <tbody> <tr> <td>Three years</td> <td>50</td> </tr> <tr> <td>Four years</td> <td>50</td> </tr> </tbody> </table>		Time after grant of performance rights:	Percentage of performance rights that vest:	Three years	50	Four years	50					
Time after grant of performance rights:	Percentage of performance rights that vest:												
Three years	50												
Four years	50												
Testing and time restrictions	<p>Mr Heraghty's Performance Rights will be tested against the performance hurdles at the end of the performance period. Performance Rights will only vest once the Board, in its discretion, determines that the performance hurdles and any other applicable vesting conditions have been satisfied. If the performance hurdles are not met at the vesting date, the Performance Rights will lapse. There is no retesting of performance hurdles under the Plan. The Board has discretion to determine that a Performance Right vests prior to the end of the relevant period and retains a discretion to adjust performance-related outcomes.</p>												
Exercise terms	<p>Performance Rights which vest may be exercised (at no cost to Mr Heraghty) at any time up to the date that is eight years after the grant date. Any Performance Rights which are not exercised before that date will lapse.</p>												

Other key terms of the Performance Rights and the EIP (continued)

Dividends, voting rights and dealings	Performance Rights do not carry voting or dividend rights (until ordinary shares are issued upon vesting and exercise) and are non-transferable, except in limited circumstances with the consent of the Board. However, for Performance Rights that do vest, the Board has determined that a dividend equivalent payment will be paid by the Company for the period between vesting and exercise of those rights. The dividend equivalent payment (if any) will only become payable once Performance Rights are exercised and will be paid in cash (unless the Board determines otherwise), equal to the value of the dividends inclusive of the value of any applicable imputation credits which applied to the dividends. Unless the Board determines otherwise, no dividend equivalent payment will be made in respect of any vested Performance Rights that have lapsed for any reason.
Prohibition on hedging	Mr Heraghty may not hedge Performance Rights, whether unvested or vested but not yet exercised.
Clawback provisions	The Board has the discretion to adjust Performance Rights (including to zero) where Mr Heraghty has acted fraudulently or dishonestly or is found to be in material breach of his obligations, there is a material misstatement or omission in the financial statements, or the Board determines that circumstances have occurred that have resulted in an unfair benefit to Mr Heraghty.
Cessation of employment	<p>The Board has a broad discretion to determine the treatment of Mr Heraghty's Performance Rights if his employment ceases for any reason.</p> <p>Where the Board does not exercise its discretion, some default treatments will apply. If Mr Heraghty's employment is terminated for cause, all Performance Rights will lapse. If he resigns, all unvested Performance Rights will lapse. In all other cases, Performance Rights will remain on foot and subject to the original terms (including as to testing and vesting) except that the expiry date of the Performance Rights will be the earlier of:</p> <ul style="list-style-type: none"> • in respect of a Performance Right that: <ul style="list-style-type: none"> ○ vests in accordance with its terms after the date Mr Heraghty ceases to be an employee, 90 days after the date of vesting; or ○ is vested on the date Mr Heraghty ceases to be an employee, 90 days after that date; and • the original expiry date (being eight years after the date of the grant).
Control event	The Board has a discretion to determine the treatment of Performance Rights on the occurrence of specified change of control events. Unvested Performance Rights will vest on a pro-rata basis where the Board does not exercise its discretion.
Adjustments to Performance Rights	The Board may grant additional Performance Rights or make adjustments it considers appropriate to the terms of a Performance Right in order to ensure that Mr Heraghty does not enjoy a windfall gain or suffer a material detriment as a result of any corporate action by, or capital reconstruction in relation to, the Company, including any return of capital.
Trading Restrictions	Unless the Board determines otherwise, shares allocated on the vesting and exercise of Performance Rights will not be subject to any further trading restrictions other than the Company's Securities Trading Policy and any applicable restrictions imposed by law.

Additional information required by the ASX Listing Rules

- Mr Heraghty is the only person referred to in ASX Listing Rule 10.14 who is entitled to participate in the EIP.
- If shareholder approval is not obtained, the proposed grant of Performance Rights to the Group MD and CEO will not proceed. This may impact the Company's ability to incentivise the Group MD and CEO and align his interests with those of shareholders. In such circumstances the Board will need to consider alternative remuneration arrangements, including a cash payment, which may be less effective in aligning Mr Heraghty's interests with shareholders.
- The ASX Listing Rules require this Notice of Meeting to state the number and average acquisition price (if any) of securities previously issued to Mr Heraghty under the EIP. Mr Heraghty has previously been issued 810,875 Performance Rights and 167,022 Restricted Shares under the EIP. These securities were granted at no cost to Mr Heraghty.
- If Item 4 is approved, the Performance Rights will be allocated to Mr Heraghty as soon as practicable after the AGM and in any event within 12 months after the meeting.
- Details of any Performance Rights issued under the EIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
- No loan will be made by the Company in relation to the grant of Performance Rights or the allocation or issue to Mr Heraghty of any shares on vesting and exercise of those Performance Rights.
- Approval of this resolution will also result in the Performance Rights granted under the EIP to Mr Heraghty being included as an exception to ASX Listing Rule 7.1. This means the Performance Rights granted under the EIP to Mr Heraghty, and any shares issued pursuant to this approval, will not use up part of the Company's 15% placement capacity available under ASX Listing Rule 7.1.
- Note that a voting exclusion applies to this item.

The Board (with Mr Heraghty abstaining) unanimously recommends that shareholders vote in favour of the grant of the Performance Rights to the Group MD and CEO.

ITEM 5 RATIFICATION OF APPOINTMENT OF AUDITOR

On 1 March 2024, the Company appointed Ernst & Young (**EY**) as auditor of the Company to fill a casual vacancy in accordance with section 327C of the Corporations Act, following the Australian Securities and Investments Commission's consent to the resignation of the previous auditor of the Company, PricewaterhouseCoopers, in accordance with section 329(5) of the Corporations Act.

Under section 327C(2) of the Corporations Act, an auditor who has been appointed under section 327C of the Corporations Act only holds office as auditor of the company until the company's next annual general meeting (being the AGM the subject of this Notice of Meeting).

Accordingly and in accordance with section 327B(1)(b) of the Corporations Act, the Company now seeks shareholder approval for the ongoing appointment of EY as auditor of the Company and its controlled entities.

Pursuant to section 328B of the Corporations Act, the Company received a valid written notice of nomination from a shareholder which nominated EY to be appointed as the auditor of the Company. A copy of the notice of nomination is set out in Annexure 2 of this Notice of Meeting.

EY has provided the Company, and has not withdrawn, its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

The appointment of EY as auditor will be by vote of shareholders as an ordinary resolution.

The Board unanimously recommends that shareholders vote in favour of the resolution to ratify the appointment of EY as the auditor of the Company and its controlled entities.

ITEM 6 RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN CONSTITUTION

It is proposed that rule 22.9 and Schedule 2 of the Company's Constitution relating to proportional takeover bids, as set out at Annexure 1 of this Notice of Meeting and as adopted by shareholders in 2021, be renewed for a period of three years with effect from the conclusion of the Annual General Meeting. These provisions of the Company's Constitution are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the company.

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. Under the Corporations Act, these rules expire if they are not refreshed by a special resolution of shareholders every three years. The Company's proportional takeover rules were approved by shareholders at the 2021 annual general meeting and accordingly are due for renewal. A significant number of ASX-listed companies have proportional takeover provisions in their constitutions and routinely have the provisions refreshed by shareholders.

The directors consider it is in the best interests of shareholders to renew the proportional takeover provisions. If the special resolution in Item 6 is passed, the proportional takeover provisions will apply for a further 3 years from the date of the AGM on exactly the same terms as the existing provisions.

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 continue to 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.

To deal with this possibility, the Company may provide in its Constitution that:

- in the event of a proportional takeover bid being made for shares in the Company, shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- the majority decision of the Company's shareholders will be binding on all individual shareholders.

These provisions allow shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.

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 proportional takeover provisions provide that 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 resolution is not voted on within the required time, the bid will be taken to have been approved.

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.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after the date of renewal. The provisions may be renewed again, 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 Corporations Act requires shareholders to be given a statement which examines the advantages and disadvantages, for directors and shareholders, of the proportional takeover provisions proposed to be renewed.

The Board considers that the proportional takeover approval provisions have no potential advantages or disadvantages for them personally (in their capacity as directors) 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 include:

- all shareholders will have an opportunity to consider the terms of a proportional takeover bid and 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;
- the provisions can assist in ensuring that control does not pass without an appropriate control premium being paid to all shareholders; 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;
- the chance of a proportional takeover bid being successful may be reduced;
- the provisions may be considered as an unwarranted additional restriction on the ability of shareholders to freely deal with their shares;
- reduced flexibility for the Board in responding to a proportional takeover bid; and
- the Board already has the ability to recommend shareholders reject a proportional offer and any additional step could add complexity.

While the proportional takeover provisions were previously in effect, there were no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the directors and shareholders respectively, however, the directors are not aware of any potential takeover bid that was discouraged by these provisions.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages of renewing the proportional takeover provisions for an additional 3 years.

The Board unanimously recommends that shareholders vote in favour of the renewal of the proportional takeover provisions in the Company's Constitution.

VOTING EXCLUSIONS

ITEM 2

ADOPTION OF THE REMUNERATION REPORT

Item 2 is connected with the remuneration of the Company's key management personnel (**KMP**). A vote on Item 2 must not be cast, and the Company will disregard any votes cast on Item 2 by or on behalf of:

- (a) a member of the KMP whose remuneration details are disclosed in the Company's FY24 Remuneration Report, 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 Item 2 is voted on at the AGM, or by any of their closely related parties, as a proxy,

unless the vote is cast by a person as a proxy for a person entitled to vote on Item 2 in accordance with a direction on the proxy form.

This restriction on voting undirected proxies does not apply to the Chair of the AGM acting as proxy for a person entitled to vote on Item 2 because the Company's proxy appointment expressly authorises the Chair of the AGM to exercise undirected proxies. A closely related party includes close family members and companies the KMP controls.

ITEM 4

GRANT OF PERFORMANCE RIGHTS TO THE GROUP MD AND CEO, MR ANTHONY HERAGHTY

The Company will disregard any votes cast in favour of Item 4 by or on behalf of the Group MD and CEO (being the only current director who is eligible to participate in the EIP) or any associate of the Group MD and CEO. However, this does not apply to a vote cast in favour of Item 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with the directions given to the proxy or attorney to vote on Item 4 in that way; or
- (b) the Chair of the AGM, as proxy or attorney for a person who is entitled to vote on Item 4, in accordance with a direction given to the Chair to vote on Item 4 as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 4; and
 - the holder votes on Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Item 4 by a member of the KMP of the Company at the time Item 4 is voted on at the AGM, or a closely related party of a KMP, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Item 4. This restriction on voting undirected proxies does not apply to the Chair of the AGM acting as proxy for a person entitled to vote on Item 4 because the Company's proxy appointment expressly authorises the Chair of the AGM to exercise undirected proxies.

IMPORTANT INFORMATION FOR SHAREHOLDERS

Date: Thursday, 24 October 2024
 Time: 10.00 am (AEST)
 Venue: 6 Coulthards Avenue, Strathpine QLD 4500

GETTING THERE

The Company's office is located in Strathpine, in the northern suburbs of Brisbane and is easily accessible by car, bus and train.

You will be greeted on arrival at the building and directed to the AGM room on Level 2 via the lifts located at reception.

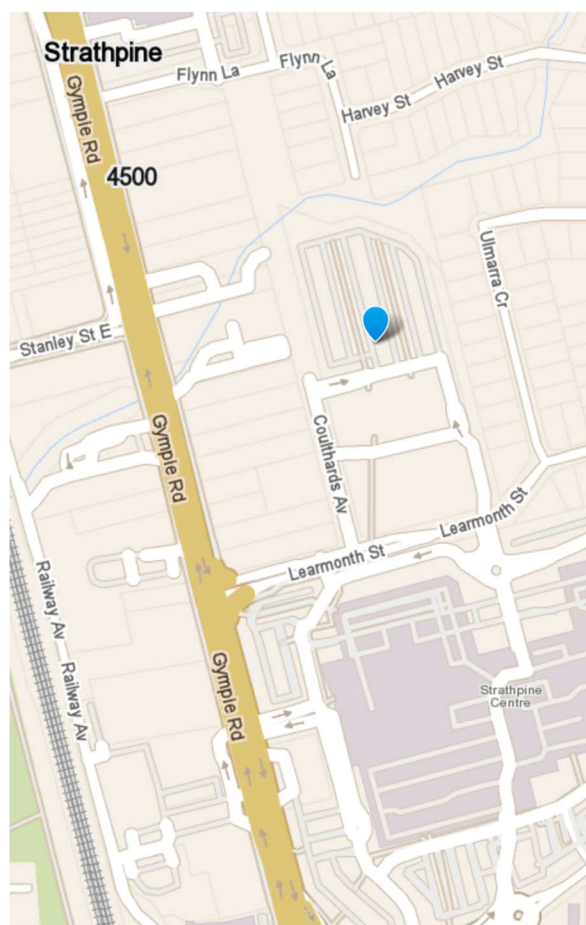
Travelling by car: Parking is available at the venue.

Travelling by train: The venue is a 10 minute walk from Strathpine Train Station.

Travelling by bus: The Strathpine Bus Station and the Gympie Road at Stanley Street bus stop (Stop ID 311095) are both located within a 5 minute walk of the venue.

On-site parking is available for people with disabilities, with disabled car parking spaces closely located to the lifts which access the AGM room.

For more information about public transport options, please visit translink.com.au.



ATTENDING THE AGM IN PERSON

Shareholders, proxyholders and corporate representatives may participate in the AGM by attending the meeting in person at 6 Coulthards Avenue, Strathpine Queensland 4500. Information on getting to the venue is set out above. Registration will commence at 9.30 am (AEST) on the day of the meeting.

ATTENDING THE AGM ONLINE

Shareholders, proxyholders and corporate representatives can attend and participate in the AGM online via the online platform provided by our share registry, Link. Online registration will commence at 9.30 am (AEST) on the day of the meeting.

To log into and register via the online platform, you will need a computer or mobile device with internet access. Please follow these instructions:

Step 1 Click on the link, <https://meetings.linkgroup.com/SUL24>, or type the address into your web browser on your computer or mobile device.

Step 2 (shareholders) If you are a shareholder, to obtain a voting card or ask a question, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). Your SRN/HIN is printed on your Voting Form.

OR

(proxyholders) If you are a proxyholder, 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 written and oral questions during the AGM.

More information about how to use the online platform is available in Link's Virtual Meeting Online Guide which is available on the Company's website at www.superretailgroup.com.au. You can also call Link on 1800 990 363 (within Australia) or +61 1800 990 363 (internationally).

CONDUCT OF THE MEETING

Super Retail Group is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxyholders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about Super Retail Group generally. The Chair of the AGM will exercise her powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise during the AGM, the Chair has discretion as to whether and how the AGM should proceed. In exercising her discretion, the Chair will have regard to the impact of the technical issues on the ability of shareholders to participate in the meeting and cast direct votes online. The Chair may, in exercising her powers as Chair of the AGM, issue any instructions for resolving any technical issues and may continue the meeting if appropriate to do so in the circumstances.

QUESTIONS AND COMMENTS BY SHAREHOLDERS

At the meeting, shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the business of the meeting, the management of the Company or about the Company generally.

Only shareholders and proxyholders may ask questions, once they have been verified. Questions may be asked in person at the AGM or via the online platform during the AGM (as written or oral questions). Information on how to ask a written or oral question via the online platform is set out in Link's Virtual Meeting Online Guide available on the Company's website.

EY, the Company's external auditor, will attend the meeting and there will be an opportunity for shareholders to ask questions relevant to the audit.

Shareholders may also submit questions ahead of the AGM by logging into <https://investorcentre.linkgroup.com> and clicking on 'Ask a question'. Alternatively, shareholders can submit a Shareholder Question Form, which is available on the Company's website at www.superretailgroup.com.au.

Questions submitted in advance of the meeting need to be received by the Company's share registry by **10.00 am (AEST) on Tuesday, 22 October 2024**.

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. Please note that individual responses will not be sent to shareholders.

VOTING INFORMATION

ELIGIBILITY TO PARTICIPATE AND VOTE

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), you will be eligible to participate and vote at the AGM if you are registered as a holder of ordinary shares in the Company at **7.00 pm (Sydney time) on Tuesday, 22 October 2024**.

HOW TO VOTE

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

- vote in person during the AGM;
- vote online during the AGM via the online platform;
- lodge a direct vote **before** the AGM; or
- appoint a proxy **before** the AGM to vote on your behalf at the AGM (either in person or via the online platform).

SUBMIT A DIRECT VOTE BEFORE THE AGM

You may cast a direct vote before the AGM, either online at <https://investorcentre.linkgroup.com> or by completing and submitting a Voting Form.

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.

In accordance with article 8.23 of the Company's Constitution, the Directors have approved certain rules governing direct voting (**Direct Voting Rules**), a copy of which is available on the Company's website. By submitting a direct vote, you agree to be bound by these rules.

If you cast a direct vote prior to the meeting, you may still attend and vote at the meeting (either in person or via the online platform). However, your attendance at the meeting will cancel your direct vote unless you instruct the Company or the Company's share registry otherwise.

APPOINT A PROXY BEFORE THE AGM

You can appoint a proxy to participate and vote on your behalf rather than attending the AGM or casting a direct vote in advance of the meeting. You may appoint a proxy either online at <https://investorcentre.linkgroup.com> or by completing and submitting a Voting Form.

A proxy may be an individual or a body corporate, and the proxy need not be a shareholder of the Company. If you are entitled to cast two or more votes, you may nominate two proxies to vote on your behalf at the meeting by completing two separate Voting Forms. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. You must return both Voting Forms together. If you require an additional Voting Form, please contact Link on 1800 170 502 (within Australia) or +61 1800 170 502 (internationally).

Votes may be cast 'For' or 'Against' or you may 'Abstain' from voting on a resolution. 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 may abstain from voting.

To direct a proxy how to vote on any resolution, mark the appropriate box on the Voting Form or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction

must not exceed the total number of shares held or 100%. If you 'Abstain' from voting your votes will not be counted in computing the required majority on a poll.

If you appoint the Chair as your proxy, or the Chair is taken to be appointed as your proxy, but the appointment does not specify the way to vote on a resolution, then the Chair intends to exercise your votes in favour of all resolutions. In accordance with the Corporations Act, any directed proxies not voted on a poll at the AGM will automatically default to the Chair, who will vote the proxies as directed.

If you appoint a proxy, you may still participate in the meeting. However, your proxy's right to speak and vote will be suspended while you are present at the meeting.

VOTING TO BE CONDUCTED BY POLL

Voting on each of the proposed resolutions at this meeting will be conducted by poll.

LODGING YOUR DIRECT VOTES AND PROXY APPOINTMENTS

Direct votes and proxy appointments must be lodged online or received by the Company or the Company's share registry, Link, by no later than **10.00 am (AEST) on Tuesday, 22 October 2024**.

You can lodge your direct vote or proxy appointment:

- online at <https://investorcentre.linkgroup.com> by following the instructions. You will need your SRN or HIN in respect of your holding;
- by completing a Voting Form and:
 - **posting** it to Link using the reply paid envelope or to:

Super Retail Group Limited
c/- Link Market Services Limited
Locked Bag A14
South Sydney NSW 1235
 - **faxing** it to + 61 2 9287 0309
 - **email** it to sul@linkmarketservices.com.au
 - **hand delivering** it to Link at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150; or Level 12, 680 George Street, Sydney NSW 2000

Any revocations of proxies or any original or a certified copy of any power of attorney under which the Voting Form was signed must also be received by this time unless previously provided to Link.

CORPORATE REPRESENTATIVES

Corporate shareholders may appoint a person as its corporate representative to attend the AGM on their behalf. The representative must provide evidence of his or her appointment unless it has previously been provided to the Company's share registry, Link.

Shareholders can obtain the 'Appointment of Corporate Representative' form from Link's website at www.linkmarketservices.com.au or by contacting the registry on 1800 170 502 (within Australia) or +61 1800 170 502 (internationally). The completed form and evidence of the appointment must be received by Link no later than commencement of the meeting.

ATTORNEYS

If a shareholder has appointed an attorney to participate and vote at the meeting, or if a Voting Form (whether for a direct vote or proxy appointment) is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Company's share registry, Link, at the address, email or facsimile number noted above, by no later than **10.00 am (AEST) on Tuesday, 22 October 2024** unless the power of attorney has been previously lodged with the Company's share registry.

Please note: Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

GLOSSARY

AGM	the annual general meeting of the Company to be held on Thursday, 24 October 2024 at 10.00 am (AEST), or any meeting adjourned thereof, convened by this Notice of Meeting
associate	has the meaning given in the ASX Listing Rules
ASX	ASX Limited ABN 98 008 624 691 or, as the context requires, the market known as 'ASX' operated by ASX Limited
ASX Listing Rules	the official listing rules of ASX (as amended from time to time)
Board	the Board of Directors of the Company
Chair	the chair of the AGM and includes any acting chair during the AGM
closely related party	has the same meaning as the definition in section 9 of the Corporations Act and in relation to a KMP member includes a person's spouse or child, their spouse's child, their dependent or spouse's dependent and certain other close family members who may be expected to influence the person or be influenced by the person, in the person's dealings with the Company, as well as companies controlled by that person
Company or Super Retail Group	Super Retail Group Limited ABN 81 108 676 204
Constitution	the constitution of the Company
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
Directors	the directors of the Company
EIP	Super Retail Group Employee Equity Incentive Plan
EPS	earnings per share
Group	the Company and its controlled entities
Group MD and CEO	Group Managing Director and Chief Executive Officer
HIN	Holder Identification Number
KMP	key management personnel
Link	the Company's share registry, Link Market Services Limited
LTI	long-term incentive
Remuneration Report	the remuneration report for the financial year ended 29 June 2024 and set out in the Company's FY24 Annual Report
ROC	return on capital
SRN	Securityholder Reference Number
STI	short-term incentive

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.

ANNEXURE 2 – NOTICE OF NOMINATION OF EY AS AUDITOR

24 September 2024

Anna Sandham
Company Secretary
Super Retail Group Limited
6 Coulthards Avenue
Strathpine QLD 4500

Dear Ms Sandham

NOMINATION OF EY AS AUDITOR OF SUPER RETAIL GROUP LIMITED

For the purposes of section 328B(1) of the *Corporations Act 2001* (Cth), I, **Sally Pitkin AO**, being a shareholder of Super Retail Group Limited ACN 108 676 204 (**the Company**), hereby nominate Ernst & Young for appointment as auditor of the Company at the next Annual General Meeting, or any postponement or adjournment of that Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Memorandum for the next Annual General Meeting of Super Retail Group Limited, as required by section 328B(3) of the *Corporations Act 2001* (Cth).

Signed



Sally Pitkin AO

For personal use only

For personal use only



LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY EMAIL
sul@linkmarketservices.com.au

BY MAIL
Super Retail Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND*
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000
*During business hours (9:00am to 5:00pm AEST) Monday to
Friday, excluding Public Holidays.

ALL ENQUIRIES TO
Telephone: +61 1800 170 502 (free call within Australia)

LODGE YOUR VOTE

This Proxy Form (and any Power of Attorney under which it is signed) must be received by our Share Registry, Link Market Services Limited, by **10:00am (AEST) on Tuesday, 22 October 2024**, being not later than 48 hours before the commencement of the AGM. Any Proxy Form received after that time will not be valid for the scheduled AGM.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or entering the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding and enter "SUL" in the Issuer Name field.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

DIRECT VOTING (BOX A)

If you mark the box under Box A, you are indicating that you wish to vote directly. Please mark "For" or "Against" or "Abstain" for each item. Note, if you mark the "Abstain" box for an item, your vote for that item will not be counted.

If you mark Box A and no direction is given on an item, your vote will be passed to the Chair of the AGM as your proxy for that item.

If you do not mark Box A or Box B, you will be taken to have appointed the person named in the Voting Form as your proxy, and if no person is named, your vote will be passed to the Chair of the AGM as your proxy.

If you mark Box A and Box B, you will be taken to have appointed a proxy and your proxy votes will be counted.

If you lodge a direct vote, and then attend the AGM, your attendance will cancel your direct vote and your votes at the AGM will be counted, unless you advise the Company or Link otherwise.

Custodians and nominees may, with the Share Registry's consent, identify on the Voting Form the total number of votes in each of the categories "For" and "Against" and their votes will be valid. If more than one joint holder votes on an item by way of direct vote, only the vote of the joint holder whose name appears first in the register of members is counted.

The Chair's decision as to whether a direct vote is valid is conclusive.

APPOINTING A PROXY (BOX B)

If you wish to appoint the Chair of the AGM as your proxy, mark Box B. If you wish to appoint someone other than the Chair of the AGM as your proxy, please write the name and email of that individual or body corporate in Step 1. If your named proxy does not attend the AGM, the Chair of the AGM will be your proxy. If your named proxy attends the AGM but does not vote on a poll on an Item in accordance with your directions, the Chair of the AGM will become your proxy in respect of that Item and will vote in accordance with your directions. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIR OF THE AGM

On a poll, the Chair of the AGM will vote directed proxies as directed and intends to vote undirected proxies in favour of each item of business. If the Chair of the AGM is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Voting Form you are expressly authorising the Chair of the AGM to exercise your proxy on all Items, including where the Items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You may appoint up to two persons as proxies to attend the AGM and vote on a poll. If you wish to appoint two proxies, you should complete two separate Voting Forms and on each form specify the percentage of your voting rights or number of shares that each proxy may exercise. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half of your votes. You must return both Voting Forms together. If you require an additional Voting Form, contact Link Market Services on 1800 170 502 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of a corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

For personal use only



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VOTING FORM

I/We being a member(s) of Super Retail Group Limited (the **Company**) and entitled to attend and vote at the Company's Annual General Meeting to be held at **10:00am (AEST) on Thursday, 24 October 2024 at the offices of Super Retail Group, 6 Coulthards Avenue, Strathpine QLD 4500** and online at <https://meetings.linkgroup.com/SUL24> (the **AGM**) (and at any postponement or adjournment of the AGM) hereby:

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)



You should mark either "For" or "Against" or "Abstain" for each item under Step 2 below. If you mark the "Abstain" box for an item, your vote for that item will not be counted.

OR

B APPOINT A PROXY

the Chair of the AGM (mark box)

OR if you are **NOT** appointing the Chair of the AGM as your proxy, please write the name of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the AGM, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit on any Item or procedural motion that may be proposed) at the AGM and at any postponement or adjournment of the AGM.

Important for Items 2 and 4: If the Chair of the AGM is your proxy, either by appointment or by default, and you have not directed your proxy to vote "For", "Against" or to "Abstain" on Items 2 and/or 4, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Items 2 and/or 4 (as applicable), even if the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the AGM intends to vote undirected proxies in favour of each item of business.

If you have appointed the Chair of the AGM as your proxy (or the Chair of the AGM becomes your proxy by default), and you wish to give the Chair specific voting directions on an item, you should mark the appropriate box opposite that item in Step 2 below (directing the Chair to vote for, against or to abstain from voting).

VOTING DIRECTIONS

Voting Forms will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the AGM.

Please read the voting instructions overleaf before marking any boxes with an

Items of Business

	For	Against	Abstain*		For	Against	Abstain*
2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Approval of Grant of Performance Rights to Group MD and CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 Election of Ms Penelope Winn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 Election of Mr Colin Storrie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Renewal of Proportional Takeover Provisions in Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.3 Re-election of Mr Peter Everingham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE AGM IN PERSON, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

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STEP 1 Please mark either A or B

STEP 2

STEP 3



LODGE YOUR QUESTIONS

-  **ONLINE**
<https://investorcentre.linkgroup.com>
-  **BY EMAIL**
sul@linkmarketservices.com.au
-  **BY MAIL**
Super Retail Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND***
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000
*During business hours (9:00am to 5:00pm AEST) Monday to Friday, excluding Public Holidays.
-  **ALL ENQUIRIES TO**
Telephone: +61 1800 170 502 (free call within Australia)



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SHAREHOLDER QUESTIONS

Your concerns and interests as shareholders are important to us. If you are unable to attend Super Retail Group Limited's 2024 Annual General Meeting, we invite you to submit your questions on shareholder-related matters using this form.

While time may not permit us to address all questions submitted, we will try to address the more frequently raised shareholder matters during the course of the meeting. Please note that individual responses will not be sent.

You may also submit a question to the auditor using this form if the question is relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the meeting. Please indicate whether your question is directed to the auditor by ticking the appropriate box.

This form must be received by our Share Registry, Link Market Services Limited, by **10:00am (AEST) on Tuesday, 22 October 2024** by using one of the return methods set out in the top right-hand corner of this form.

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QUESTIONS

1. Question is for the Chair or Auditor

2. Question is for the Chair or Auditor

3. Question is for the Chair or Auditor

If your matter is in relation to your shareholding, please contact Link Market Services Limited.

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.



Super Retail Group Limited
ABN 81 108 676 204

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone (free call within Australia): +61 1800 170 502
Facsimile: +61 2 9287 0303
ASX Code: SUL
Email: sul@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

24 September 2024

Super Retail Group 2024 Annual General Meeting

Dear Shareholder/s,

Super Retail Group Limited (the **Company**) will be holding its 2024 Annual General Meeting (**AGM**) on **Thursday, 24 October 2024 at 10.00 am (AEST)** at the offices of Super Retail Group, 6 Coulthards Avenue, Strathpine QLD 4500 and online at <https://meetings.linkgroup.com/SUL24>. Registration will commence at 9.30 am (AEST) on the day.

AGM Information Hub

The AGM Information Hub on our website at <https://www.superretailgroup.com.au/investor-centre/agm.aspx> contains the Annual Report, Notice of Meeting and other meeting documents for your reference. A recording of the webcast will also be made available on the AGM Information Hub after the AGM.

A hard copy of the Annual Report and / or Notice of Meeting and meeting documents will not be sent by post ahead of our AGM unless you have elected for a copy to be mailed to you. If you wish to receive a hard copy of the Annual Report and / or Notice of Meeting, please contact the share registry, Link Market Services on 1800 170 502 (inside Australia) or +61 1800 170 502 (outside Australia).

If alternative arrangements are required to be made, details of the change will be announced to the ASX and made available on our AGM Information Hub.

We look forward to welcoming you to our AGM on Thursday, 24 October 2024.

Yours sincerely,

Anna Sandham
Company Secretary
Super Retail Group Limited

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