

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:

26 June 2021

Our corporate governance statement¹ for the period above can be found at:²

- ☐ These pages of our annual report:
- ☒ This URL on our website: <https://www.superretailgroup.com.au/investors-and-media/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 17 August 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date:

Name of authorised officer
authorising lodgement:

Rebecca Farrell

¹ "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.

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 Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ 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.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (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.	<input checked="" type="checkbox"/> on pages 3, 4, 5, 6 and 7 and we have disclosed a copy of our board charter at: https://www.superretailgroup.com.au/investors-and-media/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward 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.	<input checked="" type="checkbox"/> on pages 7 and 16	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> on pages 7 and 16	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/> on page 7	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) 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.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> on pages 8 and 9</p> <p>and we have disclosed a copy of our diversity policy at: https://www.superretailgroup.com.au/investors-and-media/corporate-governance/</p> <p>and we have disclosed the information referred to in paragraph (c) at on page 8 of our 2021 Corporate Governance Statement, on page 29 of our 2021 Annual Report, and at: https://www.wgea.gov.au/public-reports</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at pages 9 and 10 of our 2021 Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at page 9 of our 2021 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at pages 9 and 10 of our 2021 Corporate Governance Statement</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at page 10 of our 2021 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
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><input checked="" type="checkbox"/> on pages 11, 12, 15 and 16</p> <p>and we have disclosed a copy of the charter of the committee at: https://www.superretailgroup.com.au/investors-and-media/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at pages 12, 15 and 16 of our 2021 Corporate Governance Statement and in the Directors' Report on page 32 of our 2021 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: page 13 of our 2021 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation 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 or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> on pages 11, 14 and 15 and we have disclosed the names of the directors considered by the board to be independent directors at pages 11, 14, and 15 of our 2021 Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at page 15 of our 2021 Corporate Governance Statement and the length of service of each director at page 11 of our 2021 Corporate Governance statement	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/> on pages 11, 12 and 14	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	<input checked="" type="checkbox"/> on page 14	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> on pages 16 and 17	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at pages 18, 19 and 20 of our 2021 Corporate Governance Statement and at: https://www.superretailgroup.com.au/about-us/our-values/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> on page 20 and we have disclosed our code of conduct at: https://www.superretailgroup.com.au/investors-and-media/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> on pages 20 and 21 and we have disclosed our whistleblower policy at: https://www.superretailgroup.com.au/investors-and-media/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> on pages 21 and 22 and we have disclosed our anti-bribery and corruption policy at: https://www.superretailgroup.com.au/investors-and-media/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(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</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that 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.</p>	<p><input checked="" type="checkbox"/> on pages 11, 12, 24, 25, 29 and 30</p> <p>and we have disclosed a copy of the charter of the committee at: https://www.superretailgroup.com.au/investors-and-media/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at pages 11, 12 and 24 of our 2021 Corporate Governance Statement and in the Directors' Report on page 32 of our 2021 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>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.</p>	<p><input checked="" type="checkbox"/> on pages 25 and 26</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/> on page 26</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> on page 27 and we have disclosed our continuous disclosure compliance policy at: http://media.supercheapauto.com.au/corp/files/documents/SRG%20Continuous%20Dis.pdf	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> on page 27	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> on page 27	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.superretailgroup.com.au/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> on page 28	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at page 28 of our 2021 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/> on page 28	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> on page 28	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> on pages 11, 12, 24, 25, 29 and 30</p> <p>and we have disclosed a copy of the charter of the committee at: https://www.superretailgroup.com.au/investors-and-media/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at pages 11, 12 and 24 of our 2021 Corporate Governance Statement and in the Directors' Report on page 32 of our 2021 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> on pages 29 and 30</p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at pages 30 of our 2021 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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 governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at page 30 of our Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> <p>and we have disclosed whether we have any material exposure to environmental and social risks at page 31 of our 2021 Corporate Governance Statement, in our 2021 Annual Report and in our 2021 Sustainability Report (which is available at https://www.superretailgroup.com.au/investors-and-media/reports-and-publications/)</p> <p>and, if we do, how we manage or intend to manage those risks at page 31 of our 2021 Corporate Governance Statement, in our 2021 Annual Report and in our 2021 Sustainability Report (which is available at https://www.superretailgroup.com.au/investors-and-media/reports-and-publications/)</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<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><input checked="" type="checkbox"/> on pages 11, 12 and 32</p> <p>and we have disclosed a copy of the charter of the committee at: https://www.superretailgroup.com.au/investors-and-media/corporate-governance/</p> <p>and the information referred to in paragraphs (4) and (5) at pages 11, 12 and 32 of our 2021 Corporate Governance Statement and in the Directors' Report on page 32 of our 2021 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	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><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at page 32 of our 2021 Corporate Governance Statement and in the Remuneration Report on pages 43 to 67 of our 2021 Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<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><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at https://www.superretailgroup.com.au/investors-and-media/corporate-governance/ and at pages 33 and 34 of our 2021 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed 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.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	<input type="checkbox"/> Not applicable	<input type="checkbox"/> set out in our Corporate Governance Statement



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CORPORATE GOVERNANCE STATEMENT

Introduction

Under ASX Listing Rule 4.10.3, ASX listed entities are required to benchmark their corporate governance practices against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition (**ASX Principles**). A copy of the ASX Principles and Recommendations can be accessed at <https://www.asx.com.au/documents/regulation/cgc-principles-and-recommendations-fourth-edn.pdf>.

The following Corporate Governance Statement (**Statement**) explains the corporate governance framework and the practices of the Board of Super Retail Group Limited (the **Company**) for the financial year ended 26 June 2021.

This Statement has been structured with reference to the ASX Principles. The Company has complied with the ASX Principles for the entire reporting period. The Company's compliance with the recommendations in the ASX Principles is set out in the Company's Appendix 4G. This Statement, the Appendix 4G, FY21 Annual Report 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.

Except as otherwise stated, the information in this Statement is accurate and up to date as at 17 August 2021. The corporate governance practices and policies referred to in the Statement, unless otherwise stated, were in place throughout the reporting period and are current as at the date of approval of this Statement.

This Statement was approved by the Board of the Company on 17 August 2021.

Our corporate governance framework

The following diagram provides an overview of the Company's corporate governance framework:



PRINCIPLE 1: Lay solid foundations for management and oversight

The role of the Board

The Board is responsible for approving and overseeing the strategic direction of the Company, appointing the Group Managing Director and Chief Executive Officer (**CEO**) and overseeing the governance, management, and performance of the Company.

The Board's principle objective is to create sustainable shareholder value, taking proper account of team members, customers, regulators, shareholders and others with whom we do business, as well as the communities and environments in which we operate.

For the entire reporting period, the Board had in place a Board Charter setting 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 the Company's stakeholders. In July 2021, the Board reviewed and updated the Company's Board Charter, taking into account the commentary in the ASX Principles.

Some of the Board's responsibilities under the current Board Charter include:

- defining the Company's purpose and values;
- overseeing the Company's strategy, including contributing to and approving the Company's strategic direction and objectives, and monitoring management's implementation of those strategies and objectives;
- overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- approving the Company's annual budget and business plans;
- monitoring and reviewing the Company's financial position and performance, and approving the half year and full year financial statements and other periodic corporate reports that are submitted to the Board for approval;
- approving and reviewing (on a periodic basis) the Risk Appetite Statement within which the Board expects management to operate;
- approving the Company's purpose, ambition, values and Code of Conduct and monitoring how they are instilled and implemented by management; and
- monitoring the organisational culture and the effectiveness of the Company's governance practices, and their alignment with the Company's purpose, values and desired culture.

The current Board Charter also sets out the responsibilities of our Chair, which include:

- providing appropriate leadership to the Board;
- chairing meetings of the Board and of shareholders;
- approving board agendas and ensuring that there is adequate time available for discussion of all agenda items, including strategic reviews;

- overseeing the processes and procedures in place to enable the Board to fulfil its obligations under this Charter in an efficient and effective manner; and
- facilitating the effective contribution of all directors and promoting constructive and respectful relations between Board members and between the Board and management.

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.

From time to time, the Board may approve additional and ad-hoc sub-Committees.

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 typically, minutes of Committee meetings are tabled at the 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.

The following diagram provides an overview of Committee responsibilities:



The Charter of each Committee was reviewed and updated in July 2021 (taking the ASX Principles into consideration). A copy of the Committee Charters are 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 (ELT).

Details of the members of the ELT, their experience and qualifications, 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 strategic objectives, budgets, and policies approved by the Board;
- managing the operation of the Company efficiently and effectively to achieve the Company's purpose and sustainable shareholder value;

- embedding the organisational values and desired culture;
- stakeholder management;
- developing, implementing, and monitoring the Company's Risk Management Framework and internal controls systems;
- reporting to the Board on Company performance and material matters in a timely manner to promote effective decision-making and oversight, and ensuring that Board reporting is relevant and accurate; and
- acting as key spokesperson for the Company when releasing Company results or addressing any major crisis.

Appointment of CEO & Senior Executives

All members of the ELT are employed directly under a written Executive Service Agreement which sets out the Company's expectations of the role, their duties, the terms and conditions of their appointment, and their remuneration. Executive Service Agreements are entered into with each executive individually, not with a service company.

Appropriate backgrounds checks are undertaken before a senior executive is appointed.

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:

- coordinating all of the Board's business, including timely completion and despatch of agendas and board papers;
- communicating with regulatory bodies and the Australian Securities Exchange (**ASX**), and for completing all statutory and other filings; and
- advising the Board on corporate governance matters.

In February 2020, the Board appointed Ms Rebecca Farrell as Company Secretary. In May 2021, the Board appointed Ms Kelly Head as an additional Company Secretary. Details of the experience and qualifications of the

Company Secretaries are set out in the 2021 Annual Report on pages 26 and 33 and on our [website](#).

Diversity and Inclusion Policy

Our workforce is made up of people with diverse values, backgrounds, skills, experience and needs, and we respect and value these differences. We recognise that our differences and varying perspectives reflect those of our customers in our local communities. Our goal is to create pride in where we work; a place where we celebrate our differences and benefit from genuine inclusion. We believe that our commitment to diversity and inclusion will augment the workplace experience for team members, improve customer service and increase shareholder return.

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 Diversity and Inclusion Policy outlines the governance framework, processes and standards we expect to ensure that all team members are given equal access to reach their full potential. The Policy considers every step in the team member lifecycle, including attraction and recruitment, career development, performance management and retention. It supports practices that are objective and free from bias, so team members are treated fairly and with equal opportunity.

The Policy is coupled with a comprehensive strategy to help deliver on key priorities including achieving gender diversity across the workforce, Board and senior leadership positions. Targets have been set for achieving gender equality in senior leadership by 2025 and progress on this goal is tracked and reported on via a comprehensive gender equality in leadership plan focused on leadership accountability, a future talent pipeline, developing capability and flexibility in support for leaders. The implementation of the plan objectives is driven by the SRG Diversity Committee of representatives from across the organisation and is overseen by the Talent and Diversity Council which meets bi-annually and is chaired by the CEO.

The Company's measurable objectives are set out in the Diversity and Inclusion Policy. The Company's most recent public report under the

Workplace Gender Equality Act is available at <https://www.wgea.gov.au/public-reports> and on our Company website.

Further information on diversity, including gender diversity, can be found on page 29 of the 2021 Annual Report.

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

Performance Assessment

This year, an internal review of the Board's performance was conducted through a survey completed by Directors. The results of the survey were compared against the last internal survey completed in 2019, considered in light of the feedback from the external review conducted in 2020, and then discussed by the Board.

The review focused on conduct culture; Board composition; capability and dynamics; strategy and business operations; Board meetings; support, resources and training; risk management; performance, remuneration and succession planning; Board and management relationships; and Board committees.

The review outcomes confirmed that overall, Board effectiveness has increased in the period.

Evaluation of ELT's Performance

All members of the ELT 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 ELT 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, 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 ELT to the HRRC.

The evaluation of the performance 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 be effective and add value

Composition of the Board

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

Director	Length of service as a Director	Non-Executive	Executive	Independent	Nomination Committee	Human Resources & Remuneration Committee	Audit and Risk Committee
Sally Pitkin	10 years	Chair		Director	Chair	Member (Ex-Officio)	
Anthony Heraghty	2 years		Director				
Annabelle Chaplain AM	1 year	Director		Director			Member
Gary Dunne	1 year	Director		Director			Member
Diana Eilert ¹	N/A (retired)	Director		Director	Member	Chair/Member	
Peter Everingham ²	3 years	Director		Director	Member	Member/Chair	Member
Howard Mowlem	4 years	Director		Director		Member	Chair
Reg Rowe	17 years	Director			Member		












¹ Ms Eilert transitioned from Chair to Member of the HRRC following the conclusion of the 2020 AGM. Ms Eilert resigned as a director of the Board on 18 December 2020 with effect from 31 January 2021.

² Mr Everingham was appointed as Chair of the HRRC effective following the conclusion of the 2020 AGM.




Details of these Directors' attendance at Board and Committee meetings are set out in the Directors' Report on page 32 of the 2021 Annual Report.

The Board has adopted a policy that it will comprise a majority of independent, Non-Executive Directors who, together with the Executive Director, 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. The Board reviews and updates its skills matrix on an annual basis. When the skills matrix was reviewed in FY21, the NC considered whether or not the skills required updating, taking into account the business and governance issues relevant to the Company. As a result of that review, familiarity with digital technologies was included in the matrix below.

Skills and Experience	Director's Experience Scale
Strategy Development and/or implementation of enterprise-wide strategy	 100%
Risk Management Risk management frameworks and artefacts, including risk appetite statements, tolerances and risk culture	 14% 29% 57%
Governance Director (executive or non-executive) of a listed company, Committee Chair or member of Board Sub-committees of a listed company	 67% 33%
Financial Acumen Understanding key financial drivers, financial accounting and reporting, corporate finance, and internal financial controls	 29% 71%
Retail Sector Understanding of consumer goods sector, Omni retail business development or implementation, supply chain management, and brand development and management	 14% 43% 43%
Technology/ Digital Familiarity with information technology platforms, understanding of digital technologies, understanding of data analytics, and understanding of artificial intelligence	 14% 71% 14%
Public policy and regulatory matters Public policy and regulatory matters generally, environmental and sustainability regulation, corporate governance, and legal expertise / experience	 43% 29% 29%
Business Development Development, assessment and/or implementation of products or services, and customer experience	 14% 86%
International Experience New Zealand and China	 29% 43% 29%
Human resources 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, and management or oversight of diversity inclusion and belonging	 71% 29%
Stakeholder Relationships Development, management and/or oversight of relationships with stakeholders including investors, government, regulators, suppliers, customers and communities	 29% 29% 43%

**KEY -
Experience
Scale**

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

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

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 and not more than eight. The Board is presently comprised of six Non-Executive Directors and the CEO.

Details of these Directors' experience and expertise are set out on pages 24, 25, 31 and 32 of the 2021 Annual Report and on our [website](#).

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

Directors' Independence

A Director is considered to be independent if they are free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

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. Directors are also required to notify the Board Chair of any proposed appointments as a director to another entity.

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 Charter in place at the time, established a set of guidelines for assessing the independence of Directors. In July 2021, the Board adopted a Policy on the Selection, Appointment and Re-election of Directors, which sets out the independence criteria for director candidates and reflects the ASX Principles.

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

Five of the six Non-Executive Directors are considered to be independent with Mr R A Rowe deemed not to be independent.

Mr R A Rowe is the founder of Supercheap Auto and a majority shareholder in the Company and as a result is not considered to be independent.

Additional information regarding Mr R A Rowe's interests is detailed in the Directors' Report and in Note 23 on pages 112 and 113 of the 2021 Annual Report.

Dr S A Pitkin's independence was also considered by the Board in light of her tenure reaching 11 years. The Board considered the following in confirming Dr S A Pitkin's independence:

- a new CEO was appointed in 2019 (having been at the Company since 2015);
- 55% of the current ELT have been appointed since the new CEO's appointment in 2019;
- Dr S A Pitkin was appointed as a Board Chair only 4 years ago, in 2017; and
- Dr S A Pitkin's declared interests do not disclose any interests which might compromise her independence.

To the extent that a Director has a conflict of interest, they do not receive Board papers on the relevant matter and, when appropriate, may 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 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 pages 24, 25, 31 and 32 of the 2021 Annual 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 selection, appointment and re-election of a Director is conducted in accordance with the Company's Constitution and the Company's Policy on Director Selection, Appointment and Re-election which was adopted in July 2021 (and prior to July 2021, the Nomination Committee Charter).

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. Under the Policy, the Company is also required to assess the candidate's potential conflicts of interest and ability to dedicate sufficient time to the role.

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, including a statement by the Board as to whether it supports the election or re-election of a Director and a summary of the reasons why. This information was provided in the 2020 Notice of Annual General Meeting/Explanatory Notes which can be accessed on the Company's [website](#).

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

Appointment Letter, Induction and Education

New Directors receive a written 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. This agreement is entered into with the Directors in their personal capacity and not with an entity associated with the Director.

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 Board Chair, the ARC and HRRC Chairs, the CEO, the Company's external auditors, divisional Managing Directors, other members of the ELT, and other senior leaders, such as the General Manager for Risk, Health and Safety, the Head of Investor Relations and Head of Internal Audit.

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.

All Directors are expected to maintain the skills required to exercise their responsibilities and discharge their obligations to the Company and periodically there is a review undertaken to confirm whether there is a need for directors to undertake professional development. 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. In 2020, an enhanced Director's Education and Engagement Program was implemented. The program for FY21 included education sessions on digital marketing, customer loyalty, online fulfilment and the sourcing program.

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 ELT members, internal and external auditors, and the Company's professional advisors at any time considered necessary.

PRINCIPLE 3:

Instil a culture of acting lawfully, ethically and responsibly

Our Purpose and Culture

The Company's purpose is to provide solutions and engaging experiences that inspire its customers to make the most of their leisure time. The Company is committed to creating sustainable shareholder value, taking proper account of the interests of its team members, customers, and others with whom it does business, and the communities and environments in which it operates.

We aspire to be 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.

Since the first articulation of these values, the Company has grown to four core brands and employs a larger and more diverse group of team members. We have transitioned to an omni-retailer and operate in a retail industry that has evolved. A program of work is currently underway to review the vision and values framework in this context and if they continue to help us communicate our intentions as an organisation and inspire our team by guiding their actions and driving behaviours.

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.

Material breaches of the Code of Conduct are reported to the ARC and HRRC.

The Code of Conduct and values are available on the Company's website [here](#) and [here](#).

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 that:

- 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;
- is underpinned by the Company's values and Code of Conduct;
- clearly identifies the types of concerns that may be reported under the Whistleblower Policy, and how and to whom reports may be made;
- explains how the confidentiality of the whistleblower's identity is safeguarded and the whistleblower is protected from retaliation and victimisation;
- outlines the processes to follow up and investigate reports made under the Whistleblower Policy;
- provides for the training of employees about the Whistleblower Policy and their rights and obligations under it;

- provides for the training of managers and others who may receive whistleblower reports about how to respond to them; and
- states that the Whistleblower Policy will be periodically reviewed to check that it is operating effectively and whether any changes are required.

The Company does not tolerate retaliatory or detrimental treatment for the whistleblower.

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;
- various reporting channels, including post, email, and a market leading online platform that utilises contemporary technology to facilitate anonymous and confidential reporting; and
- implemented a separate and dedicated telephone line service to facilitate anonymous and confidential reporting in English or Mandarin for our China based team members.

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

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

Anti-Bribery and Corruption

Integrity is a core value of the Company. All of those who perform work for and on behalf of the Company are expected to do so honestly and to maintain the highest ethical standards.

The Company's Anti-Corrupt Practices Policy establishes roles and responsibilities in recognising, reporting, and upholding the Company's commitment to preventing bribery and corruption.

The Policy is supported by the Company's Gifts, Gratuities and Donations Approvals Procedures, which:

- provides clear guidance on the Company's expectations, and approval and reporting requirements, with regard to the offering or accepting of gifts, gratuities, entertainment or hospitality;
- sets out the Company's position against political donations; and
- the Company's approach to charitable causes.

It is the Company's expectation, consistent with the Company's values of integrity and openness, that all employees report any actual or suspected breach of the Policy in accordance with the Company's Whistleblower Policy. To support this expectation, the Company has actively taken steps to promote the use of the Integrity Line across all jurisdictions in which it operates, including China.

A quarterly report of concerns reported via the Whistleblower Policy (including any under the Policy) is provided to the ARC.

The Anti-Corrupt Practices Policy 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 2020 Sustainability Report, which is available on the Company's [website](#). An update will be included in the 2021 Sustainability Report.

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

Modern Slavery Statement

The Company released its inaugural Modern Slavery Statement in March 2021, reinforcing our commitment to upholding human rights and fair working conditions in our operations and supply chains.

The Modern Slavery Statement describes the process and actions the Group (the Company and its subsidiaries) takes to identify, assess and address the risks of modern slavery across its operations and supply chains, in accordance with the *Modern Slavery Act 2018* (Cth).

The Modern Slavery Statement was approved by the Board and is available on the Company's [website](#).

PRINCIPLE 4: Safeguard the integrity of corporate reports

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 pages 24, 25, 31 and 32 of the 2021 Annual Report and on our [website](#).

The ARC operates in accordance with its Charter and in a manner compliant with ASX Listing Rule 12.7.

The primary function of the Committee is to assist the Board to discharge its audit, risk, and corporate governance responsibilities by reviewing and making recommendations to the Board in relation to the integrity of the Company's financial management, reporting, risk management, internal control, compliance and disclosure systems.

The CEO, Chief Financial Officer (**CFO**), Chief Legal Officer and Company Secretary, and Head of Internal Audit attend ARC meetings. The External Auditors and other members of the ELT 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 risks and 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 has responsibilities in the areas of:

- corporate and financial reporting;
- external and internal audit;
- risk management and internal controls;
- corporate governance; and
- compliance.

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 is responsible for:

- recommending to the Board, the appointment or replacement of the External Auditor, and their annual fees for audit and non-audit work. Reviewing the External Auditor's fee and satisfying itself that an effective audit can be conducted for that fee;
- advising the Board on the rotation of the External Auditor's engagement partner at intervals of approximately five years or otherwise, as appropriate;
- assessing the quality and effectiveness of the audit conducted and evaluating the performance of the External Auditor;
- reviewing reports from the External Auditor (including auditor's reports and closing reports); and
- reviewing and overseeing the implementation of the Company's Policy on External Auditor Independence, and monitoring compliance with that policy.

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 page 120 of the 2021 Annual Report for the period ended 26 June 2021. 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

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.

This approach is consistent with section 295A of the Corporations Act and the ASX Principles. The Board has received declarations in respect of the half and full-year reporting period.

Verification of periodic corporate reports

From time to time, the Company releases corporate reports to the market and in some circumstances, those reports are not audited. The verification process will vary depending on the particular release, but generally involves:

- review of the report or document by the relevant internal subject matter expert(s), and in some case external advisers;
- approval by the individuals responsible for the corporate report and confirmation that it is appropriate for release; and
- review and approval by the Board as required.

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 requires that the Board or Continuous Disclosure Committee approve all announcements before release. In urgent circumstances, where approval of the Board or Continuous Disclosure Committee is not feasible, the announcements made be approved by the Chair or another Director. The Board also receives copies of all material announcements promptly after release to the market. All new and substantive investor or analyst presentations are released on the ASX Market Announcements Platform ahead of the presentation.

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, values 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.

In 2020, the Company conducted its Annual General Meeting virtually.

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. Questions could also be submitted online or in advance of the meeting to facilitate and encourage shareholder participation. All substantive resolutions at a meeting of shareholders will be decided by poll.

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 to discharge its audit, risk, sustainability, and corporate governance responsibilities by reviewing and making recommendations to the Board in relation to the integrity of the Company's financial management, reporting, risk management, internal control, compliance and disclosure systems.

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 (RMF)

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 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 ARC is responsible for annually reviewing and making recommendations to the Board on the RMF (including its Crisis Management and Incident Management Framework), including whether the RMF continues to be sound and whether the Company is operating with due regard to the Risk Appetite Statement. The ARC conducted this review during the reporting period.

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 August 2020, by the ARC and approved by the Board.

The Risk Management Policy is reviewed every two years and was last reviewed in July 2020. A copy of this policy 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 creating sustainable shareholder value, taking proper account of the interest of its stakeholders, as well as the communities and environments in which it operates. The Company's stakeholders include its team members, customers, regulators, shareholders and those with whom it does business with.

The Company manages its exposure to environmental and social 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 2021 Annual Report and 2021 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 an independent, Non-Executive Director, Ms D Eilert from 1 July until 31 January 2021 and Mr Peter Everingham for the remainder of the reporting period. 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 HRRC meetings are set out in the Directors' Report on pages 24, 25, 31 and 32 of the 2021 Annual 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 43 to 67 of the 2021 Annual Report. The role of the HRRC is to assist, advise, and provide recommendations to the Board on the overall human resources and remuneration practices of the Company.

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 (**KMP**) are set out in the Directors' Report under the heading 'Remuneration Report' on pages 43 to 67 of the 2021 Annual 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 118 and 119 of the 2021 Annual 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 ELT, 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](#).

No hedging

The Securities Trading Policy also prohibits margin lending, short term trading, and short selling of Company Securities, and notes that KMP (and closely related parties) must not enter into transactions which could have the effect of limiting the exposure of the KMP to risk relating to an element of that KMP's unvested equity-based remuneration.

Minimum Securities Holding Policy

The Company has established a policy for Directors and Executives to build and hold securities in the Company to ensure alignment of their interests with the interests of shareholders.

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