

ASX Announcement

The Manager
Company Announcements Office
Australian Securities Exchange
Level 4, 20 Bridge Street
Sydney NSW 2000

15 June 2020

ACCELERATED NON-RENOUCEABLE PRO-RATA ENTITLEMENT OFFER

NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001 (CTH)

This notice is given by Super Retail Group Limited (ACN 108 676 204) (ASX Code: SUL) ("**Super Retail Group**") under section 708AA(2)(f) of the Corporations Act 2001 (Cth) ("**Corporations Act**") as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 ("**ASIC Modification Instrument**").

Super Retail Group today announced an accelerated non-renounceable pro rata entitlement offer ("**Entitlement Offer**") of 1 ordinary fully paid share in Super Retail Group ("**New Shares**") for every 7 Super Retail Group ordinary shares held as at 7.00pm (Sydney time) on Wednesday, 17 June 2020 by shareholders with a registered address in Australia and New Zealand (and certain other jurisdictions in which Super Retail Group decides to extend the Entitlement Offer) to raise approximately \$203 million.

A Retail Offer Booklet for the Entitlement Offer is expected to be dispatched to eligible retail shareholders on Monday, 22 June 2020.

Super Retail Group confirms that:

- 1 The New Shares will be issued without disclosure to investors under Part 6D.2 of the Corporations Act.
- 2 This notice is being given under section 708AA(2)(f) of the Corporations Act as modified by the ASIC Modification Instrument.
- 3 As at the date of this notice Super Retail Group has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to Super Retail Group; and

- (b) section 674 of the Corporations Act.
- 4 As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) that is required to be set out in this notice under section 708AA(7) of the Corporations Act.
- 5 The potential effect the Entitlement Offer will have on control of Super Retail Group and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given the size and pricing of the Entitlement Offer, the composition of Super Retail Group's share register and that the Entitlement Offer is structured as a pro rata issue, the Entitlement Offer is not expected to have a material effect or consequence on the control of Super Retail Group. The potential effect that the Entitlement Offer will have on the control of Super Retail Group is as follows:
- (a) if all eligible shareholders take up their rights under the Entitlement Offer, there will be no material effect on the control of Super Retail Group;
 - (b) to the extent that any eligible shareholder fails to take up their rights under the Entitlement Offer, that eligible shareholder's percentage holding in Super Retail Group will be diluted by the issue of New Shares;
 - (c) the percentage holding in Super Retail Group shares of shareholders who are ineligible to participate in the Entitlement Offer, will be diluted as a result of the issue of New Shares; and
 - (d) although the issue of New Shares which are not taken up by eligible shareholders under the Entitlement Offer may result in an increase in the voting power in Super Retail Group of the underwriters of the Entitlement Offer (or eligible institutional investors who may be allocated New Shares via the bookbuild process to be conducted by the underwriters), it is not expected that such issue of New Shares will have a material effect on the control of Super Retail Group.

This announcement has been authorised for release to ASX by the Super Retail Group Board of Directors.

Yours sincerely,



Rebecca Farrell
Chief Legal Officer & Company Secretary

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