

27 July 2015

Company Announcement Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Super Retail Group's Security Trading Policy**

In accordance with Listing Rule 12.10, please find attached Super Retail Group's revised Securities Trading Policy which is effective 27 July 2015.

Yours faithfully,  
**Super Retail Group Limited**



Robert Dawkins  
Company Secretary



# Trading Policy

Super Retail Group Limited ACN 108 676 204 ("**Company**")

Adopted by the Board on 27 July 2015

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# Trading Policy

## 1 Purpose and scope

### 1.1 Which trading?

#### **Company Securities and Financial Products**

This policy summarises the law banning insider trading and sets out the Company's trading policy on buying and selling Company Securities and Financial Products issued over or in respect of Company Securities that are able to be traded on a financial market.

The Company encourages directors and employees to own Company Securities as this helps align their interests with those of investors.

The purpose of the policy is to outline the legal obligations imposed upon the directors and employees of the Company who trade in Company Securities. It is important that directors and employees do not breach the legal obligations imposed upon them as any suggestion that they have breached those legal obligations can have a significant impact on their personal reputation, on the Company's standing with investors and on the broader image of the ASX market. The policy aims to raise awareness of the Corporations Act prohibition on insider trading and to take positive steps to prevent insider trading of the Company's Securities and to ensure that there is no improper trading in the Company Securities.

#### **Securities of other entities**

The ban on insider trading also applies to the securities of other entities if you possess Inside Information about those entities.

The Board of Directors / Company Secretary may also extend this policy by specifying that Designated Persons are restricted from dealing in the securities of other specified entities with which the Company may have a relationship.

### 1.2 Glossary

Terms used in this policy are defined in the Glossary in schedule 1.

### 1.3 Who does this policy apply to?

This policy applies as follows:

Who?	Which parts?
<b>Everyone</b> - including all employees, contractors and Associates	Part 2 (Insider trading laws) and Part 7 (Confidentiality)
<b>Designated Persons</b> <b>Key Management Personnel and Group Leadership Team</b> <ul style="list-style-type: none"><li>all directors, officers and other key management personnel ("<b>Key Management Personnel</b>") (including the Chairman, Non-Executive Directors and Executive Directors)</li><li>Company Secretary;</li></ul>	The whole Trading Policy

<ul style="list-style-type: none"> <li>• Chief Officers;</li> <li>• Managing Directors; and</li> <li>• General Managers.</li> </ul> <p><b>Senior Leadership Team and Senior Management and Specified Employees</b></p> <ul style="list-style-type: none"> <li>• refer to Schedule 4</li> </ul>	
<b>Associates of Designated Persons</b> - see the Glossary for more information	See paragraph 1.4

#### 1.4 Associates

This policy also applies to Associates of Designated Persons, except that paragraphs 5.1 to 5.4 regarding prior notification, confirmation and notification of dealing apply as appropriate to the circumstances. If relevant, a Designated Person must:

- (a) inform their Associates about this policy; and
- (b) communicate on behalf of their Associates with the relevant Notification Officer for the purposes of this policy.

If you are in doubt as to whether a person is an Associate and the application of this policy to them, you should contact the Company Secretary who will make a determination on the issue.

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## 2 Insider Trading Ban - Corporations Act

### 2.1 What is the Insider Trading Ban?

Under the Corporations Act, if you have Inside Information (as defined in paragraph 2.2 below) relating to the Company it is illegal for you to:

- (a) deal in (that is, apply for, acquire or dispose of) Company Securities or enter into an agreement to do so; or
- (b) procure another person to apply for, acquire or dispose of Company Securities or enter into an agreement to do so; or
- (c) directly or indirectly communicate, or cause to be communicated, that information to any other person if you know, or ought reasonably to know, that the person would or would be likely to use the information to engage in the activities specified in paragraphs (a) or (b) above.

#### ***Options are included***

It is illegal to apply for, grant, exercise or transfer an option over Company Securities if you have Inside Information about those entities.

#### ***Other organisations' securities***

It is also illegal to trade in the securities of other entities **if** you have Inside Information about those entities.

### ***Any capacity***

It does not matter how or in what capacity you become aware of the Inside Information. It does not have to be obtained from the Company to constitute Inside Information.

### ***No giving “tips”***

You cannot avoid the Insider Trading Ban by arranging for another person or entity to deal in Company Securities, nor may you give “tips” concerning Inside Information relating to the Company to others, including customers.

**WARNING: The Insider Trading Ban applies to everyone (not just Designated Persons) and applies at all times.**

## **2.2 What is Inside Information?**

“**Inside Information**” is information relating to the Company which is **not generally available** but, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of Company Securities.

Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person and/or entity.

Information is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in Company Securities.

**Examples of Inside Information** includes but is not limited to each of the following

- (a) the financial performance of the Company against its budget;
- (b) changes in the Company’s actual or anticipated financial condition or business performance;
- (c) changes in the capital structure of the Company, including proposals to raise additional equity or increase debt;
- (d) proposed changes in the nature of the business of the Company;
- (e) changes to the Board of Directors or significant changes in Key Management Personnel;
- (f) an undisclosed significant change in the Company’s market share;
- (g) likely or actual entry into, or loss of, a material contract;
- (h) material acquisitions or sales of assets by the Company;
- (i) a proposed dividend or other distribution or a change in dividend policy; or
- (j) a material claim against the Company or other unexpected liability.

## **2.3 When is information generally available?**

Information is generally available if:

- (a) it consists of readily observable matter or deductions;
- (b) it has been brought to the attention of investors through an announcement to ASX or otherwise similarly brought to the attention of investors who commonly invest in securities, and a reasonable period has elapsed since it was announced or brought to investors' attention; or
- (c) it consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (a) or (b) above.

**Examples of possible readily observable matters are:**

- a change in legislation which will affect the Company's ability to make certain types of investments;
- a severe downturn in global securities markets;
- a publically released court decision or government policy; and
- a natural disaster.

## 2.4 Penalties

As well as reputational damage for both you and the Company, if you break the insider trading laws, you may be subjected to serious legal consequences including:

- (a) **criminal penalties** for a conviction include heavy fines and imprisonment;
- (b) **civil liability** - you can be sued by another party or the Company for loss they suffer as a result of your illegal trading;
- (c) **civil penalty provisions** - the Australian Securities and Investments Commission ("ASIC") may seek civil penalties against you and may even seek a court order that you be disqualified from managing a corporation; and
- (d) **disciplinary action including dismissal and disclosure** - if you breach the law, this policy, or both, the Company will regard it as serious misconduct which may lead to disciplinary action including dismissal, and/or public disclosure of the breach and circumstances of the breach.

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## 3 No dealing in Prohibited Periods

### 3.1 Trading windows and Prohibited Periods

Subject to the Insider Trading Ban and the requirements of this policy, Designated Persons may only deal in Company Securities during the following trading windows:

- (a) 20 business days beginning on the first trading day after the Company's half yearly results are announced to ASX;
- (b) 20 business days beginning on the first trading day after the Company's annual results are announced to ASX;
- (c) 20 business days beginning on the first trading day after the Company's annual general meeting;
- (d) at any time a prospectus, cleansing notice or similar disclosure document has been lodged with ASIC and is open for acceptances; and
- (e) at any other times as the Board of Directors permits.

All other periods are Prohibited Periods, (when dealing in Company Securities is prohibited), unless otherwise allowed by this policy.

The Board of Directors may also impose an ad-hoc Prohibited Period during a trading window specified above.

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## **4 Further restrictions**

### **4.1 No margin lending**

Designated Persons must not enter into any margin lending arrangements in relation to Company Securities.

The grounds for this include that the terms may require Company Securities to be sold during a Prohibited Period or when the Designated Person possesses Inside Information. This paragraph does not extend to other funding arrangements where Company Securities may be included as security.

### **4.2 No short term trading**

The Company encourages Designated Persons to be long term investors in the Company.

Designated Persons must not engage in short term trading in Company Securities or in derivative or other financial products issued over or in respect of Company Securities. Short term means in less than a 6 month period.

### **4.3 No short selling**

Designated Persons must not engage in short selling of Company Securities.

Short selling is a technique used by investors who believe that the market price of a security is likely to fall. The investors borrow the security and sell it in the hope that they will be able to buy the security back at a lower price at some point in the future and close out their short position at a profit.

### **4.4 Hedging with prior approval**

A Designated Person must obtain prior approval from the relevant Notification Officer to enter into transactions or arrangements (excluding those mentioned in paragraph 4.6) to hedge their exposure to their vested and unrestricted holdings of the Company Securities.

The approval request may be granted, granted subject to conditions or refused at the discretion of the relevant Notification Officer.

#### ***Example of an arrangement that requires prior approval:***

- a foreign currency risk arrangement.

### **4.5 Pre-existing arrangements**

Despite paragraph 4.1 to 4.4, if you entered into an arrangement (a pre-existing arrangement) that would otherwise be prohibited under these paragraphs prior to:

- (a) the approval of this policy on 27 July 2015, and you are a Designated Person at that date, you are permitted to continue that arrangement until 26 July 2017 or until the expiry of the relevant arrangement, whichever occurs earlier; or
- (b) becoming a Designated Person, you are permitted to continue that arrangement for 24 months from the date that you became a Designated Person or until the expiry of the relevant arrangement, whichever occurs earlier.



The Board may in its absolute discretion determine different conditions in respect of a pre-existing arrangement.

A Designated Person must notify the relevant Notification Officer the details of an arrangement that would otherwise be prohibited under paragraph 4.1 to 4.4, within five (5) business days of becoming a Designated Person.

A Designated Person must notify the relevant Notification Officer as soon as they are aware that there is or is likely to be an involuntary disposal of Company Securities that results from a margin lender exercising its rights under a margin lending arrangement that has been retained in accordance with this paragraph.

#### **4.6 No hedging of unvested or escrowed Company Securities**

Subject to the law, Designated Persons and, where the Designated Person is a Key Management Personnel, the Closely Related Parties of the Key Management Personnel must not:

- (a) enter into transactions or arrangements with anyone which could have the effect of limiting the exposure of the member to risk relating to an element of the member's equity-based remuneration that:
  - has not vested in the member; or
  - has vested in the member but remains subject to a holding lock; or
- (b) deal at any time in financial products over or in respect of Company Securities, except for the type of dealing permitted by law or under this policy.

##### ***Examples of prohibited arrangements:***

- a put option on incentive remuneration;
- a short position on shares that forms part of the incentive remuneration. A short position is a position in relation to shares in a listed company where the quantity of the shares that a person has is less than the quantity of the shares that the person has an obligation to deliver; and
- an income protection insurance contract in which the insurable risk event affects the financial value of remuneration or equity or an equity-related instrument for the key management personnel.

Any breach of this paragraph results in the unvested performance shares or options being forfeited or lapsing as the case may be.

#### **4.7 Distribution or Dividend Reinvestment Plan**

Designated Persons may not join, withdraw from, or vary their participation in the distribution or dividend reinvestment plan during a Prohibited Period, other than as may be permitted with prior confirmation as outlined in paragraph 6.2 of this policy.

#### **4.8 Team Member Share Plan**

Designated Persons may only join, withdraw from, or vary their participation in the plan during the offer invitation period as specified by the Company, regardless of whether the offer invitation period falls within a Prohibited Period. At all other times, Designated Persons may not otherwise join, withdraw from, or vary their participation in the plan during a Prohibited Period other than as may be permitted with prior confirmation as outlined in paragraph 6.2 of this policy.

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## 5 Clearance Procedures

### 5.1 Prior notification

If a Designated Person proposes to deal in Company Securities (including entering into an agreement to deal) at any time they must first provide both:

- (a) written notice of their intention to the Notification Officer listed below (refer to schedule 3 for the relevant Notification Officer for trading in exceptional circumstances); and

Designated Persons	Notification Officer
Chairman of the Board	Chairman of the Audit and Risk Committee
All Directors (excluding the Chairman of the Board)	Chairman of the Board
Designated Persons (other than the Directors)	Company Secretary
Company Secretary	Chief Executive Officer

- (b) confirmation that they are not in possession of Inside Information.

The relevant Notification Officer may, with the prior approval of the Disclosure Committee, appoint a delegate to act on his or her behalf if temporarily unavailable.

### 5.2 Confirmation

Before dealing in Company Securities, the Designated Person must receive a confirmation signed by the relevant Notification Officer.

The Company Secretary and the Chief Executive Officer shall confer with the Disclosure Committee, and the Chairman of the Board and the Chairman of the Audit and Risk Committee shall confer with the Company Secretary, as the Disclosure Committee representative, prior to granting a confirmation to a Designated Person.

A confirmation granted to a Designated Person to deal in Company Securities will be for a period specified by the relevant Notification Officer in the Approval Request Form to Deal in Company Securities.

A confirmation shall generally expire **five (5)** business days (except where confirmation is granted for trading in exceptional circumstances), of part thereof, from its date, unless it specifies a different expiry date.

A confirmation confirms that the proposed dealing by the Designated Person is within the terms of the trading policy but does not otherwise constitute approval or endorsement by the Company or the relevant Notification Officer for the proposed dealing.

Even if confirmation is granted, a Designated Person remains personally responsible for their own investment decisions and assessing whether the Insider Trading Ban applies to them.

### 5.3 Clearances may be refused, changed and withdrawn

- (a) Any clearance to trade can be given or refused by the Company in its discretion, without giving any reasons;

- (b) a clearance to trade may be given subject to any conditions (such as a maximum transaction value during a specified trading period) the relevant Notification Officer deems necessary or appropriate;
- (c) a clearance to trade can be withdrawn by the Company if new information comes to light or if there is a change in circumstances;
- (d) the Company's decision to refuse clearance is final and binding on the Designated Person seeking the clearance; and
- (e) if a clearance to trade is refused, the Designated Person seeking the clearance must keep that information confidential and must not disclose it to anyone.

#### **5.4 Notification of dealing**

In addition to providing advance notice under paragraph 5.1, Designated Persons (excluding Directors – see below) must confirm in writing to the relevant Notification Officer, within three **(3)** business days from when the dealing in Company Securities has occurred, the number of Company Securities affected and the relevant parties to the dealing.

#### **5.5 Notification for Directors**

A Director must also confirm in writing to the relevant Notification Officer of any permitted dealing as outlined in schedule 2 affecting the Director's relevant interest in the Company's Securities within three **(3)** business days from when the dealing in Company Securities has occurred, the number of Company Securities affected and the relevant parties to the dealing.

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### **6 Exceptions**

#### **6.1 Permitted dealings**

Subject to the Notification for Directors outlined in paragraph 5.4 above, certain types of dealing are excluded from the restrictions of this policy and may be undertaken at any time **except** if this would breach the Insider Trading Ban (see Part 2). They are listed in schedule 2 and are permitted primarily on the basis that the trading is passive, restrictive, outside of the individual's control or there is no underlying change in beneficial owner.

#### **6.2 Exceptional circumstances**

If there are exceptional circumstances of the kind listed in schedule 3, a Designated Person may request, and the relevant Notification Officer may give, prior confirmation for the Designated Person to:

- (a) deal in Company Securities during a Prohibited Period; or
- (b) dispose of Company Securities even if otherwise prohibited under part 4; or
- (c) join, withdraw from, or vary their participation in the dividend or distribution reinvestment plan or Team Member Share Plan,

**except** if this would breach the Insider Trading Ban (see Part 2).

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### **7 Confidential Information**

You must treat all sensitive, non-public information ("**Confidential Information**") about the Company as confidential and belonging to the Company. Take whatever steps are reasonably necessary to keep Confidential Information from being disclosed (except as authorised or legally required). This means:

- (a) you must avoid inadvertent or indirect disclosure of Confidential Information;
- (b) you must be careful that your conversations are not overheard in elevators, aeroplanes or other public places;
- (c) even within the Company, Confidential Information should be distributed to or discussed with others only on a need-to-know basis, and those people must be told that the information is confidential;
- (d) you must not disclose Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required;
- (e) you must not leave Confidential Information on conference tables, desks or otherwise unguarded;
- (f) if any ad-hoc Prohibited Period is imposed, this constitutes Confidential Information and you must not disclose this Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required;
- (g) if you fail to obtain confirmation as outlined in paragraph 5.2 of this policy to trade in the Company's Securities, this constitutes Confidential Information and you must not disclose this Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required; and
- (h) if you are required to provide inside information to external parties for the Company's business purposes, you must ensure that an appropriate confidentiality agreement is in place or alternatively that a duty of confidence exists, prior to any disclosure taking place.

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## **8 Notification interests and Discretionary disclosure**

### **8.1 Notifying interests and updating Registers**

The Company, its Directors and its Company Secretary will comply with the requirements regarding notifying Directors' interests and updating Registers including:

- (a) disclosure obligations under the ASX Listing Rules (such as under ASX Listing Rules 3.1 and 3.19A);
- (b) notifying ASIC of a substantial shareholding or change to that holding (under section 671B the Corporations Act); and
- (c) updating Company registers;
- (d) notifications, requests and clearances under this policy; and
- (e) for Directors' material personal interests and standing notices. (under Ch 2D div 2 of the Corporations Act).

### **8.2 Discretionary disclosure**

The Company may disclose any transaction, arrangement or event in relation to the operation of this Policy. These disclosures may be made irrespective of whether or not they are required by the ASX Listing Rules or the Corporations Act.

***Examples of arrangements that the Company may disclose:***

- where a Designated Person is subject to an involuntary disposal of Company Securities that results from a margin lender exercising its rights under a margin lending arrangement; and

- where a Designated Person enters into, renews, alters or closes out a transaction or arrangement which operates to limit the economic risk of their vested and unrestricted holdings

Disclosure shall be determined in accordance with the Super Retail Group Continuous Disclosure Policy.;

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## **9 Awareness and training**

The highest standards of corporate conduct are critical to the Company's reputation. The Company Secretary will instigate induction and on-going training and set up appropriate processes to promote compliance with this policy. Measures that the Company may take to ensure that Designated Persons are aware of, and understand, their obligations under the policy include:

- (a) incorporating a requirement in the contractual arrangements it has with its Designated Persons that they must comply with the policy; and
- (b) circulating reminders to Designated Persons of the start and finish dates for a trading window as they are about to occur.

Each Designated Person must keep a register of their dealings and their Associates' dealings in the Company's Securities, and must make a copy of that register available to the Company on request.

The Company must keep a register of all completed Approval Request Forms to Deal in Company Securities.

A copy of this policy will be available on the Company's intranet site and website and will be lodged with ASX. It will be distributed to all Designated Persons and made available to employees and other persons as relevant.

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## **10 Obtaining further advice**

If you do not understand any aspect of this trading policy, or are uncertain whether it applies to you or your family or other Associates, please contact the Company Secretary on 07 3482 7520. You may wish to obtain your own legal or financial advice before dealing in Company Securities.

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## **11 Review and publication of this policy**

The Board will review this policy from time to time so that it remains relevant to the needs of the Company.

This Company may at any time by resolution of the Board, amend all or any of the provisions of this policy.

Any amendment made may be given retrospective effect as is specified in the written instrument or resolution by which the amendment is made.

The Company Secretary also has authorisation to amend Schedule 4 - Senior Leadership Team and Senior Management and Specified Employees, and other administrative changes such as changes in position titles without a resolution of the Board.

This policy is available on the Company's website. Key features are also published in:

- (a) the annual report or a link given to the governance section of the Company's website; and
- (b) in the Appendix 4G form to be lodged with ASX at the same time as the annual report.

## Schedule 1 - Glossary

Unless the contrary intention appears, these meanings apply in the Trading Policy:

<b>Term</b>	<b>Definition</b>
<b>Annual Report</b>	means the Annual Report of the Company.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>Associate</b>	Associates of a Designated Person include their closely connected persons and entities, ie their spouse or partner, dependants (including dependent children of the Designated Person, the spouse or the partner), trusts, companies, nominees and other persons over whom a Designated Person has, or may be expected to have, investment control or influence. It also includes any person to whom a Designated Person provides an opinion to or advice to regarding the Company and/or the Company's Securities.
<b>ASX</b>	ASX Limited or Australian Securities Exchange, as the context requires.
<b>Clearance Procedures</b>	means the process referred to in part 5.
<b>Closely Related Party (as defined in the Corporations Act 2001 (Cth))</b>	of a member of the key management personnel for an entity means: <ul style="list-style-type: none"> <li>(a) a spouse or child of the member; or</li> <li>(b) a child of the member's spouse; or</li> <li>(c) a dependant of the member or of the member's spouse; or</li> <li>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li> <li>(e) a company the member controls; or</li> <li>(f) a person prescribed by the regulations for the purposes of this paragraph.</li> </ul>
<b>Company</b>	Super Retail Group Limited ACN 108 676 204 and its related bodies corporate.
<b>Company Securities</b>	any securities of the Company including debentures, options, rights, derivatives and other Financial Products issued over or in respect of Company securities that are able to be traded on a financial market.
<b>Confidential Information</b>	has the meaning given in part 7.

<b>Term</b>	<b>Definition</b>
<b>Corporations Act or CA</b>	<i>Corporations Act 2001 (Cth).</i>
<b>“deal” or “trade”</b>	includes to take part in any transaction associated with buying, selling, acquiring, disposing of, converting or agreeing to do any of these things.
<b>Designated Person</b>	has the meaning given in paragraph 1.3.
<b>Disclosure Committee</b>	has the meaning given in the Super Retail Group Continuous Disclosure Policy.
<b>Financial Products</b>	include derivatives, options, warrants, futures, forward contracts, swaps and contracts for difference issued or created over or associated with Company Securities by third parties, but do not include portfolio products that are not specific to the Company eg index funds.
<b>Inside Information</b>	has the meaning given in CA 1042A as summarised in paragraph 2.2.
<b>Insider Trading Ban</b>	means the prohibitions in CA 1043A on trading or dealing with Inside Information as summarised in part 2.
<b>Key Management Personnel</b>	means persons having authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly, including all executive and non-executive directors (see Accounting Standard AASB 124).
<b>Notification Officer</b>	the relevant person specified in paragraph 5.1 and schedule 3 (for exceptional circumstances) to whom notice should be given.
<b>Prohibited Period</b>	has the meaning given in part 3.

## Schedule 2 - Permitted dealings

Subject to the Notification for Directors outlined in paragraph 5.4 of this policy and in accordance with paragraph 6.1, the following types of dealings are excluded from the restrictions of this policy and may be undertaken at any time (**except** if this would breach the Insider Trading Ban - see part 2):

- (a) the transfer of Company Securities by a Designated Person where there is no effective change in the beneficial owner (such as a transfer to a family trust or to a self-managed superannuation fund);
- (b) a disposal of Company Securities arising from the acceptance of a takeover offer, scheme or arrangement or equal access buy-back;
- (c) a disposal of rights acquired under a pro rata issue;
- (d) an acquisition of Company Securities under a pro rata issue;
- (e) an acquisition of Company Securities under a dividend or distribution reinvestment plan;

For the avoidance of doubt, this does not include dealings of Company Securities to which the Designated Person becomes entitled to under the dividend or distribution reinvestment plan;

- (f) an acquisition of Company Securities under the Company's Team Member Share Plan;

For the avoidance of doubt, this does not include dealings of Company Securities to which the Designated Person becomes entitled to under the SRG Share Plan;

- (g) an acquisition of Company Securities under an employee incentive scheme, including by acquiring Company Securities on the automatic conversion of the Designated Person's performance rights or bonus entitlements;

For the avoidance of doubt, this does not include dealings of Company Securities to which the Designated Person becomes entitled to under an employee incentive scheme;

- (h) an acquisition or disposal of Company Securities by the Designated Person in his or her capacity as a trustee of the employee incentive scheme established by the Company;
- (i) indirect and incidental trading that occurs as a consequence of a Designated Person dealing in Company Securities issued by a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle that is managed by a third party and that happens to hold as part of its portfolio Company Securities;
- (j) an involuntary disposal of Company Securities that results from a margin lender exercising its rights under a margin lending arrangement that has been entered into with approval in accordance with this policy; and
- (k) the obtaining by a director of a share qualification.



## Schedule 3 - Exceptional circumstances

### Request

In accordance with paragraph 6.2, a Designated Person may request, and the relevant Notification Officer may give, prior confirmation for the Designated Person to:

- deal in Company Securities during a Prohibited Period; or
- dispose of Company Securities even if otherwise prohibited under part 4, or
- join, withdraw from, or vary their participation in the dividend or distribution reinvestment plan or Team Member Share Plan,

if there are exceptional circumstances (**except** if this would breach the Insider Trading Ban - see part 2).

**The Relevant Notification Officer for the purposes of this schedule is listed below.**

Designated Persons	Notification Officer
Chairman of the Board	Chairman of the Audit and Risk Committee
All Directors (excluding the Chairman of the Board)	Chairman of the Board
All other Designated Persons	Company Secretary (or Chief Executive Officer if the Company Secretary is unavailable)

The relevant Notification Officer may, with the prior approval of the Chairman of the Board, appoint a delegate to act on his or her behalf if temporarily unavailable.

A confirmation shall generally expire **two (2)** business days, or part thereof, from its date, unless it specifies a different expiry date.

### Examples of exceptional circumstances are:

- severe financial hardship, eg a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Company Securities;
- requirements under a court order or court enforceable undertakings or other legal or regulatory requirements (eg a family law settlement); or
- other exceptional circumstances as determined by the Chairman of the Board (or Chair of the Audit and Risk Committee where the Chairman of the Board is involved).

A liability to pay tax does not normally constitute severe financial difficulty.

If the relevant Notification Officer has any doubt in making a determination of exceptional circumstances, they should exercise the discretion with caution.

The requirements of paragraphs 5.1 (excluding the table in 5.1 (a)) to 5.4 must be complied with regarding prior notification, confirmation and notification of dealing.

## Schedule 4 - Senior Leadership Team and Senior Management and Specified Employees

- Planning & Reporting Manager;
- Business Analyst;
- Group Financial Controller;
- Commercial Manager;
- Financial Accounting Manager;
- Senior Financial Accountant;
- Financial Accountant;
- Senior Internal Auditor;
- Internal Audit Officer;
- Executive Assistants to Key Management Personnel;
- Group Services Administrator;
- General Counsel;
- Group Risk Manager;
- any Participant of the Super Retail Employee Performance Rights Plan; and
- any other person designated by the Board of Directors / Company Secretary.

## Approval Request Form to Deal in Company Securities

### **Instructions:**

*This form is to be used in conjunction with the Company's Trading Policy which is available on our website. Terms defined in the Trading Policy have the same meaning in this form. If you have any questions, please contact **the Company Secretary**.*

### **Your Notification Officer is (unless you are notified otherwise):**

<b>Designated Persons</b>	<b>Notification Officer (except for exceptional circumstances)</b>
Chairman of the Board	Chairman of the Audit and Risk Committee
All Directors (excluding the Chairman of the Board)	Chairman of the Board
Designated Persons (other than the Directors)	Company Secretary or Chief Executive Officer (if the Company Secretary is unavailable)
Company Secretary	Chief Executive Officer

### **The Relevant Notification Officer for trading in exceptional circumstances is:**

<b>Designated Persons</b>	<b>Notification Officer</b>
Chairman of the Board	Chairman of the Audit and Risk Committee
All Directors (excluding the Chairman of the Board)	Chairman of the Board
All other Designated Persons	Company Secretary or Chief Executive Officer (if the Company Secretary is unavailable)

Complete **Part A** and send it to your Notification Officer if under the Trading Policy:

- you are required to notify us of a proposed transaction, or
- you are requesting approval to deal in Securities in exceptional circumstances where otherwise prohibited.

You must receive a **Part B** confirmation or clearance completed by your Notification Officer **before** you trade.

You must send a **Part C** notification to your Notification Officer within **3** business days of your trade.

**Part A - Approval Request to Deal in Company Securities**

Name of Designated Person	
Description of Company Securities (ie number and class of Company Securities)	
Nature of agreement/dealing (sale/purchase/subscription)	
Proposed date of transaction (ie completion date)	
Reason for request (*if exceptional circumstances)	

I confirm that:

- (a) I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of Company's Securities; and
- (b) the transaction in Company's Securities described above does not contravene the Trading Policy and the Insider Trading Ban (see Part 2).
- (c) I am aware that if I breach the Trading Policy, disciplinary action may be taken against me including dismissal.

Signed: .....

Dated: .....

**Part B - Confirmation by the Notification Officer / Clearance by the Notification Officer**

This confirmation / clearance confirms that based on the information provided, the proposed dealing by the Designated Person is permitted under the terms of the Trading Policy, but does not otherwise constitute an approval or endorsement of the proposed dealing.

I confirm that I am not aware of any circumstances preventing the granting of the confirmation / clearance of the proposed dealing pursuant to which the Designated Person named above is or is likely to be in possession of Inside Information relating to the Company's Securities.

This confirmation / clearance to undertake the proposed dealing expires on .....[date] at 4:00 pm.

Name: .....

Title: .....

Signature: .....

Dated: .....

**Part C – Confirmation of dealing**

Name of applicant	
Description of Securities (ie number and class of Securities)	
Nature of agreement/dealing (sale/purchase/subscription)	
Date of transaction (ie completion date)	

I confirm that:

- (a) I was not in possession of any unpublished information which, if generally available, might materially affect the price or value of Company's Securities; and
- (b) the transaction in Company's Securities described above did not contravene the Trading Policy and the Insider Trading Ban (see Part 2).

Signature: .....

Dated: .....