

21 September 2018

ASX Release

Super Retail Group Limited

2018 Notice of Annual General Meeting

Super Retail Group (SUL) advises that the following documents will be sent to shareholders today:

- Notice of Annual General Meeting
- Proxy Form
- Questions from Shareholders Form

The 2018 Annual Report is available at <http://www.superretailgroup.com/>

The Annual General Meeting will be held on Wednesday 24 October 2018 at 11.30am at PwC, Level 23, Apollo Room, 480 Queen Street, Brisbane, Queensland.



Robert Dawkins

Company Secretary

For further information contact

Media enquiries: communications@superretailgroup.com
07 3482 7404



NOTICE OF ANNUAL GENERAL MEETING 2018



11.30 AM (AEST) | 24 OCTOBER 2018

PWC BRISBANE, APOLLO ROOM, LEVEL 23, 480 QUEEN STREET, BRISBANE QLD

21 September 2018

Dear Shareholder,

On behalf of the Directors of Super Retail Group Limited, I invite you to attend the 2018 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 24 October 2018, 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 30 June 2018. 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) Monday, 22 October 2018.

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, 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) Wednesday, 17 October 2018.

Annual Report

The Super Retail Group 2018 Annual Report can be accessed online at <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 fifteenth 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 24 October 2018 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 30 June 2018 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 30 June 2018 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. Re-election of Director – Sally Anne Majella Pitkin

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

"That Sally Anne Majella Pitkin, who retires in rotation 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. Election of Director – Peter Dobie Everingham

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

"That Peter Dobie Everingham, who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for election, be elected as a Director of the Company."

Item 5. Approval of issue of securities to the Managing Director and Chief Executive Officer, Peter Alan Birtles

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 131,924 performance rights to Peter Alan Birtles under the Performance Rights Plan, in respect of the 2019 financial year as summarised in the Explanatory Notes accompanying this Notice of Annual General Meeting."

Note: A voting restriction applies to Item 5.

Item 6. Approval of financial assistance

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

"That, in accordance with sections 260A and 260B(2) of the Corporations Act, and for all other purposes, approval is given for:

- (a) the provision of financial assistance by Macpac Holdings Pty Ltd (ACN 609 407 436) (**Macpac**) and its subsidiaries (Macpac and its subsidiaries, each a **Macpac Group Company**) in connection with the acquisition by SRG Leisure Retail Pty Ltd (ACN 110 667 411) of all of the issued shares in Macpac (the **Macpac Acquisition**), as described in the Explanatory Notes accompanying this Notice of Meeting; and*
- (b) the execution and performance by each Macpac Group Member of all documents required to give effect to or implement the financial assistance relating to the Macpac Acquisition, as described in the Explanatory Notes."*

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.

Item 5. Approval of issue of securities to the Managing Director and Chief Executive Officer, Peter Alan Birtles

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

- (a) cast in favour of Item 5 by or on behalf of Peter Alan Birtles (being the only Director who is eligible to participate in the Performance Rights Plan) or his associates; and*
- (b) cast on Item 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 Item 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 Item 5, you will be expressly authorising the Chair of the Meeting to exercise your proxy even though Item 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 Item 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 2018 Annual General Meeting will be held on Wednesday 24 October 2018 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).

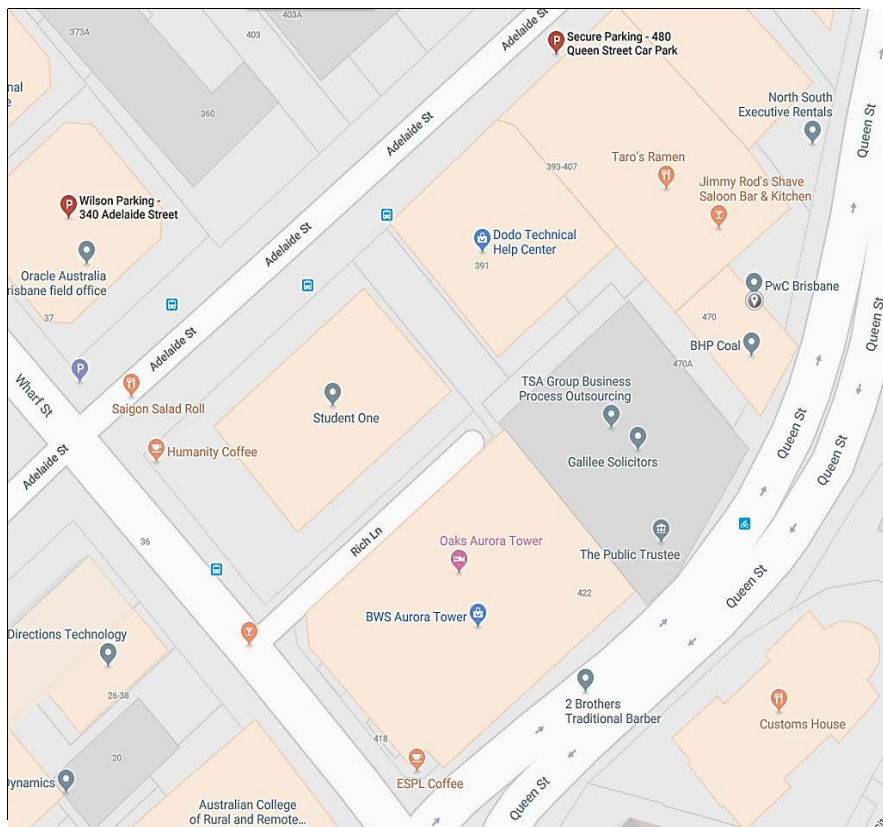
Bus: The number '64' bus stops within walking distance, with many buses terminating at Queen Street and Post Office Square. The City Glider numbers '60', '192', '196' and '199' all stop on Adelaide Street, within walking distance of the venue.

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), 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 Wednesday, 17 October 2018.

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

In accordance with clause 1.3(b) of the Company's constitution, 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 (AEST) on Monday, 22 October 2018. 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): 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



R W Dawkins
Company Secretary
21 September 2018

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 30 June 2018 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 30 June 2018 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 54 to 71 (and Notes 27 and 28 of the financial statements) of the Company's 2018 Annual Report. It is also available on the Company's website (www.superretailgroup.com).

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. Re-election of Director – Sally Anne Majella Pitkin

Non-Executive Director

Dr Sally Pitkin was appointed a Director of the Company on 1 July 2010 and Chair following the 2017 Annual General Meeting. Dr Pitkin is an ex-officio member of the Audit and Risk Committee, and the Human Resources and Remuneration Committee.

Sally has over 20 years' experience as a Non-Executive Director in the listed, private, public and non-profit sectors, including experience in international markets, and over 13 years' experience as a Non-Executive Director of ASX200 companies. She is a lawyer and former partner of a national law firm with banking law, corporate law and corporate governance expertise. Sally is a Non-Executive Director and Fellow of the Australian Institute of Company Directors and is Chair of the Institute's Corporate Governance Committee.

Sally is presently a Director of ASX listed companies The Star Entertainment Group Limited and Link Administration Holdings Limited.

Sally holds a Doctor of Philosophy (Governance), a Master of Laws and Bachelor of Laws.

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

Recommendation

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

Item 4. Election of Director – Peter Dobie Everingham

Non-Executive Director

Mr Peter Everingham was appointed a Director of the Company in December 2017. Mr Everingham is a member of the Audit and Risk Committee and the Human Resources and Remuneration Committee

Peter is an experienced executive with over 25 years' corporate experience, including 18 years in senior executive roles in the digital sector experiencing and initiating disruption. He is the former Managing Director of SEEK Limited's International Division, including being the former Chairman of the China business, Zhaopin Limited, and Director of the education business, IDP Education, Online Education Services and THINK Education. Peter is a former Director of Strategy for Yahoo! in Australia and Southeast Asia.

Peter is presently a Non-Executive Director of iCar Asia Limited, an ASEAN network of digital automotive portals, and WWF-Australia, Australia's largest conservation organization.

Peter holds a Master of Business Administration and a Bachelor of Economics, and is a Graduate Member of the Australian Institute of Company Directors.

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

Recommendation

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

Item 5. Approval of issue of securities under the Performance Rights Plan to the MD/CEO

Requirements for approval

ASX Listing Rule 10.14 states that a listed company must not issue securities to a Director under an employee incentive scheme without the approval of the shareholders by ordinary resolution.

Accordingly, the purpose of this Item 5 is to have shareholders approve the grant of 131,924 Performance Rights to the MD/CEO, Mr Peter Alan Birtles, in respect of the 2019 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

In October 2009, the Company's shareholders approved the establishment of the Super Retail Group Limited Performance Rights Plan (**Plan**). In 2014, the Board approved a new set of Plan rules to modernise the terms on which future Performance Rights are granted, and held by eligible employees and Directors of the Company and its related bodies corporate and the Plan rules (as modified) apply to all new Performance Rights issued from the Board approval date, subject to the requirements of the Corporations Act and ASX Listing Rules.

Shareholders have previously provided approval for the purposes of ASX Listing Rule 10.14 for the grant of Performance Rights under the original Plan to Peter Birtles as MD/CEO at the Company's 2009 AGM and 2012 AGM, and under the current Plan to Peter Birtles as MD/CEO at each of the Company's 2014 to 2017 AGMs.

The Plan is an at-risk component of the MD/CEO remuneration package, tested against key performance measures and linking long-term remuneration with the economic benefit derived by shareholders over a three to five year performance period.

The Non-Executive Directors consider that the MD/CEO's remuneration package, including participation in the proposed grant under the Plan, is reasonable and appropriate having regard to the Company's circumstances and the MD/CEO's duties and responsibilities.

The basis upon which the remuneration was determined, are set out in the Remuneration Report on pages 54 to 71 (and Notes 27 and 28 of the financial statements) of the Company's 2018 Annual Report.

Information required by ASX Listing Rule 10.15

Details of the proposed grant to the MD/CEO

The maximum number of Performance Rights that may be granted to Peter Birtles as MD/CEO under the Plan, if shareholder approval is provided at the AGM, is 131,924. The maximum value of Performance Rights has been calculated based on a maximum value of \$1,254,600, being approximately 33.3% of the MD/CEO's Total Reward Structure, assuming that a full Short Term Incentive (**STI**) is achieved and that the Long Term Incentive (**LTI**) fully vests. This may also be expressed as an amount approximately equal to the MD/CEO's fixed remuneration for the 2019 financial year.

Details of Peter Birtles' remuneration package as MD/CEO for the financial year ending 30 June 2018, and the basis upon which the remuneration was determined, are set out in the Remuneration Report on pages 54 to 71 (and Notes 27 and 28 of the financial

statements) of the Company's 2018 Annual Report.

The number of performance rights to be granted has been determined by reference to the maximum value of the proposed grant of Performance Rights, being \$1,254,600, divided by the value of \$9.51 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 fifteen (15) trading days following the release of the Directors' and Financial Reports of the Company for the financial period ended 30 June 2018, being 21 August 2018 to 10 September 2018, inclusive.

Date by which grants of Performance Rights may 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 the 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. The Performance Rights do not carry any dividend or voting rights prior to vesting. The Performance Rights are non-transferable, except in limited circumstances or with the consent of the Board.

Performance hurdles

The Performance Rights are subject to two performance hurdles which are independent and will be tested separately. The allocation of 50% of the Performance Rights will be subject to the earnings per share (**EPS**) Hurdle, while the other 50% is subject to the return on capital (**ROC**) Hurdle. The EPS Hurdle and the ROC Hurdle for those Performance Rights granted in the 2019 financial year are:

(a) EPS Hurdle

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

Normalised EPS Compound Annual Growth Rate	Percentage of Performance Rights attributed to the EPS Hurdle that become "Qualified Performance Rights" and are available to vest
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 1.6666% (rounded to two decimal places) of Performance Rights
13% or better	100%

(b) ROC Hurdle

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

Average ROC	Percentage of Performance Rights attributed to the ROC Hurdle that become "Qualified Performance Rights" and are available to vest
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 1.6666% (rounded to two decimal places) of Performance Rights
15% or better	100%

The Board has the discretion to adjust the EPS Hurdle and ROC Hurdle so that Peter Birtles (and all other Plan participants) are neither advantaged nor disadvantaged by matters outside management's control that affect EPS and ROC (for example, by excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).

Performance period

The performance period is three years, commencing 1 July 2018 and ending on 30 June 2021.

Allocation of shares upon vesting

Following testing of the performance hurdles and determination of the level of vesting of Performance Rights, 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:

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

Any Performance Rights that do not 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 transferring shares from an employee share trust (or, at the discretion of the Board, the payment of an equivalent cash amount).

Price payable on grant or vesting of the Performance Rights

Under the Plan, the MD/CEO is not required to pay any consideration for the issue of the Performance Rights or 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 complying with the Company's Trading Policy.

Cessation of employment

As with any Participant under the Plan, if the CEO/MD ceases employment with the Company before the end of the relevant performance period, the treatment of his 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, prior to the Performance Rights vesting, unvested Performance Rights will be pro-rated, continue on-foot and 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 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, to ensure that no unfair benefit is obtained by a participant.

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 Alan Birtles	156,433	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, Peter Birtles 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 Mr Birtles abstaining) recommends that shareholders **vote in favour** of the resolution.

Item 6. Approval of financial assistance

Introduction

The Company completed its acquisition of Macpac Holdings Pty Ltd on 5 April 2018. The acquisition was fully funded from the Company's existing debt facilities. The facilities were subsequently increased by A\$150 million so that the Company has sufficient

funding to deliver upon its broader omni-retailing strategy. It is proposed that Macpac and each of its subsidiaries guarantee the obligations of the Company under the debt facilities. This will constitute the giving of financial assistance by Macpac and its subsidiaries, and therefore require shareholder approval. The purpose of Item 6 is for shareholders to approve the giving of financial assistance by Macpac and its subsidiaries.

Background

On 5 April 2018, SRG Leisure Retail Pty Ltd (ACN 110 667 411) (**SRG Leisure**), a wholly-owned subsidiary of the Company, completed the acquisition of the entire issued capital of Macpac Holdings Pty Ltd (ACN 609 407 436) (**Macpac**) pursuant to a share sale agreement dated 20 February 2018 (the **Macpac Acquisition**).

On completion of the Macpac Acquisition, Macpac and each of its subsidiaries (each, a **Macpac Group Company**) became subsidiaries of the Company. The Macpac Group Companies comprise:

- Macpac;
- MP Finco Limited (Company Number 5854339);
- Macpac Group Holdings Limited (Company Number 1907150);
- Mouton Noir Management Pty Limited (ACN 129 716 034);
- Macpac Retail Pty Limited (ACN 129 716 025)
- Macpac Limited (Company Number 1915488);
- Macpac Enterprises Limited (Company Number 3361093); and
- Mouton Noir IP Limited (Company Number 1915474).

Macpac Acquisition Financing

In connection with the Macpac Acquisition, the Company increased the size of its existing syndicated finance facility (**Syndicated Facility**) with Commonwealth Bank of Australia, Australia and New Zealand Banking Group Limited, The Hongkong and Shanghai Banking Corporation Limited (Sydney Branch), National Australia Bank Limited and Westpac Banking Corporation (and others) (**Financiers**) by an aggregate amount of A\$150 million.

Although the Company had sufficient funds available within its existing debt facilities to fund the Macpac Acquisition, the Syndicated Facility was subsequently increased to ensure that the Company and its subsidiaries (collectively, the **Group**) retained sufficient funding to deliver upon its broader omni-retailing strategy.

The Syndicated Facility requires that the Company ensure that at all times:

- the aggregate EBITDA of the guarantors to the Syndicated Facility (**Guarantors**) and the Company (calculated on an unconsolidated basis and excluding all intragroup items) represents not less than 90% of the consolidated EBITDA of the Group; and
- the aggregate total assets of the Guarantors and the Company (calculated on an unconsolidated basis and excluding all intragroup items) represents not less than 90% of the consolidated total assets of the Group,

(the **Guarantor Group Test**).

Although the Group currently satisfies the Guarantor Group Test, the Company considers that there is greater flexibility in including the Macpac Group Companies as Guarantors under the Syndicated Facility and intends that the Macpac Group Companies will accede to the Syndicated Facility and related agreements (**Syndicated Facility Documents**) as Guarantors.

The Syndicated Facility is unsecured.

The accession by the Macpac Group Companies (as Guarantors) to the Syndicated Facility Documents, and the performance by the Macpac Group Companies of their respective rights and obligations under the Syndicated Facility Documents, constitutes the giving of financial assistance in connection with the Macpac Acquisition, within the meaning of Part 21.3 of the Corporations Act.

Financial assistance

Section 260A of the Corporations Act prohibits a company from financially assisting any person to acquire shares in that company (or a holding company of that company), unless the assistance:

- does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- is approved by shareholders under section 260B of the Corporations Act; or
- falls within a limited number of exceptions under section 260C of the Corporations Act (none of which apply to the Macpac Acquisition).

As outlined above, the Macpac Acquisition was funded under the Syndicated Facility and it is expected that the Macpac Group Companies will guarantee the obligations of the Group in relation to the Syndicated Facility by acceding to, and performing their obligations as Guarantors under, the Syndicated Facility Documents. In doing so, the Macpac Group Companies will have directly or

indirectly provided financial assistance to SRG Leisure to acquire shares in Macpac pursuant to the Macpac Acquisition.

The purpose of Item 6 is therefore to obtain shareholder approval pursuant to section 260B of the Corporations Act for the giving of this financial assistance.

Shareholder approval requirements

As Macpac Group Companies are subsidiaries of the Company (being a listed corporation), section 260B(2) of the Corporations Act requires the financial assistance to be approved by a special resolution passed at a general meeting of the Company.

Effect of the proposed financial assistance

The execution of the Syndicated Facility Documents, and the performance by the Macpac Group Companies of their respective rights and obligations under the Syndicated Facility Documents will involve:

- the Macpac Group Companies becoming liable (with the Company and other Guarantors) under the Syndicated Facility Documents for amounts owing under the Syndicated Facility;
- the Macpac Group Companies giving customary representations, warranties and undertakings to the Financiers;
- the Macpac Group Companies being subject to certain events of default; and
- the Macpac Group Companies potentially being required to make available (directly or indirectly) their cashflows or other resources in order to enable the Company and other Guarantors to comply with their payment and other obligations in relation to the Syndicated Facility.

Effect of the proposed financial assistance

As outlined above, the Macpac Acquisition was completed on 5 April 2018. Accordingly, if Item 6 is not approved, it will not have any impact on the transaction. However, the Macpac Group Companies will not be able to accede to the Syndicated Facility Documents or guarantee the obligations of the Group under the Syndicated Facility. Although this will not result in the Group being in default under the Syndicated Facility, it may limit the flexibility that the Company has with respect to the Syndicated Facility in the future.

Reasons for giving financial assistance

The main reasons for the giving of financial assistance described above in connection with the Macpac Acquisition are:

- it benefits the Macpac Group Companies to assist the Company to raise money in order to later provide to its subsidiaries (including the Macpac Group Companies) with finance on better terms than would be available to each subsidiary on a stand-alone basis; and
- it will provide the Group with greater flexibility to deliver upon its broader omni-retailing strategy.

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



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 Wednesday, 24 October 2018 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 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 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"/>	6 Approval of financial assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Sally Anne Majella Pitkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Director – Peter Dobie Everingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval of issue of securities to the Managing Director and Chief Executive Officer, Peter Birtles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* 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).

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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" should 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.

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 Monday, 22 October 2018**, 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

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.**



LODGE YOUR QUESTIONS



ONLINE

www.linkmarketservices.com.au



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SHAREHOLDER QUESTIONS

Your concerns and interests as shareholders are important to us. If you are unable to attend the Annual General Meeting, we invite you to submit your questions on shareholder-related matters using this form.

While time may not permit us to address all questions submitted, we will try to address the more frequently raised shareholder matters during the course of the meeting. Please note that individual responses will not be sent.

You may also submit a question to the auditor using this form if the question is relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the meeting. Please indicate whether your question is directed to the auditor by ticking the appropriate box.

This form must be received by our Share Registry, Link Market Services Limited, by 5:00 on Wednesday, 17 October 2018 by using one of the return methods set out in the top right-hand corner of this form. A return envelope is provided for shareholders who wish return this form by mail.

QUESTIONS

1. Question is for the ☐ Chair or ☐ Auditor

2. Question is for the ☐ Chair or ☐ Auditor

3. Question is for the ☐ Chair or ☐ Auditor

If your matter is in relation to your shareholding, please contact Link Market Services Limited.