

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder****SUPER RETAIL GROUP LTD**

To Company Name/Scheme

81 108 676 204

ACN/ARSN

1. Details of substantial holder(1)

Name

YARRA FUNDS MANAGEMENT LIMITED (YFM); YARRA CAPITAL MANAGEMENT HOLDINGS PTY LTD
ACN 614 762 795 (YCMH); YARRA MANAGEMENT NOMINEES PTY LTD ACN 616 681 068 (YMN); AA
AUSTRALIA FINCO PTY LTD ACN 614 781 172 (FINCO); TA SP AUSTRALIA TOPCO PTY LTD ACN 612 486
452 (TOPCO); TA UNIVERSAL INVESTMENT HOLDINGS LTD (UNIVERSAL)

ACN/ARSN (if applicable)

See above

There was a change in the interests of the
substantial holder on

30 / 10 / 17

The previous notice was given to the company
on

09 / 10 / 17

The previous notice was dated

09 / 10 / 17

2. Previous and present voting powerThe total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate
(2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as
follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid Shares	10,503,920	5.3255%	13,187,844	6.6862%

3. Changes in relevant interestsParticulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the
company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
REFER TO ATTACHMENT A	All substantial holders named in 1 above	REFER TO ATTACHMENT A			

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
All substantial holders named in 1 above	UBS Nominees Pty Ltd, HSBC Custody Nominees (Australia) Limited	YFM as the responsible entity for a range of managed investment schemes	Relevant interest held in YFM's capacity as responsible entity for the range of funds it manages.	Ordinary Fully Paid Shares / 1,965,996	1,965,996
All substantial holders named in 1 above	National Australia Bank Asset Servicing, BNP Paribas Securities Services, JPMorgan Chase Bank NA State Street Australia Limited, Citigroup Pty Limited, Invia Custodian Pty Limited, Northern Trust Company, National Nominees Limited	Various clients	Relevant interest held in YFM's capacity as investment manager for a range of client portfolios.	Ordinary Fully Paid Shares / 11,221,848	11,221,848

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
YFM	LEVEL 19, 101 COLLINS STREET, MELBOURNE, VICTORIA 3000, AUSTRALIA
YCMH	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000, AUSTRALIA
YMN	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000, AUSTRALIA
FINCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3085, AUSTRALIA
TOPCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3086, AUSTRALIA
UNIVERSAL	3RD FLOOR, DEVONSHIRE HOUSE 1 MAYFAIR PLACE, LONDON W1J 8AJ, UNITED KINGDOM

Signature

print name

GARVIN LOUIE

capacity COMPANY SECRETARY OF YFM

sign here

date 01/11/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 808 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ATTACHMENT A

Form 604 – Notice of change of interests of substantial holder

Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of Acquisition	Consideration			Class and number of Securities	
	Transaction Type	Cash	Non-cash	Class	Number
6/10/2017	SELL	\$ 31,209	Nil	Ordinary Fully Paid Shares	3,834
11/10/2017	SELL	\$ 18,988	Nil	Ordinary Fully Paid Shares	2,299
16/10/2017	BUY	\$ 1,400,945	Nil	Ordinary Fully Paid Shares	167,403
16/10/2017	BUY	\$ 251	Nil	Ordinary Fully Paid Shares	30
16/10/2017	BUY	\$ 138,851	Nil	Ordinary Fully Paid Shares	16,583
17/10/2017	BUY	\$ 1,008,242	Nil	Ordinary Fully Paid Shares	120,423
17/10/2017	SELL	\$ 1,123	Nil	Ordinary Fully Paid Shares	134
18/10/2017	BUY	\$ 887,666	Nil	Ordinary Fully Paid Shares	104,795
18/10/2017	BUY	\$ 272,982	Nil	Ordinary Fully Paid Shares	32,227
18/10/2017	BUY	\$ 633,616	Nil	Ordinary Fully Paid Shares	74,763
19/10/2017	BUY	\$ 817,500	Nil	Ordinary Fully Paid Shares	100,000
19/10/2017	BUY	\$ 316,092	Nil	Ordinary Fully Paid Shares	37,801
19/10/2017	BUY	\$ 9,223,735	Nil	Ordinary Fully Paid Shares	1,089,632
20/10/2017	BUY	\$ 473,249	Nil	Ordinary Fully Paid Shares	58,103
20/10/2017	BUY	\$ 806	Nil	Ordinary Fully Paid Shares	99
20/10/2017	BUY	\$ 1,465,078	Nil	Ordinary Fully Paid Shares	178,836
20/10/2017	Transfer Out	\$ -	Nil	Ordinary Fully Paid Shares	626,453
23/10/2017	BUY	\$ 1,110,310	Nil	Ordinary Fully Paid Shares	137,836
24/10/2017	BUY	\$ 615,993	Nil	Ordinary Fully Paid Shares	74,336
25/10/2017	BUY	\$ 695,865	Nil	Ordinary Fully Paid Shares	84,717
26/10/2017	BUY	\$ 1,034,581	Nil	Ordinary Fully Paid Shares	126,983
27/10/2017	BUY	\$ 1,258,166	Nil	Ordinary Fully Paid Shares	154,221
27/10/2017	BUY	\$ 238,769	Nil	Ordinary Fully Paid Shares	29,267
30/10/2017	BUY	\$ 3,127,354	Nil	Ordinary Fully Paid Shares	400,984
30/10/2017	BUY	\$ 2,610,532	Nil	Ordinary Fully Paid Shares	329,031
30/10/2017	BUY	\$ 4,443	Nil	Ordinary Fully Paid Shares	560
30/10/2017	SELL	\$ 16,146	Nil	Ordinary Fully Paid Shares	1,986