

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Super Retail Group Limited

ABN / ARBN:

81 108 676 204

Financial year ended:

27 June 2020

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- These pages of our annual report:
- This URL on our website: [www.superretailgroup.com/investors-and-media/corporate-governance](http://www.superretailgroup.com/investors-and-media/corporate-governance)

The Corporate Governance Statement is accurate and up to date as at 14 August 2020 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 3 September 2020

Name of Director or Secretary authorising  
lodgement: Rebecca Farrell

<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>		
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement ... and information about the respective roles and responsibilities of our Board and management (including those matters expressly reserved to the Board and those delegated to management): ✓ at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a>
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	... the fact that we have a Diversity Policy that complies with paragraph (a): ✓ The measurable objectives for achieving gender diversity, set by the Board, are detailed in the Company's Diversity Policy. The Board reviews both the objectives and the Company's progress in achieving them annually. ... and a copy of our Diversity Policy or a summary of it: ✓ at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a> ... and the measurable objectives for achieving gender diversity set by the Board or a relevant Committee of the Board in accordance with our Diversity Policy and our progress towards achieving them: ✓ in our Diversity Policy at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a> ... and the information referred to in paragraphs (c)(1) or (2): At <a href="https://www.wgea.gov.au/public-reports">https://www.wgea.gov.au/public-reports</a>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p>✓ in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p>✓ in our Corporate Governance Statement</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p>✓ in our Corporate Governance Statement</p> <p>... and the information referred to in paragraph (b):</p> <p>✓ in our Corporate Governance Statement</p>
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>		
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a Nomination Committee that complies with paragraphs (1) and (2):</p> <p>✓ in our Corporate Governance Statement</p> <p>... and a copy of the Charter of the Committee:</p> <p>✓ at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our 2020 Annual Financial Statements at <a href="http://www.superretailgroup.com/investors-and-media/reports-and-publications">www.superretailgroup.com/investors-and-media/reports-and-publications</a></p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our Board Skills Matrix:</p> <p>✓ in our Corporate Governance Statement</p>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an</p>	<p>... the names of the directors considered by the Board to be independent directors:</p> <p>✓ in our Corporate Governance Statement</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p>✓ in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
	<p>explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... and the length of service of each director:</p> <p>✓ in our 2020 Annual Financial Statements at <a href="http://www.superretailgroup.com/investors-and-media/reports-and-publications">www.superretailgroup.com/investors-and-media/reports-and-publications</a></p>
2.4	A majority of the board of a listed entity should be independent directors.	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement</p>
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>... the fact that we follow this recommendation:</p> <p>✓ in our Corporate Governance Statement</p>
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>		
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>... our Code of Conduct or a summary of it:</p> <p>✓ in our Corporate Governance Statement and at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a></p>
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>		
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ol style="list-style-type: none"> <li>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</li> <li>(3) the charter of the committee;</li> <li>(4) the relevant qualifications and experience of the members of the committee; and</li> <li>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ol> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an Audit Committee that complies with paragraphs (1) and (2):</p> <p>✓ in our Corporate Governance Statement</p> <p>... and a copy of the Charter of the Committee:</p> <p>✓ at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our 2020 Annual Financial Statements at <a href="http://www.superretailgroup.com/investors-and-media/reports-and-publications">www.superretailgroup.com/investors-and-media/reports-and-publications</a></p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
	independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>		
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our Continuous Disclosure Policy or a summary of it: ✓ in our Corporate Governance Statement and at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a>
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: ✓ at <a href="https://www.superretailgroup.com.au/">https://www.superretailgroup.com.au/</a>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: ✓ in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: ✓ in our Corporate Governance Statement; and ✓ in our Shareholder Communications Policy at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <ul style="list-style-type: none"> <li>✓ in our Shareholder Communications Policy at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a></li> </ul>
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>		
7.1	The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</li> </ul> </li> </ul> </li> <li>or</li> <li>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</li> </ul>	[If the entity complies with paragraph (a):] ... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): <ul style="list-style-type: none"> <li>✓ in our Corporate Governance Statement</li> </ul> ... and a copy of the Charter of the Committee: <ul style="list-style-type: none"> <li>✓ at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a></li> </ul> ... and the information referred to in paragraphs (4) and (5): <ul style="list-style-type: none"> <li>✓ in our 2020 Annual Financial Statements at <a href="http://www.superretailgroup.com/investors-and-media/reports-and-publications">www.superretailgroup.com/investors-and-media/reports-and-publications</a></li> </ul>
7.2	The board or a committee of the board should: <ul style="list-style-type: none"> <li>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	... the fact that Board or a Committee of the Board reviews the entity's Risk Management Framework at least annually to satisfy itself that it continues to be sound: <ul style="list-style-type: none"> <li>✓ in our Corporate Governance Statement</li> </ul> ... and that such a review has taken place in the reporting period covered by this Appendix 4G: <ul style="list-style-type: none"> <li>✓ in our Corporate Governance Statement</li> </ul>
7.3	A listed entity should disclose: <ul style="list-style-type: none"> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</li> </ul>	[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: <ul style="list-style-type: none"> <li>✓ in our Corporate Governance Statement</li> </ul>
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: <ul style="list-style-type: none"> <li>✓ in our 2020 Annual Financial Statements at <a href="http://www.superretailgroup.com/investors-and-media/reports-and-publications">www.superretailgroup.com/investors-and-media/reports-and-publications</a>; and</li> <li>in the our annual Sustainability Report at <a href="http://www.superretailgroup.com/investors-and-media/reports-and-publications">www.superretailgroup.com/investors-and-media/reports-and-publications</a></li> </ul>

<b>Corporate Governance Council recommendation</b>	<b>We have followed the recommendation in full for the whole of the period above. We have disclosed ...</b>
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>	
<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a Remuneration Committee that complies with paragraphs (1) and (2):</p> <p>✓ in our Corporate Governance Statement</p> <p>... and a copy of the Charter of the Committee:</p> <p>✓ at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p>✓ in our 2020 Annual Financial Statements at <a href="http://www.superretailgroup.com/investors-and-media/reports-and-publications">www.superretailgroup.com/investors-and-media/reports-and-publications</a></p>
<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p>✓ in our 2020 Annual Financial Statements at <a href="http://www.superretailgroup.com/investors-and-media/reports-and-publications">www.superretailgroup.com/investors-and-media/reports-and-publications</a></p>
<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p>✓ in our Corporate Governance Statement;</p> <p>...and a copy of our Securities Trading Policy:</p> <p>✓ at <a href="http://www.superretailgroup.com/investors-and-media/corporate-governance">www.superretailgroup.com/investors-and-media/corporate-governance</a></p>

**Super Retail  
Group**



---

**CORPORATE GOVERNANCE STATEMENT**

3 September 2020

## ■ CORPORATE GOVERNANCE STATEMENT

### **Our corporate governance framework**

The following statement sets out the corporate governance framework adopted by the Board of Super Retail Group Limited (the **Company**) in relation to the financial year ended 27 June 2020. The Corporate Governance Statement is accurate and up to date as at 14 August 2020, and was authorised for issue by the Directors on 3 September 2020.

The Board operates under a corporate governance framework that is consistent with the ASX Corporate Governance Council's Principles and Recommendations (3rd Edition) (**ASX Principles**). The Company notes the ASX Corporate Governance Council's Principles and Recommendations (4<sup>th</sup> Edition) and will report its compliance with the revised Principles in the financial year commencing 1 July 2020.

This statement has been structured with reference to the ASX Principles. The Company's compliance with the recommendations contained in the ASX Principles is set out in the Company's Appendix 4G, which is available on the Company's website. This statement and copies of the Company's policies, charters and codes relevant to corporate governance are available on the Company's website at <https://www.superretailgroup.com.au/> in the Investors & Media section. The website is updated to reflect the most recent governance information.

Details of the main components of the framework are set out in the following pages. These corporate governance practices and policies, unless otherwise stated, were in place throughout the reporting period and are current as of the signing of this report.

An overview of the governance framework:



## ■ PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### **The role of the Board**

The Board's role includes responsibility to approve and oversee the strategic direction of the Company, to appoint the Group Managing Director / Chief Executive Officer (**CEO**) and to oversee the governance, management, and performance of the Company.

The Board's principle objective is to create long-term shareholder value, taking proper account of team members, customers, and others with whom we do business, and the communities in which we operate.

The Board has adopted a Board Charter which sets out the manner in which its role, powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance, applicable laws, and the interests of Company's stakeholders.

The Board's responsibilities include:

- contributing to and approving the Company's strategic direction and monitoring implementation of those strategies;
- monitoring and providing oversight of the Company's culture;
- monitoring financial performance of the Company, including adopting annual budgets;
- approving the Company's financial statements and monitoring management processes aimed at ensuring the integrity of financial and other reporting;
- approving major expenditure and capital initiatives, including major capital expenditure, acquisitions and divestitures, and monitoring capital management;
- approving systems of risk management and internal control, and monitoring the effectiveness of systems to identify and appropriately mitigate material business risk;
- appointing and removing the CEO and the Company Secretary and ratifying the appointment or removal of the Chief Financial Officer (**CFO**);
- evaluating performance and determining the remuneration of the CEO and the Executive Leadership Team (the direct reports to the CEO), including the Managing Directors of the retail divisions, CFO, and Chief Officers of the Company's Support Services (**Executive Leadership Team**);
- evaluating the performance of the Board, its Committees, and individual directors;
- approving the Company's diversity policy, establishing measurable diversity objectives, and annually assessing both the objectives and progress in achieving them;
- approving communications with the Company's shareholders and the community; and
- approving the Company's corporate governance framework, principles and policies, and monitoring implementation and effectiveness.

The Board Charter is available on the Company's [website](#).

### **The role of Board Committees**

Whilst retaining ultimate responsibility for the affairs of the Company, the Board has established three standing Board Committees to perform certain functions and provide it with recommendations and advice:

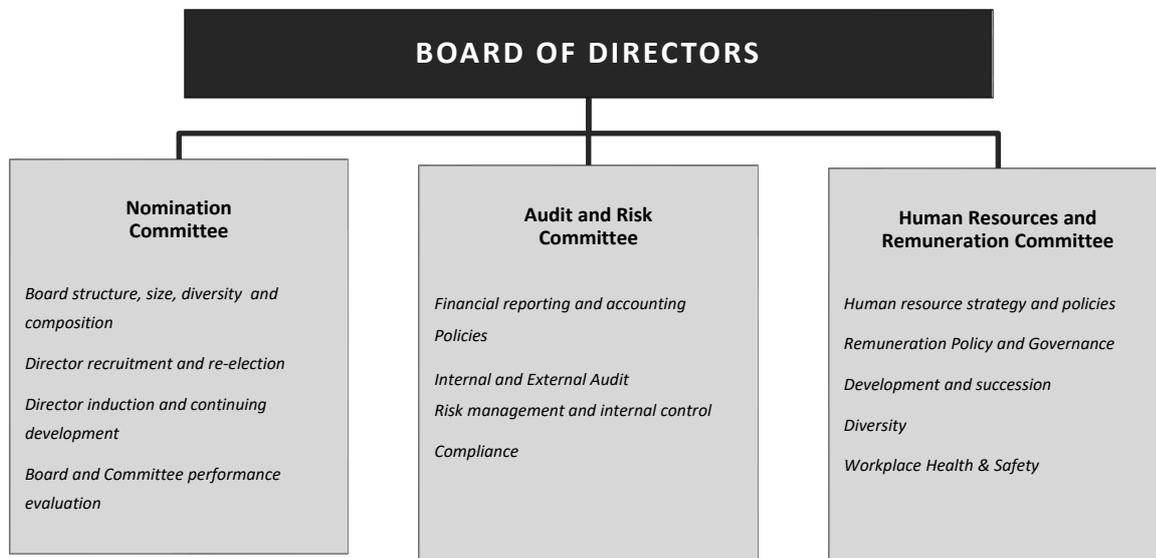
- Nomination Committee (**NC**);
- Audit and Risk Committee (**ARC**); and
- Human Resources and Remuneration Committee (**HRRC**).

Each Committee has its own Charter setting out its role and responsibilities, composition, and how it will operate.

All Directors who are not members of each Committee, have a standing invitation to attend Committee meetings as an observer where there is no conflict of interest. Committee reports are provided by the Committee Chair at the subsequent Board meeting and minutes of Committee meetings are tabled at the next following Board meeting. This provides all Directors with oversight and the opportunity to discuss the issues being considered by the Committees.

Additional requirements for specific reporting by the Committees to the Board are addressed in the Charter of each Committee.

An overview of Committee responsibilities:



The Charter of each Committee is available on the Company's [website](#).

### **The role of the CEO**

Whilst retaining ultimate responsibility for the affairs of the Company, the Board has delegated responsibility for day-to-day management of the Company to the CEO. The CEO is supported in this function by the Executive Leadership Team.

Details of the members of the Executive Leadership Team are available on the Company's [website](#).

The CEO manages the Company in accordance with the strategy, business plans and delegations approved by the Board, and is accountable to the Board for the exercise of that delegated authority.

The CEO's responsibilities include:

- developing and making recommendations to the Board on business strategies, budgets, and policies;
- implementing business plans in accordance with approved strategies, budgets, and policies;
- ensuring that the financial reports present a true and fair view of the financial position and performance of the Company, and are in accordance with the relevant accounting standards;
- establishing and maintaining effective risk management frameworks and internal control systems;
- instilling the Company's values and desired culture; and
- managing day to day operations and reporting to the Board on Company performance and key operational issues.

### **Company Secretary**

The Company Secretary is appointed and removed by the Board. The Company Secretary is accountable to the Board, through the Chair, on all governance matters, and all Directors have direct access to the Company Secretary for the purpose of obtaining information or advice.

The Company Secretary is responsible for the systems and processes that support the Board to perform its role, including co-ordination of all Board business including agendas, board papers, minutes, communication with the Australian Securities Exchange (**ASX**), and statutory filings.

The Board has appointed Ms Rebecca Farrell as Company Secretary. Details of the experience and qualifications of the Company Secretary are set out in the Directors' Report on page 3 of the 2020 Financial Report and on our [website](#).

### **Diversity Policy**

Diversity is a core consideration in the composition of the Board and its Committees. It is critical that the Board and its Committees have an appropriate mix of perspectives and capabilities to effectively perform its role. Further, the Board recognises the many benefits that may be derived by companies that successfully foster a culture of diversity and inclusion, and is committed to creating a fair and inclusive environment.

The Company's progress towards achieving its gender diversity objectives, in respect of the 2019/20 year, will be available on the Company's website upon release of its public report under the Workplace Gender Equality Act. The Company's most recent public report under the Workplace Gender Equality Act is available at <https://www.wgea.gov.au/public-reports>.

Further information on diversity, including gender diversity, will be available in the 2020 Annual Report.

The Diversity and Inclusion Policy was last revised in August 2019, and is available on the Company's [website](#).

## **Performance Assessment**

In 2020, the Board engaged an external consultant to facilitate a review of its performance (**Review**) through individual discussions with Directors and members of the Executive Leadership Team and a discussion with all Directors present. The review focused on Board dynamics, decisions and culture; clarity of Director roles, responsibilities and accountabilities; operations of the Board; effectiveness of Board and management relationships and communications; Board composition and the functioning of Board Committees.

The Review outcomes confirmed that significant progress had been made on actions arising from the previous external review, including in relation to Board reporting, and that overall, Board effectiveness had increased.

Following the review, the Board agreed a number of actions, including enhancement of the Board's education and engagement program to provide additional opportunities for informal Board discussions, engagement with the ELT and Director education activities such as store visits and study tours, and agreed the key strategic actions for the Board over the coming year.

## **Evaluation of Executive Leadership Team's Performance**

All members of the Executive Leadership Team receive a letter of appointment which sets out the Company's expectations of the role, their duties, the terms and conditions of their appointment, and their remuneration. All members of the Executive Leadership Team receive an induction appropriate to their experience, enabling them to participate fully and actively as soon as possible, including familiarisation with the Company's strategic, financial, and operational position.

All members of the Executive Leadership Team complete a performance and development review every six months. The review process is conducted by the CEO and includes the following:

- assessment against a set of key performance criteria contained in their balanced scorecard which includes both financial and non-financial performance measures;
- feedback on their performance over the review period; and
- monitoring and revision, as appropriate, of the executive's development plan which is tailored to support the executive's ongoing contribution to the Company.

The CEO provides a summary of the financial year performance scorecard of each member of the Executive Leadership Team to the HRRC.

The performance evaluation of the CEO is completed by the Chair, in consultation with the Board.

Performance evaluations were completed during this reporting period.

## **■ PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE**

### **Composition of the Board**

During the reporting period, the Board comprised the following Directors.

Director	Non-Executive	Executive	Independent	Nomination Committee	Human Resources & Remuneration Committee	Audit and Risk Committee
Sally Pitkin <sup>1</sup>	Chair		Director	Chair	Member (Ex-Officio)	
Anthony Heraghty		Director				
Annabelle Chaplain AM <sup>2</sup>	Director		Director			Member
Gary Dunne <sup>3</sup>	Director		Director			Member <sup>7</sup>
Diana Eilert <sup>4</sup>	Director		Director	Member	Chair	Member
Peter Everingham <sup>5</sup>	Director		Director	Member	Member	Member
Laura Inman <sup>6</sup>	Director		Director	Member	Chair	
Howard Mowlem <sup>7</sup>	Director		Director	Member	Member	Chair
Reg Rowe	Director			Member		

1 Ms Pitkin was appointed as a Member (Ex-Officio) of the HRRC effective 1 July 2020.

2 Ms Chaplain was appointed as Director on 31 March 2020 and as a member of ARC effective 1 July 2020.

3 Mr Dunne was appointed as a Director on 31 March 2020 and as a member of ARC effective 1 July 2020.

4 Ms Eilert resigned as a Member of the NC effective 22 July 2019 and of the ARC effective 1 July 2020. Ms Eilert was appointed Chair of the HRRC effective at the conclusion of the 2019 AGM, and will transition to a Member of the HRRC following the conclusion of the 2020 AGM to be held on 28 October 2020.

5 Mr Everingham was appointed as Chair of the HRRC to take effect following the conclusion of the 2020 AGM.

6 Ms Inman resigned as a Member of the NC effective 22 July 2019 and resigned as Chair of the HRRC and as a Director following the conclusion of the 2019 Annual General Meeting (AGM) held on 22 October 2019.

7 Mr Mowlem resigned as a Member of the NC and was appointed a member of the HRRC, effective 1 July 2020.

Details of these Directors' attendance at Board and Committee meetings are set out in the Directors' Report on page 3 of the 2020 Financial Report.

The Board has adopted a policy that it shall be composed of a majority of independent, Non-Executive Directors who, with Executive Directors, comprise an appropriate mix of skills, expertise, experience, and diversity to discharge the Board's responsibilities and objectives effectively.

The Board is comprised of highly experienced business leaders who each meet the fundamental requirements necessary to govern an ASX listed company in the retail industry. A table of the collective skills and experience of Directors against key competency areas is below.

Skills and Experience	Director's Experience Scale
<b>Strategy</b> Development and/or implementation of enterprise-wide strategy	
<b>Risk Management</b> Risk management frameworks and artefacts, including risk appetite statements and tolerances and risk culture	
<b>Governance</b> Director (executive or non-executive) of a listed company, Committee Chair or member of Board Sub-committees of a listed company	
<b>Financial Acumen</b> Understanding key financial drivers, financial accounting and reporting, corporate finance, and internal financial controls	
<b>Retail Sector</b> Understanding of consumer goods sector, Omni retail business development or implementation, Supply chain management, Brand development and management	
<b>Technology</b> Familiarity with information technology platforms, understanding of data analytics, understanding of artificial intelligence	
<b>Public policy and regulatory matters</b> Public policy and regulatory matters generally, environmental and sustainability regulation, corporate governance, legal expertise / experience	
<b>Business Development</b> Development, assessment and/or implementation of products or services, customer experience (CX)	
<b>International Experience</b> New Zealand, China	
<b>Human resources</b> Human resource management, including organisational culture, talent development, succession planning, management or oversight of remuneration frameworks, including executive remuneration, management or oversight of health and safety, management or oversight of diversity inclusion and belonging	
<b>Stakeholder Relationships</b> Development, management and/or oversight of relationships with stakeholders including investors, government, regulators, suppliers, customers & communities	

Key - Experience Scale	
	Level 1 - limited or not current capability
	Level 2 - significant capability in some aspects
	Level 3 - significant capability in most aspects

Note: rounding to the nearest whole percentage (%) has been applied.

To the extent that any skills are not adequately represented on the Board, they are augmented through management and/or external advisors.

The Board, with the assistance of the NC, determines the size and composition of the Board, subject to the Company's Constitution. The Constitution of the Company provides that the number of Directors is to be not less than three nor more than eight. The Board is presently comprised of seven Non-Executive Directors and the CEO.

Details of these Directors' experience and expertise are set out in the Directors' Report on pages 1 and 2 of the 2020 Financial Report and on our [website](#).

The Chair is elected from the independent, Non-Executive Directors.

The Chair is responsible for providing effective leadership to the Board in relation to all Board matters, facilitating and managing the Board's relationship with the Company's CEO and the Executive Leadership Team, and, with the CEO, representing the views of the Board to the public.

### **Directors' Independence**

A Director is considered to be independent if they are free of any interest or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to exercise independent judgement on issues before the Board and to act in the best interests of the Company and its shareholders generally.

Any Director who considers that they may have a conflict of interest or material interest, other than solely as a consequence of being a Director, in any matter concerning the Company, is required to give the Board immediate notice of such interest. The Board regularly reviews the independence of each Non-Executive Director in light of the interests disclosed by them. Any change to a Director's independence status will be reported to the market.

Throughout the reporting period, the Board has adopted the independence criteria detailed in the Board Charter, which are consistent with the ASX Principles.

With the exception of the CEO, all of the Directors are Non-Executive Directors.

Six of the seven Non-Executive Directors are considered to be independent with Mr R A Rowe deemed not to be independent. Additional information regarding Mr R A Rowe's interests is detailed in the Directors' Report and in Note 23 on pages 91 and 92 of the 2020 Financial Report.

To the extent that a Director has a conflict of interest, they do not receive Board papers on the relevant matter and absent themselves from any discussion at the Board meeting in relation to the relevant matter.

The Non-Executive Directors regularly meet without the CEO or other management being present.

### **Nomination Committee**

The NC is chaired by independent, Non-Executive Director, Dr S A Pitkin. The composition of the Committee was changed twice in the reporting period, effective from 22 July 2019 and then from 1 July 2020. The Board is of the view that its current composition is appropriate to enable the Committee to discharge its mandate effectively.

The composition of the Board is reviewed at least annually by the NC to assess the requisite mix of skills, expertise, and experience.

Details of the Directors' qualifications and attendance at NC meetings are set out in the Directors' Report on page 3 of the 2020 Financial Report and on our [website](#).

The Board has adopted a NC Charter which sets out the manner in which its role, powers, and responsibilities will be exercised and discharged.

The NC Charter details the Company's policy and procedure for selection and appointment of new Directors, and re-election of incumbent Directors.

The election and re-election of a Director is conducted in accordance with the Company's Constitution. This includes the requirements that any Director, other than the CEO:

- who has been appointed during the year must stand for election at the next Annual General Meeting (**AGM**); and
- must not hold office without re-election beyond the third AGM following their last election.

The procedure for appointment includes the completion of appropriate background checks, including in regards to the person's character, experience, education, criminal history, and bankruptcy.

The Company provides to shareholders all material information in its possession relevant to the decision on whether or not to elect or re-elect a Director. This information is provided in the Notice of Annual General Meeting/Explanatory Notes.

The Committee Charter is available on the Company's [website](#).

### **Induction and Education**

New Directors receive a letter of appointment which sets out the Company's expectations of the role, their duties, the terms and conditions of their appointment and their remuneration.

All new Directors receive a formal induction, enabling them to participate fully and actively as soon as possible, including familiarisation with the operation of the Board, the Board's Committees, and the Company's financial, strategic, operational and risk management position. This induction includes meetings with the Chair, the ARC and HRRC Chairs, the CEO, divisional Managing Directors, other members of the Executive Leadership Team, and other senior leaders, such as the General Manager for Risk, Health and Safety and the Head of Investor Relations. Induction in the past has also involved site visits to various stores and distribution centres. For our two new Directors appointed in March this year, we were not able to offer these visits due to the operation of Government restrictions relating to COVID-19. This will occur as soon as practicable after restrictions, including travel restrictions, are further eased.

To assist Directors to maintain an appropriate level of knowledge of the Company's operations, Directors undertake site visits each year to some of the Company's Support Offices, Distribution Centres, and store operations. These visits occurred before March 2020. No group visits have been possible since due to COVID-19 Government restrictions.

All Directors are expected to maintain the skills required to exercise their responsibilities and discharge their obligations to the Company. Directors are encouraged to undertake continuing

education and training, and are, on an ongoing basis, provided with papers and presentations on matters which may affect the business or operations of the Company.

### **Access to Information**

The Board collectively, and each individual Director (with the approval of the Chair), is entitled to seek independent legal and other professional advice in the fulfilment of its duties at the cost of the Company.

All Directors have access to Company records and may communicate directly with the Executive Leadership Team members, internal and external auditors, and the Company's professional advisors at any time considered necessary.

## ■ PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

### **Our Purpose and Culture**

Our purpose is to provide solutions and engaging experiences that inspire our customers to make the most of their leisure time. We aim to operate our business to create long-term shareholder value while taking account of the interests of team members, customers, others with whom we do business, and the communities in which we operate.

We aspire to an organisational culture that promotes ethical and responsible behaviour, and supports team members to achieve our purpose.

Our culture is built around a set of five values that guide the everyday conduct of all team members.

#### **Passion**

We create an environment in which we share our passion for what we do, and our contributions and successes are recognised.

This means we:

- Show enthusiasm and take pride in all that we do.
- Recognise others' contribution and celebrate success.
- Strive to exceed our customers' expectations.
- Are results oriented and care intensely about our Company's success.
- Embrace and drive the change necessary to be successful.

#### **Openness**

We are committed to open and constructive communication.

This means we:

- Share information and collaborate for better solutions.
- Listen openly and respect others' opinions.
- Have the hard conversations and offer constructive solutions.

- Explain expectations and confirm understanding.
- Value the skills, strengths and perspectives of our diverse team.

### **Integrity**

We act with honesty and we deliver on our commitments.

This means we:

- Maintain confidentiality.
- Always give 100%.
- Accept responsibility for our actions.
- Maintain the highest ethical standards.
- Respect each other and work together.

### **Care**

We value our team, our customers, our trade partners and the communities in which we operate.

This means we:

- Ensure our business is safe for everyone.
- Are supportive of each other and treat everyone fairly.
- Consider the impacts of our actions.
- Foster personal growth.
- Demonstrate trust in and empowerment of the team.

### **Discipline**

We commit to the plan, resource effectively and follow the agreed processes and standards.

This means we:

- Act on opportunities and take calculated risks.
- Make decisions based on facts and experience.
- Focus on the agreed priorities.
- Monitor progress, learn from our mistakes and take action.
- Focus on value and practical solutions.

### **Code of Conduct**

Our Code of Conduct sets out our personal responsibilities and standards of behaviour, and provides guidance as to how to conduct our activities in a safe and fair manner. Our Code of Conduct is supported by other policies, including the Whistleblowing Policy. This policy encourages our team members, suppliers, and associates to raise concerns about suspected unethical, unsafe, or illegal activity, or any inappropriate conduct. Under this policy, we also seek to safeguard people who make a report.

The Code of Conduct is available on the Company's [website](#).

## **Responsible Sourcing Program**

The Company is committed to ethical and environmentally sustainable business practices in all aspects of our operations including our supply chain.

Our Responsible Sourcing Program reinforces this commitment with our suppliers and outlines the steps we take to identify and address non-conformances with our Responsible Sourcing Code. The Responsible Sourcing Code is consistent with the International Bill of Human Rights, the International Labour Organisation's (ILO) Declaration on Fundamental Principles and Rights at Work, ILO Conventions and the requirements of the Australian Modern Slavery Act 2018.

Detailed information regarding the Company's Responsible Sourcing Program is included in the 2019 Sustainability Report, which is available on the Company's [website](#). An update will be included in the 2020 Sustainability Report. The Company's Modern Slavery Statement will be published in March 2021.

The Responsible Sourcing Policy and Responsible Sourcing Code are available on the Company's [website](#).

## **Whistleblower Protection**

The Company is committed to high standards of conduct in all business activities, and the development of a culture that promotes safe, lawful, and ethical behaviour.

The Company has a Whistleblower Policy which outlines the protection and support provided by the Company to encourage whistleblowers to raise any concern regarding potential misconduct or impropriety relating to the Company. The Company does not tolerate retaliatory or detrimental treatment for the person making the disclosure.

The Company has:

- Integrity Officers, whose role includes overseeing the application of the Policy and the protection of whistleblowers;
- an Audit and Risk Committee that is provided with quarterly reporting on whistleblowing, and oversees the effectiveness and governance of the whistleblower program; and
- various reporting channels, including post, email, and a market leading online platform that utilises contemporary technology to facilitate anonymous and confidential reporting.

The Policy was last updated and approved by the Board in February 2020 to incorporate ASIC's requirements that are set out in ASIC Regulatory Guide 270.

The Policy is available on the Company's [website](#).

## ■ PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

### **Audit and Risk Committee**

The ARC is comprised of independent, Non-Executive Directors and is chaired by independent, Non-Executive Director, Mr H L Mowlem. The Board considers that the composition is appropriate to enable the Committee to discharge its responsibilities effectively.

All members of the ARC are financially literate and have the requisite financial expertise. Details of these Directors' qualifications and attendance at ARC meetings are set out in the Directors' Report on page 3 of the 2020 Financial Report and on our [website](#).

The ARC operates in accordance with its Charter and in a manner compliant with ASX Listing Rule 12.7. In brief, the Committee provides advice and assistance to the Board in fulfilling the Board's responsibilities relating to:

- verifying and safeguarding the integrity of the Company's financial reporting including the review, assessment, and approval of the half-year financial report and the annual report; and
- establishing and monitoring a sound system of risk oversight, management, and internal control; and establishing and monitoring a sound system of compliance with laws and regulations, internal compliance guidelines, policies, procedures and control systems, and prescribed internal standards of behaviour.

The CEO, CFO, Company Secretary, and Head of Internal Audit attend ARC meetings. The External Auditors and other members of the Executive Leadership Team attend ARC meetings at the invitation of the Committee. The Non-Executive Directors periodically meet the External Auditors without the CEO or other management being present.

The Company has policies and processes for addressing these and other compliance areas, and the Committee receives management reports accordingly. The Committee monitors and reports to the Board on the Internal Audit program, findings, and the status of audit actions.

This Committee provides ongoing assurance in the areas of:

- financial administration and reporting;
- control environment and independence;
- accounting policies and standards;
- risk management; and
- regulatory compliance systems.

The Committee Charter is available on the Company's [website](#).

### **External Auditors**

The Company's ARC's policy is to appoint External Auditors who demonstrate quality and independence.

The ARC:

- recommends to the Board the appointment, re-appointment, and termination of External Auditors;
- recommends to the Board the scope and proposed fee for the audit and audit related services;
- oversees the scope of reviews and audits conducted;
- reviews the performance of the External Auditors and the quality of audits conducted;
- monitors the interactions between management and the External Auditor and monitors that no management restrictions are placed upon access by External Auditors to relevant information or personnel; and

- monitors compliance with the Company's Policy on External Auditor Independence.

An analysis of fees paid to the External Auditors, including a break-down of fees for non-audit services is provided in Note 30 on pages 98 and 99 of the 2020 Financial Report for the period ended 27 June 2020. The External Auditor provides an annual declaration of their independence to the ARC.

The External Auditor is required to attend the AGM and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

### **Financial Reporting**

Pursuant to section 295A of the Corporations Act 2001, the Company's financial report preparation and approval process for each half and full-year reporting period involves the CEO and the CFO making declarations to the Board that, in their opinion:

- the Company's financial records for the reporting period have been properly maintained in accordance with Section 286 of the Corporations Act 2001;
- the financial statements and associated notes comply in all material respects with the Australian Accounting Standards; and
- the financial statements and notes give a true and fair view of the financial position and performance of the Company.

The declaration includes a representation that:

- the statement is founded on a sound system of risk management, internal compliance, and control which implements the policies adopted by the Board; and
- the Company's risk management, internal compliance, and control system is operating effectively in all material aspects in relation to financial reporting risks.

The Board has received the declaration in respect of the reporting period.

## ■ PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

### **Continuous Disclosure**

The Company is committed to maintaining the highest standards of disclosure, providing shareholders and the investment community with the same access to full and accurate information about its activities in an accessible and timely manner.

The Continuous Disclosure Policy supports compliance with ASX Listing Rule disclosure requirements. This includes:

- initial disclosure of all market sensitive information on the ASX Market Announcements Platform;
- all briefings and one-on-one meetings with shareholders and analysts are limited to an explanation of previously published material; and
- periodic and specific disclosure obligations.

The Continuous Disclosure Policy is available on the Company's [website](#).

## ■ PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

### **Shareholder Communication**

The Company is committed to maintaining, and providing shareholders and the investment community with access to full, accurate and timely information about our governance, financial performance, and activities.

An overview of the Company's business, including our brands, history, and leadership is available on the Company's website.

The Company's Shareholder Communications Policy outlines the Company's approach to effective communication to and from shareholders and other stakeholders through a range of forums and publications. This includes:

- presentations by the Chair and the CEO regarding the Company's activities and state of affairs at the AGM, with these presentations disclosed via the ASX Market Announcements Platform and the Company's website;
- attendance of Directors and the External Auditor at the AGM to answer questions of shareholders as required;
- advance notification of all major investor briefings; and
- all recent Company announcements, media briefings, press releases, analyst presentations and Annual Reports, and information on corporate governance practices being placed on the Company's website.

The Company and the Company's security registry facilitate electronic, postal, and facsimile communications.

Shareholders are, unless specifically stated in a notice of meeting, eligible to vote on all resolutions. If shareholders are unable to attend the AGM, they are able to vote on the proposed motions by appointing a proxy or by direct voting. Online proxy and direct voting is available to shareholders.

The Shareholder Communications Policy is available on the Company's [website](#), as is an investor calendar detailing key dates.

## ■ PRINCIPLE 7: RECOGNISE AND MANAGE RISK

### **Audit and Risk Committee**

The ARC assists the Board in its oversight of the Company's risk management, legal compliance, and internal control systems, including:

- the implementation and operation of the Risk Management Framework (**RMF**);
- the Company's risk position and risk appetite;
- the Company's Internal Audit function;
- risk management strategy; and
- providing a risk management perspective on remuneration policies and frameworks.

The Company has policies and processes for addressing the risk management, legal compliance and internal control systems, and the Committee receives management reports on these policies

and procedures. Further, independent assurance is provided to the Committee on risk management and control system effectiveness through the Company's Internal Audit Function.

### **Risk Management Framework**

The Company is committed to maintaining effective risk management systems to address both financial and non-financial risks. The overall aim of risk management is to assist the Company in achieving its business objectives by appropriately considering threats and opportunities to make informed decisions. The Company is exposed to a range of strategic, operational, compliance and financial related risks associated with operating in a retail environment.

The Board recognises that a strong risk culture, good governance and effective risk management are essential to achieving the Company's strategy and business plan. The Company has systems, policies, processes and team members in place to identify, measure, analyse, monitor, report and control internal and external sources of material risk.

The Company's Risk Management Policy reflects the overall requirements of the Company's approach to risk management. The Risk Management Policy is supported by the RMF which provides detailed guidance on the application of risk management across the Company. The RMF details the roles and responsibilities relating to risk management and is aligned to the 'Three Lines of Accountability' model, which is the foundation of an effective risk culture.

- the first line consists of business managers (risk owners), who own and manage risks;
- the second line consists of teams such as Group Risk (advisors and risk specialists), Safety and Compliance; and
- the third line is the Company's independent audit team.

The RMF has regard to relevant regulations, standards and guidelines, including the ASX Corporate Governance Principles and Recommendations and the Australian / New Zealand standard AS/NZS ISO 31000:2009 *Risk management – Principles and guidelines*.

The Company looks to identify and implement opportunities to improve the RMF which is reviewed annually, most recently in May 2020, by the ARC and approved by the Board.

The Risk Management Policy was last reviewed in July 2020 is available on the Company's [website](#).

### **Internal Audit**

The ARC delegates authority to the Head of Internal Audit, through an approved Internal Audit Charter, to independently evaluate the adequacy and effectiveness of the Company's control environment and risk management, through executing annual audit plans and reporting directly to the ARC. Internal Audit's annual planning, audit scope, and reporting is performed independently from management and free of any undue influence.

### **Financial Reporting**

The Board is provided with monthly reports from management on the financial performance of the Company. The monthly reports include details of all key financial measures reported against budgets approved by the Board.

## **Health and Safety**

The Company is committed to, and cares about, the physical and psychological health and safety of our customers, team, contractors, business partners and members of the public. The Company recognises its duty of care to team members and others that may be impacted by our operations.

The Company's Health and Safety Policy establishes a systematic process for identifying opportunities for improvement, the management of health and safety risks aligned to relevant industry standards and legal requirements. The Company aims to meet this commitment by implementing policies and procedures that comply with the relevant Work Health and Safety legislation including the Heavy Vehicle National Laws.

The Board is committed to laying a strong foundation for overseeing the effective management of health and safety throughout the company and utilises the HRRC to oversee the effectiveness of the implementation of the Health and Safety Policy and legal requirements. Management is accountable for maintaining a strong health and safety culture as well as the effective management of health and safety throughout the Company.

## **Sustainability**

The Company is committed to achieving profitable and sustainable growth in a manner consistent with our values, taking proper account of team members, customers, and others with whom we do business, as well as the communities in which we operate.

The Company manages its exposure to economic and environmental sustainability risks in accordance with our risk management strategy and frameworks. Detailed information regarding these risks and the Company's strategy to manage those risks are included in our 2020 Annual Report and 2020 Sustainability Report, which will be available on the Company's website.

## ■ PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

### **Human Resources and Remuneration Committee**

The HRRC is comprised of independent, Non-Executive Directors and is chaired by independent, Non-Executive Director, Ms D Eilert. The Board is of the view that the present composition is appropriate to enable the Committee to discharge its responsibilities effectively.

Details of these Directors' qualifications and attendance at the Human Resources and Remuneration Committee meetings are set out in the Directors' Report on page 3 of the 2020 Financial Report and on our [website](#).

The HRRC operates in accordance with its Charter, in a manner compliant with ASX Listing Rule 12.8 and as described in the Remuneration Report on pages 46 and 47 of the 2020 Financial Report. In brief, the Board has charged the HRRC with corporate governance and oversight responsibilities in relation to the Company's human resources strategy including:

- team member attraction, retention and engagement;
- remuneration policy, including remuneration of the CEO, members of the Executive Leadership Team, and Non-Executive Directors;
- performance management and accountability frameworks;

- development and succession activities;
- diversity policy; and
- diversity and remuneration reporting.

The Company's objective is to have a clear and transparent senior executive remuneration framework designed to reward the achievement of financial and non-financial objectives, while supporting appropriate personal behaviours and sound risk management.

The Company has policies and processes for addressing these and other compliance areas, and the Committee receives management reports accordingly.

Information on the Company's remuneration framework and remuneration for Directors and Key Management Personnel are set out in the Directors' Report under the heading 'Remuneration Report' on pages 19 to 47 of the 2020 Financial Report.

The Committee Charter is available on the Company's [website](#).

### **Employee Share Plans**

The Company considers share plans to be an effective ownership, long-term performance and team retention vehicle. It encourages team members to participate in its schemes, which offer the ability to acquire shares via:

- an externally administered tax exempt plan which makes on-market purchases; and
- an internally administered rights plan offered to select executives.

At the time of this report, approximately 893 team members participated in one or both plans.

Additional information regarding share-based payments under the Super Retail Employee Performance Rights Plan is detailed in Note 29 on pages 97 and 98 of the 2020 Financial Report.

### **Dealing in Shares**

The Company has established a policy for Directors and team members with respect to trading in the Company's securities (**Securities Trading Policy**).

Directors, members of the Executive Leadership Team, and other designated team members are subject to prohibitions on the trading of Company securities. Generally, this includes the restriction on the trading of Company securities to three "window" periods (between 24 hours and 20 working days following the release of the annual results, the release of the half-yearly results and the AGM) and such other times as the Board permits. In addition, Directors must notify the Chair before they buy or sell Company securities and confirm once the transaction is complete.

Consistent with the legal prohibitions on insider trading, in all instances, all persons are prohibited from dealing in Company securities at any time while in possession of price sensitive information not available to the market. Participants in equity-based remuneration plans are not permitted to enter into any transactions that would limit the economic risk of equity-based remuneration.

The ASX is notified of all relevant transactions involving securities conducted by Directors.

The Securities Trading Policy is available on the Company's [website](#).