



Super Retail  
Group



# 2019

## NOTICE OF ANNUAL GENERAL MEETING

11.30 AM (AEST)  
22 OCTOBER 2019

PWC BRISBANE,  
Apollo Room,  
Level 23,  
480 Queen Street,  
Brisbane Qld



20 September 2019

Dear Shareholder,

On behalf of the Directors of Super Retail Group Limited (the **Company**), I invite you to attend the 2019 Annual General Meeting (the **Meeting**) and have enclosed the Notice of Meeting, which sets out the Items of Business.

The Meeting will be held at PwC, Level 23, Apollo Room, 480 Queen Street, Brisbane, Queensland on Tuesday, 22 October 2019, commencing at 11.30 am (AEST).

At the Meeting, the Managing Director and I will provide an overview of the Company's performance during the year ended 29 June 2019. The Meeting will cover the Items of Business and any other business which may legally be brought before the Meeting in accordance with the Company's Constitution.

#### **Voting**

If you are attending this Meeting, please bring the enclosed Proxy Form to facilitate your registration.

If you are unable to attend the Meeting, I encourage you to complete and lodge your vote in one of the ways set out in the Notice of Meeting and on the Proxy Form by no later than 11.30am (AEST) Sunday, 20 October 2019.

#### **Questions**

Shareholders attending the Meeting will have the opportunity to ask questions of the Board and the Company's external auditor.

Shareholders who are unable to attend the Meeting or who prefer to submit questions prior to the Meeting may do so through our Investor Centre (login via [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select 'Voting' then click 'Ask a Question'), or alternatively, submit the enclosed Shareholder Questions Form in one of the ways set out on the Form by no later than 11.30am (AEST) Tuesday, 15 October 2019.

#### **Annual Report**

The Super Retail Group 2019 Annual Report can be accessed online at [www.superretailgroup.com/investors-and-media/reports-and-publications/](http://www.superretailgroup.com/investors-and-media/reports-and-publications/).

Shareholders joining us at PwC's offices are invited to join the Board for light refreshments at the conclusion of the Meeting.

Thank you for your continued support of Super Retail Group and I look forward to seeing you at the Meeting.

Yours sincerely,



**Sally Pitkin**  
Chair

# Super Retail Group Limited

ACN 108 676 204

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that the sixteenth Annual General Meeting (the **Meeting**) of Super Retail Group Limited (the **Company**) will be held at PwC, Apollo Room, Level 23, 480 Queen Street, Brisbane, Queensland on Tuesday, 22 October 2019 at 11.30 am (AEST) for the purpose of transacting the business set out in this notice.

The Explanatory Notes accompany and form part of this notice of Annual General Meeting.

### Items of Business

#### Item 1. Reports and Accounts

To receive and consider the financial report of the Company for the period ended 29 June 2019 together with the Directors' Report and Auditor's Report.

#### Item 2. Adoption of Remuneration Report

To consider, and if thought fit, to pass the following non-binding resolution as an ordinary resolution:

*"That the Company's Remuneration Report contained within the accounts for the year ended 29 June 2019 be adopted."*

**Note:** In accordance with section 250R of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

**Note:** A voting restriction applies to Item 2.

#### Item 3. Election and Re-election of Directors

##### Re-election of Director – Diana Jane Eilert

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

*"That Diana Jane Eilert, who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."*

#### Item 4. Approval of issue of securities to the Managing Director and Chief Executive Officer (MD & CEO), Anthony Michael Heraghty – Long-term incentive grant

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

*"That approval is given for the purposes of ASX Listing Rule 10.14 and all other purposes, for the grant of 86,294 performance rights to Anthony Michael Heraghty under the Performance Rights Plan, in respect of the long-term incentive component of his remuneration for the 2020 financial year, as summarised in the Explanatory Notes accompanying this Notice of Annual General Meeting."*

**Note:** A voting restriction applies to Item 4.

#### Item 5. Approval of issue of securities to the MD & CEO, Anthony Michael Heraghty – Co-investment grant

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

*"That approval is given for the purposes of ASX Listing Rule 10.14 and all other purposes, for the grant of 53,262 performance rights to Anthony Michael Heraghty under the Performance Rights Plan, in respect of the one-off co-investment grant relating to his appointment as MD & CEO, as summarised in the Explanatory Notes accompanying this Notice of Annual General Meeting."*

**Note:** A voting restriction applies to Item 5.

#### Item 6. Amendments to the Constitution of the Company

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

*"That, in accordance with section 136(2) of the Corporations Act, the Company's Constitution be modified by making the amendments contained in the document tabled at the Annual General Meeting and signed by the Chair for the purposes of identification."*

**Note:** Further information about the proposed amendments to the Constitution of the Company is provided in the

## Voting Exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on two of the potential resolutions that may be considered at the Meeting. These voting exclusions are described below.

### **Item 2. Adoption of Remuneration Report**

*In accordance with the Corporations Act, the Company will disregard any votes cast (in any capacity) on Item 2 by or on behalf of:*

- (a) a member of the key management personnel (including the Directors), details of whose remuneration is disclosed in the Remuneration Report (KMP); or*
- (b) a KMP's closely related party.*

*However, the Company need not disregard a vote if the vote is cast on behalf of a person entitled to vote on Item 2 and either:*

- (a) it is cast as a proxy in accordance with the directions given on the Proxy Form; or*
- (b) it is cast by the Chair of the Meeting as a proxy in accordance with an express authorisation for the Chair of the Meeting to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.*

*If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy how to vote on Item 2, you will be expressly authorising the Chair of the Meeting to exercise your proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of the KMP.*

**Note:** The Chair of the Meeting intends to vote all available proxies **in favour** of Item 2.

### **Items 4 and 5. Approval of issue of securities to the MD & CEO, Anthony Michael Heraghty – Long-term incentive and Co-investment grants**

*In accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard any votes:*

- (a) cast in favour of Items 4 and 5 by or on behalf of Anthony Michael Heraghty (being the only Director who is eligible to participate in the Performance Rights Plan) or his associates; and*
- (b) cast on Items 4 and 5 as proxy by a member of the KMP or a closely related party of a member of the KMP.*

*However, the Company need not disregard a vote if the vote is cast on behalf of a person entitled to vote on Items 4 and 5 and:*

- (a) it is cast as a proxy in accordance with the directions given on the Proxy Form; or*
- (b) it is cast by the Chair of the Meeting as a proxy in accordance with an express authorisation for the Chair of the Meeting to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.*

*If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy how to vote on Items 4 and 5, you will be expressly authorising the Chair of the Meeting to exercise your proxy even though Items 4 and 5 is connected directly or indirectly with the remuneration of a member of the KMP.*

**Note:** The Chair of the Meeting intends to vote all available proxies **in favour** of Items 4 and 5.

### **Closely Related Party**

Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as companies controlled by the KMP.

### **Attorney**

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the Meeting under a power of attorney – on the basis that references to persons attending and proxy are as read as references to persons attending and voting as attorney and references to an instrument under which a proxy is appointed are read as references to the power of attorney under which the attorney is appointed.



## Additional information for Shareholders

### Getting There

The Company's 2019 Annual General Meeting will be held on Tuesday 22 October 2019 commencing at 11.30 am (AEST). The Meeting will be held in the Apollo Room at the PwC Brisbane Offices, Level 23, 480 Queen Street, Brisbane, Queensland. Located opposite Customs House, the building can be entered via Queen Street or Adelaide Street.

Upon arrival, please proceed to the lifts on the right side of the lobby - labelled "I" – "L" to take the designated lift to the PwC reception on Level 23.

### Directions

**Train:** 10 minute walk from Central train station (approx. 600m).

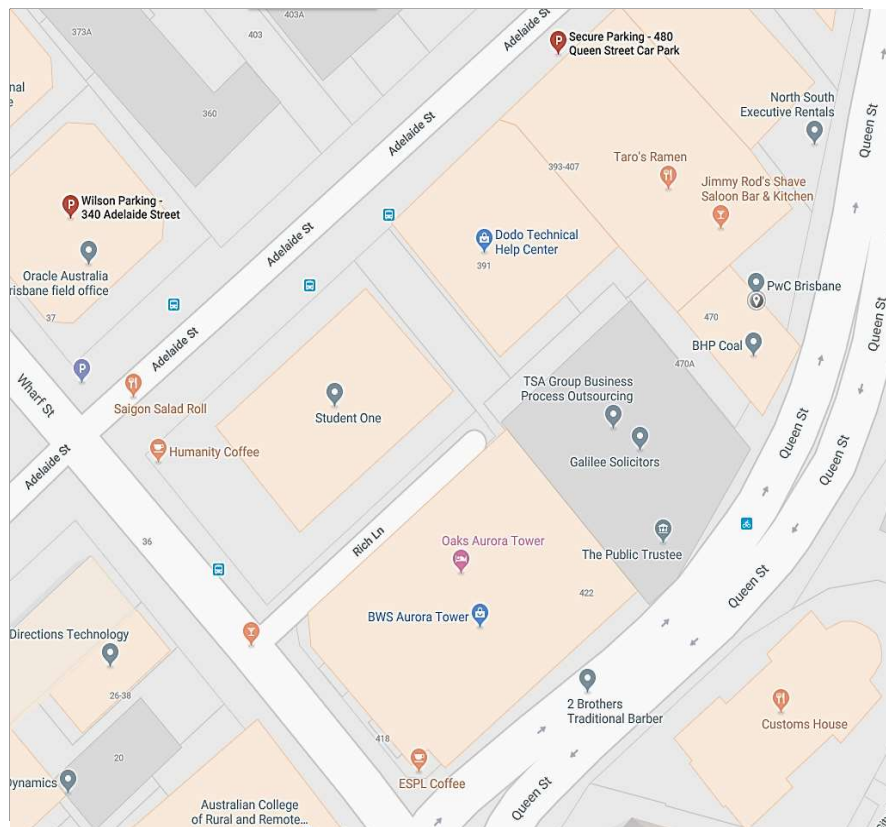
**Bus:** The number '64' bus stops within walking distance, with many buses terminating at Queen Street and Post Office Square. The City Glider numbers '60', '192', '196' and '199' all stop on Adelaide Street, within walking distance of the venue.

**Ferry:** The two closest ferry stops are Riverside Ferry (approx. 300m) and Eagle Street Pier (approx. 500m).

**Taxi:** The two closest taxi ranks are located behind the Brisbane Marriott Hotel on Howard Street, and in front of the Pig N Whistle restaurant on Eagle Street.

**Car:** The following parking stations are located nearby:

- Secure Parking - 480 Queen Street (enter via Adelaide Street); and
- Wilson Parking - 119 Charlotte Street.



### Conduct of the Meeting

The Company shall conduct the Meeting in a manner which provides those shareholders, or their proxy, the opportunity to participate in the business of the Meeting in an orderly fashion without interference, and to ask questions about and comment on matters relevant to the business of the Meeting or about the Company generally.

The Chair of the Meeting will exercise her powers as the Chair so that the Meeting is conducted in an orderly, courteous and timely fashion.

### Questions from Shareholders

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are welcome to do so. Please access our Investor Centre (login via [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)), select 'Voting' then click 'Ask a Question', or alternatively submit the enclosed Shareholder Questions Form. Please submit any questions by no later than 11.30am (AEST) on Tuesday, 15 October 2019.

Questions will be collated and, during the Meeting, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

### All Resolutions will be by Poll

The Chair intends to demand a poll on each of the resolutions proposed at the Meeting.

## Entitlement to attend and vote at the Meeting

All shareholders may attend the Meeting. The Board have determined that, for the purpose of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), shareholders will be taken to be those persons recorded on the Company's register of members as at 7.00pm (AEDT) on Sunday, 20 October 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Corporate Representatives

A shareholder, or proxy, that is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative.

Evidence of appointment of a corporate representative must be in accordance with section 250D of the Corporations Act and be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting. Please refer to other notes appearing on the Proxy Form.

## Voting by Proxy

If you are entitled to attend and vote at the Meeting, you may appoint a proxy to attend and vote at the Meeting on your behalf. A proxy does not need to be a shareholder of the Company. If you are entitled to cast two or more votes at the Meeting, you may appoint two persons as your proxy or proxies to attend and vote at the Meeting. If you appoint two proxies and you do not specify the proportion or number of your votes, each proxy is deemed to exercise half of your votes on a poll. Fractions of votes will be disregarded.

Unless the shareholder specifically directs the proxy how to vote, the proxy may vote as the proxy thinks fit (except as specified in the voting exclusions) or abstain from voting.

The Proxy Form (and any Power of Attorney under which it is signed) must be received as detailed on the Proxy Form not less than 48 hours before the time for holding the Meeting. Proxy Forms received after that time will be invalid.

### Proxy Forms may be lodged:

1. **using the reply paid envelope;**
2. **online** ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)): 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' (Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form); or
3. **by mail, facsimile, or hand:**

#### By mail:

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

#### By fax:

+61 2 9287 0309

#### By hand:

Delivering it to Link Market Services Limited:

1A Homebush Bay Drive      or      Level 12, 680 George Street  
Rhodes NSW 2138                      Sydney NSW 2000

By order of the Board,

Super Retail Group Limited

P K J Lim

Company Secretary

20 September 2019

## EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting (the **Meeting**) and are to provide shareholders with an explanation of the business of the Meeting and proposed resolutions. The Board recommends that shareholders read these Explanatory Notes before determining how to vote on a resolution.

### Items of Business

#### Item 1. Reports and Accounts

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the financial period ended 29 June 2019 will be laid before the Company at the Meeting.

A reasonable opportunity will be provided at the Meeting for shareholders as a whole to ask questions about and make comments on the reports and on the performance and management of the Company generally. Representatives of the Company's auditor, PwC, will be present for discussion purposes on matters relevant to the preparation and content of the Auditor's Report.

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

#### Item 2. Adoption of Remuneration Report

As required by section 250R(2) of the Corporations Act, the Remuneration Report of the Company for the financial year ended 29 June 2019 will be laid before the Company at the Meeting and a resolution that it be adopted will be put to a vote. Although there is a requirement for a formal resolution on this Item by operation of section 250R(3) of the Corporations Act, the outcome of the resolution is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided at the Meeting for shareholders as a whole to ask questions about and make comments on the Remuneration Report.

One of the Company's core principles is that the attraction, development, engagement and retention of team members provides a competitive advantage which is fundamental to the long term success of the Company. The Company's remuneration policies have been developed to provide market competitive remuneration in order to sustain the Company's competitive advantage and protect the interests of shareholders. The Board considers that the remuneration policies adopted by the Company, as outlined in the Remuneration Report, are appropriately structured to provide rewards commensurate with the Company's performance.

The Remuneration Report is set out in on pages 40 to 63 (and Notes 27 and 28 of the Consolidated Financial Statements) of the Company's 2019 Annual Report. It is also available on the Company's website ([www.superretailgroup.com/investors-and-media/reports-and-publications/](http://www.superretailgroup.com/investors-and-media/reports-and-publications/)).

In summary, the Remuneration Report includes:

- an explanation of the Company's policy for determining the remuneration of Directors and Executive Key Management Personnel (**KMP**);
- a discussion of the relationship between policy and the Company's performance;
- details of the performance conditions associated with the remuneration of Directors and Executive KMP; and
- the remuneration details for each Director and Executive KMP, including the value of Performance Rights granted to those persons.

Voting exclusions apply to this resolution as specified in the Notice of Annual General Meeting and Proxy Form. The Chair of the Meeting intends to vote all available proxies **in favour** of this resolution.

#### Recommendation

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

#### Item 3. Election and Re-election of Directors

Article 9.3 of the Company's Constitution states that at each Annual General Meeting, one-third of the Directors, and any other Director who has held office for three years or more since last being elected, must retire from office. Casual and additional appointees and the Managing Director are excluded for the purposes of counting the number of Directors to retire.

Ms Diana Eilert was last elected at the October 2016 Annual General Meeting, and will retire in accordance with article 9.3 of the Company's Constitution at the conclusion of the Meeting and is submitting herself for re-election as a Director of the Company.

Ms Launa Inman is the second Director to retire from the Board; however, she is not seeking re-election. The Board would like to formally thank Ms Inman for her significant contribution to the Company as a Director since 2015.

## Re-election of Director – Diana Jane Eilert

As noted above, Ms Eilert is retiring in accordance with the Company's Constitution and is submitting herself for re-election as a Director of the Company. The Board has undertaken a review of the performance of Ms Eilert and has considered the contribution she has made to the Board and the Board Committees, and considered the expertise she brings to the Board in light of the Board Skills Matrix. A profile of Ms Eilert is set out below.

### Profile of Diana Jane Eilert

Diana Eilert was appointed a Director of the Company on 21 October 2015.

Diana is an experienced non-executive director with strong strategic and operational experience. As a former Suncorp Group Executive and as a CEO, she has broad experience running large businesses. Combined with her strategy partner and executive experience, Diana brings to the Board particular skills in strategy, with an emphasis on customer and data, technology, digital disruption and business models. Diana's non-executive focus is mid-cap companies, with previous board roles including realestate.com, Veda and Navitas. Diana holds a Bachelor of Science (Pure Mathematics) (University of Sydney) and a Master of Commerce (UNSW).

The Chair of the Meeting intends to vote all available proxies **in favour** of this resolution.

### Recommendation

The Board (with Diana Eilert abstaining) recommends that shareholders **vote in favour** of the resolution.

## Item 4. Approval of issue of securities to the MD & CEO Anthony Michael Heraghty – Long-term incentive grant

### Why is approval being sought?

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of securities to a Director under an employee incentive scheme, and the Company wishes to have flexibility to satisfy Performance Rights by way of issuing new shares or acquiring shares on-market.

Accordingly, the purpose of this Item 4 is to have shareholders approve the grant of 86,294 Performance Rights to the MD & CEO, Mr Anthony Michael Heraghty, in respect of the long-term incentive component of his remuneration for the 2020 financial year and the subsequent issue or transfer of ordinary shares on vesting of those Performance Rights for the purpose of ASX Listing Rule 10.14 and for all other purposes.

### Background

The Company operates the Performance Rights Plan (**Plan**) under which eligible executives receive grants of Performance Rights to acquire shares, subject to meeting certain performance and service conditions.

The long-term incentive (**LTI**) grant of Performance Rights under the Plan represents the at-risk long-term component of the MD & CEO's remuneration package. The Performance Rights are tested against key performance measures and link long-term remuneration with the economic benefit derived by shareholders over a three year performance period and four year vesting period. It is noted that from and including the 2020 financial year, the vesting period for grants for all participants will be over four years. Details of the change are set out in section 6 of the Remuneration Report.

The Non-Executive Directors consider that the MD & CEO's remuneration package, including participation in the proposed LTI grant of Performance Rights under the Plan, is reasonable and appropriate having regard to the Company's circumstances, business performance, remuneration objectives and the MD & CEO's duties and responsibilities.

The basis upon which the remuneration for the MD & CEO was determined is set out in the Remuneration Report on pages 40 to 63 (and Notes 27 and 28 of the Consolidated Financial Statements) of the Company's 2019 Annual Report.

Approval of this resolution will also result in the Performance Rights granted to the MD & CEO being included as an exception to ASX Listing Rule 7.1. This means the Performance Rights granted to the MD & CEO, and any shares issued pursuant to this approval, will not use up part of the 15% issue capacity available under ASX Listing Rule 7.1.

### Information required by ASX Listing Rule 10.15

#### *Details of the proposed LTI grant to the MD & CEO*

The maximum number of Performance Rights that may be granted to the MD & CEO in respect of his LTI grant for the 2020 financial year under the Plan, if shareholder approval is provided at the Meeting, is 86,294. The number of Performance Rights to be granted has been determined by reference to the maximum value of the proposed LTI grant of Performance Rights, being \$850,000 (approximately 81% of the MD & CEO's fixed remuneration for the 2020 financial year), divided by the value of \$9.85 attributed to the Performance Rights.

The value attributed to the Performance Rights has been determined using the Volume Weighted Average Price (**VWAP**) of the



Company's shares traded on the ASX (excluding trades which are not considered to reflect normal supply and demand) over the five trading days following the release of the Directors' and Financial Reports of the Company for the financial period ended 29 June 2019, being 16 August to 22 August 2019, inclusive.

Details of the MD & CEO's remuneration for the financial year ending 29 June 2019, and the basis upon which the remuneration was determined, are set out in the Remuneration Report on pages 40 to 63 (and Notes 27 and 28 of the Consolidated Financial Statements) of the Company's 2019 Annual Report.

#### ***Date by which LTI grant of Performance Rights must be made***

If shareholder approval is obtained, the Performance Rights shall be granted to the MD & CEO under the Plan as soon as practicable following the Meeting, and in any event, no later than 12 months after the passing of this resolution.

#### ***Entitlements***

Each Performance Right is a right to acquire one share in the Company (or an equivalent cash amount), subject to the achievement of the performance conditions set out below (and continued employment with the Company over the vesting period). Performance Rights do not carry any dividend or voting rights prior to vesting and are non-transferable, except in limited circumstances or with the consent of the Board.

#### ***Performance hurdles***

Performance Rights are subject to two independent performance hurdles tested separately over the performance period. 50% of the Performance Rights are subject to the earnings per share (**EPS**) Hurdle, while the other 50% are subject to the return on capital (**ROC**) Hurdle. The EPS Hurdle and the ROC Hurdle for Performance Rights granted in the 2020 financial year are:

##### ***(a) EPS Hurdle***

At the end of the performance period the compound annual normalised EPS growth of ordinary shares will be calculated. If the compound EPS growth is:

<b>Normalised EPS Compound Annual Growth Rate</b>	<b>Percentage of Performance Rights attributed to the EPS Hurdle that become "Qualified Performance Rights" and are available to vest</b>
Less than 8%	0%
8%	30%
Between 8% and 10%	On a pro rata basis between 30% and 50%. For each 0.1% increase above 8%, an additional 1% of Performance Rights
10%	50%
Between 10% and 13%	On a pro rata basis between 50% and 100%. For each 0.1% increase above 10%, an additional 1.67% (rounded to two decimal places) of Performance Rights
At or above 13%	100%

##### ***(b) ROC Hurdle***

At the end of the performance period the average normalised ROC will be calculated. If the ROC is:

<b>Average ROC</b>	<b>Percentage of Performance Rights attributed to the ROC Hurdle that become "Qualified Performance Rights" and are available to vest</b>
Less than 10%	0%
10%	30%
Between 10% and 12%	On a pro rata basis between 30% and 50%. For each 0.1% increase above 10%, an additional 1% of Performance Rights
12%	50%
Between 12% and 15%	On a pro rata basis between 50% and 100%. For each 0.1% increase above 12%, an additional 1.67% (rounded to two decimal places) of Performance Rights
At or above 15%	100%

The Board has the discretion to consider adjustments to performance outcomes. The Company will disclose in the Remuneration Report any exercise of its discretion, and the basis for it. All adjustments will be carefully considered so that the purpose and integrity of the long term incentive plan is maintained.

#### ***Performance period***

The performance period is three years, commencing 1 July 2019 and ending on 30 June 2022.

#### ***Allocation of shares upon vesting***

Following testing of the performance hurdles and determination of the portion of Performance Rights that are available to vest, one

fully paid share in the Company will be allocated in relation to each Performance Right which vests in accordance with the following vesting schedule (subject to the MD & CEO's continued employment with the Company at the relevant date):

Time after grant of Performance Right	Percentage of Performance Rights that vest
3 years	50%
4 years	50%

Any Performance Rights that do not remain available to vest following testing of the performance hurdles at the end of the performance period will lapse. The Company's obligation to allocate shares on vesting may be satisfied by issuing new shares, acquiring shares on-market or by transferring shares from an employee share trust. At the discretion of the Board, vested Performance Rights may be satisfied by payment of an equivalent cash amount.

#### ***Price payable on grant or vesting of the Performance Rights***

No consideration is payable for the issue of Performance Rights or for the allocation of a share following vesting of the Performance Rights.

#### ***Trading restrictions***

Shares allocated on vesting of Performance Rights will not be subject to any further trading restrictions, subject to compliance with the Company's Trading Policy.

#### ***Cessation of employment***

If the MD & CEO ceases employment with the Company before the end of the performance period, the treatment of his unvested Performance Rights will depend on the circumstances of cessation. Where the CEO & MD ceases employment due to abandonment, termination for cause or poor performance, all unvested Performance Rights will lapse at cessation. Where the CEO & MD ceases employment for any other reason, including retirement or resignation, a pro-rata portion of his unvested Performance Rights (reflecting the period of service from the start of the performance period to the date of departure) will not lapse and will continue "on-foot" to be tested at the end of the original performance period against the relevant performance conditions. The Board has discretion to apply another treatment that it deems appropriate in the circumstances in accordance with the rules of the Plan.

#### ***Clawback***

In the event of fraud, dishonesty, material misstatement of financial statements or other exceptional circumstances, the Board may make a determination, including lapsing unvested Performance Rights or "clawing back" shares allocated upon vesting.

#### ***Terms of any loan relating to the acquisition of shares***

There are no loans relating to the acquisition of Performance Rights or shares under the Plan.

#### ***Names of all persons referred to in ASX Listing Rule 10.14 who received securities under the Plan since the last approval, the number of securities received and the acquisition price for each security:***

Name	Number of securities received	Acquisition price for each security
Peter Birtles	131,924 Performance Rights <sup>1</sup>	Nil

#### ***Names of all persons referred to in ASX Listing Rule 10.14 entitled to participate in the Plan***

At the date of this Notice of Annual General Meeting, Anthony Michael Heraghty is the only Director eligible to participate in the Plan. Any additional persons for whom approval is required under ASX Listing Rule 10.14 to participate in the Plan after this resolution was approved and who were not named in the Notice of Meeting, will not participate until approval is obtained in accordance with ASX Listing Rule 10.14.

#### ***Other information***

Voting exclusions apply to this resolution as specified in the Notice of Annual General Meeting and Proxy Form. The Chair of the Meeting intends to vote all available proxies **in favour** of this resolution.

#### ***Recommendation***

The Non-Executive Directors of the Company consider that the Plan is an appropriately designed equity-based employee incentive scheme and forms an integral part of effectively rewarding and incentivising the MD & CEO in a manner that is aligned to the interests of the Company and shareholders.

The Board (with Anthony Michael Heraghty abstaining) recommends that shareholders **vote in favour** of the resolution.

<sup>1</sup> The Performance Rights issued to Mr Peter Birtles following approval at the 2018 AGM subsequently lapsed when Mr Birtles stepped down as MD & CEO on 20 February 2019.

## **Item 5. Approval of issue of securities to the MD & CEO Anthony Michael Heraghty – Co-investment grant**

### **Why is approval being sought?**

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of new securities to a Director under an employee incentive scheme, and the Company wishes to have flexibility to satisfy Performance Rights other than by way of issuing new shares or acquiring shares on-market.

Accordingly, the purpose of this Item 5 is to have shareholders approve the grant of 53,262 Performance Rights to the MD & CEO, Mr Anthony Michael Heraghty, in respect of the one-off co-investment grant relating to his appointment as MD & CEO, and the subsequent issue or transfer of ordinary shares on vesting of those Performance Rights for the purpose of ASX Listing Rule 10.14 and for all other purposes.

### **Background**

As a term of his appointment to the role of MD & CEO, Mr Heraghty is entitled to a one-off grant of Performance Rights, on the condition that Mr Heraghty self-funded the acquisition of an additional \$200,000 worth of shares in the Company. On 14-18 March 2019, the MD & CEO acquired 25,590 shares with a total value of \$200,949 at the time of acquisition, and has satisfied this condition.

The co-investment grant of Performance Rights is intended to further align the MD & CEO's interests with the interests of shareholders (through an initial grant of Performance Rights) and to provide an opportunity for the MD & CEO to build his shareholding (to the extent the vesting conditions attached to the Performance Rights are met) and meet his obligations under the Company's Minimum Securities Holding Policy.

### **Information required by ASX Listing Rule 10.15**

#### ***Details of the proposed co-investment grant to the MD & CEO***

The maximum number of Performance Rights that may be granted to the MD & CEO in respect of his co-investment grant under the Plan, if shareholder approval is provided at the Meeting, is 53,262. The number of Performance Rights has been calculated based on a maximum value of \$400,000, divided by the value of \$7.51 attributed to the Performance Rights.

The value attributed to the Performance Rights has been determined using the VWAP of the Company's shares traded on the ASX (excluding trades which are not considered to reflect normal supply and demand) over the first five trading days of the first trading window following the MD & CEO's date of commencement, being 21 February 2019 to 27 February 2019, inclusive.

Details of the MD & CEO's remuneration for the financial year ending 29 June 2019, and the basis upon which the remuneration was determined, are set out in the Remuneration Report on pages 40 to 63 (and Notes 27 and 28 of the Consolidated Financial Statements) of the Company's 2019 Annual Report.

#### ***Date by which co-investment grant of Performance Rights must be made***

If shareholder approval is obtained, the Performance Rights shall be granted to the MD & CEO under the Plan as soon as practicable following the Meeting, and in any event, no later than 12 months after the passing of this resolution.

### **Entitlements**

Each Performance Right is a right to acquire one share in the Company (or an equivalent cash amount), subject to his continued employment with the Company until the relevant vesting date.

Performance Rights do not carry any dividend or voting rights prior to vesting and are non-transferable, except in limited circumstances or with the consent of the Board. However, Mr Heraghty will receive a cash payment equivalent to the value of any cash dividends forgone from the date the Performance Rights are granted until the relevant vesting date (in respect of the number of Performance Rights which ultimately vest).

### **Vesting and allocation of shares**

Performance Rights will vest subject to the MD & CEO's continued employment at the relevant vesting date as follows:

<b>Time after grant of Performance Right</b>	<b>Percentage of Performance Rights that vest</b>
3 years	50%
4 years	25%
5 years	25%

Any Performance Rights that do not vest will lapse. Following vesting of Performance Rights, one fully paid share in the Company will be allocated in relation to each Performance Right.

The Company's obligation to allocate shares on vesting may be satisfied by issuing new shares, acquiring shares on-market or by transferring shares from an employee share trust. At the discretion of the Board, vested Performance Rights may be satisfied by payment of an equivalent cash amount.

### ***Price payable on grant or vesting of the Performance Rights***

No consideration is payable for the issue of Performance Rights or for the allocation of a share following vesting of the Performance Rights.

### ***Trading restrictions***

Shares allocated on vesting of Performance Rights will not be subject to any further trading restrictions, subject to compliance with the Company's Trading Policy.

### ***Cessation of employment***

If the CEO & MD ceases employment with the Company before the relevant vesting date, the treatment of his unvested Performance Rights will depend on the circumstances of cessation.

### ***Clawback***

In the event of fraud, dishonesty, material misstatement of financial statements or other exceptional circumstances, the Board may make a determination, including lapsing unvested Performance Rights or "clawing back" shares allocated upon vesting.

### ***Terms of any loan relating to the acquisition of shares***

There are no loans relating to the acquisition of Performance Rights or shares under the Plan.

***Names of all persons referred to in ASX Listing Rule 10.14 who received securities under the Plan since the last approval, the number of securities received and the acquisition price for each security:***

<b>Name</b>	<b>Number of securities received</b>	<b>Acquisition price for each security</b>
Peter Birtles	131,924 Performance Rights <sup>2</sup>	Nil

### ***Names of all persons referred to in ASX Listing Rule 10.14 entitled to participate in the Plan***

At the date of this Notice of Annual General Meeting, Anthony Michael Heraghty is the only Director eligible to participate in the Plan. Any additional persons for whom approval is required under ASX Listing Rule 10.14 to participate in the Plan after this resolution was approved and who were not named in the Notice of Meeting, will not participate until approval is obtained in accordance with ASX Listing Rule 10.14.

### ***Other information***

Voting exclusions apply to this resolution as specified in the Notice of Annual General Meeting and Proxy Form. The Chair of the Meeting intends to vote all available proxies **in favour** of this resolution.

### ***Recommendation***

The Non-Executive Directors of the Company consider that the Plan is an appropriately designed equity-based employee incentive scheme and forms an integral part of effectively rewarding and incentivising the MD & CEO and further aligning his interests with the Company and shareholders.

The Board (with Anthony Michael Heraghty abstaining) recommends that shareholders **vote in favour** of the resolution.

## **Item 6. Amendments to the Constitution of the Company**

### **Background and reasons for the proposal**

The constitution of the Company was adopted on 6 July 2004 (**Constitution**). Since adoption, the Constitution has not been modified.

The Company has recently undertaken a review of the Constitution and proposes a number of modifications to reflect certain changes to corporate governance practice, the Corporations Act and Listing Rules of the ASX (Listing Rules), and which update certain legacy provisions and outdated terminology. A number of the proposed changes also seek to achieve efficient and flexible administration of the Company and relations with shareholders.

Under section 136 of the Corporations Act, amendments to the Constitution may only be made by a special resolution of shareholders.

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<sup>2</sup> The Performance Rights issued to Mr Peter Birtles following approval at the 2018 AGM subsequently lapsed when Mr Birtles stepped down as MD& CEO on 20 February 2019.

## Overview of proposed amendments to the Constitution

An overview of the key changes proposed to be made to the Constitution are detailed in the table below. A copy of the amended Constitution showing all proposed changes is available from the Company's website at [www.superretailgroup.com/investors-and-media/reports-and-publications/](http://www.superretailgroup.com/investors-and-media/reports-and-publications/) and will be available for inspection at the Meeting.

Topic	Summary of proposed amendment(s)
<b>Direct Voting</b>	<ul style="list-style-type: none"> <li>The Constitution will be amended to allow direct voting (whereby shareholders may lodge a vote directly with the Company by way of post, fax or other electronic means, without having to attend a meeting or appoint a proxy or representative). A direct vote will have the same effect as a vote cast in person at a meeting.</li> <li>Direct voting addresses deficiencies in existing voting procedures by facilitating greater voting participation and minimises the potential risks of a proxy vote not being cast.</li> <li>To facilitate the direct voting arrangements, the Directors will be authorised to prescribe rules governing direct voting.</li> </ul>
<b>General Meetings</b>	<p>A number of amendments are proposed to be made to facilitate the holding of general meetings by the Company, including as set out below.</p> <ul style="list-style-type: none"> <li>The Constitution will be amended to specifically provide for a meeting to be held at 2 or more venues using any technology that gives shareholders as a whole a reasonable opportunity to participate in the meeting and to ensure that persons participating using technology are counted for the purposes of determining a quorum and are entitled to exercise all rights as if they were attending the meeting in person.</li> </ul> <p>Provisions will also be included to deal with the scenario whereby technical difficulties occur – including to allow the Chairperson to adjourn the meeting to allow the technical difficulty to be rectified.</p> <p>These amendments are intended to enable greater participation by, and engagement with, shareholders.</p> <ul style="list-style-type: none"> <li>Non-receipt of, or an accidental omission to send, a notice of meeting will not invalidate any resolution passed at a meeting.</li> <li>Additional provisions will be included regarding proxy, attorney and representative appointments, including specific options available to the Company where an instrument appointing a proxy, attorney or representative is received and it is not properly executed or authenticated, or is incomplete or unclear. These amendments are designed to provide the Company with greater flexibility and increased efficiency in dealing with proxy documents.</li> <li>The Chairperson will be given greater flexibility with respect to the conduct of general meetings, including to require any person attending a meeting to comply with appropriate security arrangements, to refuse any amendments to be moved in respect of the resolutions put forward or to conduct any business not included in the notice of meeting, and to withdraw any resolution (other than a resolution which has been requisitioned by shareholders, unless the requisitioning shareholders have consented to the withdrawal).</li> </ul>
<b>Directors</b>	<ul style="list-style-type: none"> <li>The period for nominations for election as a Director will be extended from a least 30 business days prior to the meeting to at least 45 business days but no more than 90 business days prior to the meeting, in order to better align the Constitution with market practice and to facilitate adequate time for the Company to comply with its notice period requirements and to print and distribute the relevant materials to shareholders after a nomination is received.</li> <li>The provisions dealing with Director remuneration will be expanded to align with the Listing Rules by clarifying that the amount of remuneration payable to Directors (as determined by the Company in general meeting) does not include: <ul style="list-style-type: none"> <li>remuneration in the form of share, option or other equity plans approved separately by the Company in general meeting; or</li> <li>payments or remuneration under articles 9.10 ("Additional or special duties") (unless otherwise determined), 9.11 ("Retirement benefit"), 9.12 ("Expenses") or Part 19 ("Indemnity and insurance").</li> </ul> <p>Amendments will also be made to clarify that the amount of remuneration payable to Directors is inclusive of superannuation.</p> </li> <li>Amendments will be made to the provisions dealing with meetings of Directors to provide greater flexibility and efficiency to the way the Board operates – including by allowing the use of technology and for written resolutions of the Board to be passed by fax, email or other electronic means.</li> <li>The provisions which deal with the retirement of Directors will be updated to more closely align with the Listing Rules. The requirement for one third of the Directors (other than the Managing Director) to retire from office at each annual general meeting will be removed, as this is not required by law. Rather, Listing Rule 14.4 only requires that a director must not hold office without re-election past the third annual general meeting following their appointment, or three years (whichever is longer).</li> </ul>



Topic	Summary of proposed amendment(s)
	<p>In accordance with Listing Rule 14.5, there will still need to be an election of directors held at each annual general meeting and in the event that:</p> <ul style="list-style-type: none"> <li>○ none of the Directors are required to retire and seek re-election;</li> <li>○ there are no Directors who have been appointed to fill a casual vacancy and need to seek election; and</li> <li>○ no other person is seeking election as a Director,</li> </ul> <p>then the Director longest serving without re-election will be required to seek re-election.</p>
<b>Dividends</b>	<ul style="list-style-type: none"> <li>• The Constitution will be amended (consistent with the Corporations Act) to make clear that the Directors may rescind or alter a determination to pay a dividend at any time before the payment is made.</li> <li>• References to dividends being paid out of profits and related provisions will be removed to reflect changes to the Corporations Act which removed the requirement for dividends to be paid out of profits.</li> <li>• The Constitution will be updated to reflect that one of the payment methods for a dividend (or other payment) can be by means of a direct credit or other method determined by the Directors and to clarify that: <ul style="list-style-type: none"> <li>○ payments by cheque are at the risk of the shareholder and any cheque not presented for payment within 3 months may be cancelled by the Company; and</li> <li>○ if a direct credit is unsuccessful as a result of incorrect payment details being provided by or on behalf of a shareholder, the monies will be taken to be an unclaimed dividend and dealt with in accordance with article 15.12.</li> </ul> </li> </ul>
<b>Consequential and Other Amendments</b>	<ul style="list-style-type: none"> <li>• A number of additional minor changes are proposed to be made to the Constitution – including various consequential amendments in order to give effect to the changes summarised above and updates to terminology and to ensure that the Constitution reflects current law and practice.</li> <li>• It is also proposed that references to “chairman” in the Constitution be replaced with references to “chairperson”, to reflect the inclusive culture of the Company.</li> <li>• The provisions dealing with methods of service will be amended to expand the methods by which the Company may communicate with shareholders. In particular, the Company may give a document by notifying shareholders (by electronic means) that the document is available and how and where the document may be accessed.</li> </ul> <p>This amendment will enable the Company to realise efficiency gains and cost savings in the distribution of notices, and will increase flexibility for shareholders in the way they receive communications from the Company.</p>

#### Other information

The Chair of the Meeting intends to vote all available proxies **in favour** of this resolution.

#### Recommendation

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

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.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  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

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



**X99999999999**

## PROXY FORM

I/We being a member(s) of Super Retail Group Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chair of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, 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) at the Annual General Meeting of the Company to be held at **11:30am (QLD time) on Tuesday, 22 October 2019 at PwC, Level 23, Apollo Room, 480 Queen Street, Brisbane, Queensland** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Items 2, 4 and 5:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Items 2, 4 and 5, even though 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 Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

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

#### Items of Business

For Against Abstain\*

For Against Abstain\*

2 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Amendments to the Constitution of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Director – Diana Jane Eilert

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of issue of securities to the Managing Director and Chief Executive Officer (MD & CEO), Anthony Michael Heraghty – Long-term incentive grant

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Approval of issue of securities to the MD & CEO, Anthony Michael Heraghty – Co-investment grant

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

**SUL PRX1901C**

## HOW TO COMPLETE THIS SHAREHOLDER PROXY 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.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, 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 he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### 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 the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:30am (QLD time) on Sunday, 20 October 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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) as shown on the front of the Proxy Form).



#### 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

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**