



**11.30AM (QLD TIME) | MONDAY 24 OCTOBER 2016**

**KEDRON WAVELL SERVICES CLUB, DONALDSON ROOM, 375 HAMILTON ROAD, CHERMSIDE SOUTH QLD**

# Super Retail Group Limited

ACN 108 676 204

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that the thirteenth Annual General Meeting (“AGM”) of Super Retail Group Limited (the “Company”) will be held at the, Kedron Wavell Services Club, Donaldson Room, 375 Hamilton Road, Chermside South, Queensland on Monday, 24 October 2016 at 11.30 am (QLD time) for the purpose of transacting the business set out in the notice.

### Items of Business

#### Item 1. Reports and Accounts

To receive and consider the financial report of the Company for the period ended 2 July 2016 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 2 July 2016 be adopted.”*

Note – in accordance with section 250R of the *Corporations Act 2001* (Cth), 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 – Mr [Raymond] John Skippen

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

*“That Raymond John Skippen, who retires in rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for election, be re-elected as a Director of the Company.”*

#### Item 4. Election of Director – Ms Launa Karen Inman

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

*“That Launa Karen Inman, in accordance with Article 9.8 of the Company’s constitution and, being eligible, offers herself for election as a Director of the Company.”*

#### Item 5. Election of Director – Ms Diana Jane Eilert

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

*“That Diana Jane Eilert, in accordance with Article 9.8 of the Company’s constitution and, being eligible, offers herself for election as a Director of the Company.”*

#### Item 6. Approval of issue of securities to the Managing Director and Chief Executive Officer, Mr Peter 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 117,031 performance rights to Mr Peter Birtles under the Performance Rights Plan, in respect of the 2017 financial year as summarised in the Explanatory Notes accompanying this Notice of Annual General Meeting.”*

Note – a voting restriction applies to Item 6.

## Voting Exclusions

The *Corporations Act 2001* (Cth) 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 AGM. These voting exclusions are described below.

### Item 2 Remuneration Report

*In accordance with the Corporations Act 2001 (Cth), 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, whether as securityholder or proxy holder.

*However, the Company need not disregard a vote if the vote is not cast on behalf of a member of the KMP or a closely related party of a member of the KMP and:*

- (a) it is cast by a member of the KMP, or a closely related party of a member of the KMP, if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Item 2; or
- (b) it is cast by the Chairman of the Meeting, if the vote is cast as a proxy appointed in writing that does not specify the way the proxy is to vote on the resolution, and expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

*If you appoint the Chairman 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 Chairman of the Meeting to exercise your proxy even if Item 2 is connected directly or indirectly with the remuneration of a member of the KMP.*

Note – The Chairman of the Meeting intends to vote all available proxies in favour of Item 2.

### Item 6 Managing Director participation in Performance Rights Plan

*In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Item 4 by:*

- (a) any director of the Company (except a director who is ineligible to participate in any employee incentive scheme in relation to the Company) and, if the ASX has expressed an opinion under rule 10.14.3 that approval is required for participating in an employee incentive scheme by anyone else, that person; and
- (b) any associate of those persons.

*However, the Company need not disregard a vote if:*

- (a) it is cast by a person referred to above as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) it is cast by the Chairman of the Meeting, as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

*A vote must not be cast on Item 6 by a member of the KMP, or closely related party of a member of the KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on Item 6. However, this voting exclusion does not apply if the member of the KMP is the Chairman of the Meeting acting as proxy and their appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a member of the KMP.*

*If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on Item 6, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Item 6 is connected directly or indirectly with the remuneration of a member of the KMP.*

Note – The Chairman of the Meeting intends to vote all available proxies in favour of Item 6.

### Closely Related Party

Closely related party is defined in the *Corporations Act 2001* (Cth) 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 securityholder to attend and vote at the Annual General 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 securityholders**

### **Entitlement to attend and vote at the meeting**

All securityholders may attend the Annual General Meeting. The Board have determined that for the purpose of 7.11.37 of the *Corporation Regulation 2001* (Cth) that securityholders will be taken to be those persons recorded on the Company's register of members as at 7.00pm (Queensland time) on Saturday, 22 October 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### **Voting by Proxy**

If you are entitled to attend and vote at the Annual General Meeting, you may appoint a proxy to attend and vote at the Meeting on your behalf. A proxy does not need to be a securityholder 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 may exercise half of your votes on a poll. Fractions of votes will be disregarded.

Unless the securityholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit (except as specified in the voting exclusions in the Notice of Annual General Meeting) 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 2016 Annual General Meeting. Proxy Forms received after that time will be invalid.

### **Corporate Representatives**

A securityholder, or proxy, that is a corporation and entitled to attend and vote at the Annual General 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 2001* (Cth) and be lodged with the Company before the Annual General Meeting or at the registration desk on the day of the Annual General Meeting. Please refer to other notes appearing on the Proxy Form.

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

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

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Security holder 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  
South Sydney NSW 1235  
Australia

#### **By fax:**

+61 2 9287 0309

#### **By hand:**

Delivering it to Link Market Services Limited,  
1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000

### **Explanatory Notes**

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

By order of the Board

Super Retail Group Limited



R W Dawkins  
Company Secretary  
22 September 2016

## EXPLANATORY NOTES

These notes form part of the Notice of Annual General Meeting and are intended to provide securityholders 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 s 317 of the *Corporations Act 2001* (Cth) (**Act**), the Financial Report, Directors' Report and Auditor's Report of the Company for the financial period ended 2 July 2016 will be laid before the Company at its Annual General Meeting (**AGM**).

A reasonable opportunity will be provided at the AGM for securityholders 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, PricewaterhouseCoopers, 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 s 250R(2) of the Act, the Remuneration Report of the Company for the financial year ended 2 July 2016 will be laid before the Company in the AGM 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 s 250R(3) of the 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 AGM for securityholders as a whole to ask questions about and make comments on the Remuneration Report.

One of Super Retail Group's core principles is that the attraction, development, engagement and retention of passionate 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 interest of securityholders. 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 48 to 62 (and Note 20 of the financial statements) of the Company's 2016 Annual Report. It is also available on the Company's website at [www.superretailgroup.com](http://www.superretailgroup.com).

In summary, the Remuneration Report includes:

- an explanation of the Company's policy for determining the remuneration of Directors and other Key Management Personnel (**KMP**) of the Company;
- a discussion of the relationship between policy and the Company's performance;
- details of the performance conditions associated with the remuneration of Directors and other KMP of the Company; and
- the remuneration details for each Director and other KMP of the Company, 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 Appointment of Proxy form. The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

#### Recommendation:

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

#### Item 3. Re-election of a Director – Mr [Raymond] John Skippen,

Non-executive Director of the Company  
Chair of the Audit and Risk Committee, Member of the Human Resources and Remuneration Committee, Member of the Nomination Committee.

Mr Skippen was appointed a Director of the Company in September 2008.

John has over 36 years' experience both as an Executive and Non-Executive Director of listed and non-listed public companies and was Finance Director and Chief Financial Officer of Harvey Norman Holdings Ltd for 12 years and also operated as a Chartered Accountant for over 30 years. John has extensive retail, property acquisition and development, mergers and acquisition, and funding experience, both internationally and in Australia, as well as previous ownership of businesses in the advertising, marketing and construction industries. John is currently Non-Executive Chairman of Slater & Gordon Limited and Non-Executive Director of Flexigroup Ltd.

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

#### Recommendation:

The Board (with Mr Skippen abstaining) recommends that securityholders **vote in favour** of this resolution.

#### **Item 4. Election of a Director – Ms Launa Karen Inman,**

Non-executive Director of the Company

Member of the Audit and Risk Committee, Member of the Human Resources and Remuneration Committee, Member of the Nomination Committee.

Ms Inman was appointed a Director of the Company in October 2015.

Launa brings to the board extensive experience in retailing, marketing (including digital technology and social media), finance and logistics. Her diverse experience includes terms as Managing Director and CEO of Billabong International (May 2012 to August 2013), Managing Director of Target Australia Pty Ltd (2005 to 2011) and Managing Director of Office Works (2004 to 2005). Launa is a member of the Australian Institute of Company Directors and has completed the Wharton Business School executive program. Launa is a director of the Commonwealth Bank of Australia, Bellamy's Australia Limited and a member of the boards of the Alannah and Madeline Foundation and Virgin Australia Melbourne Fashion Festival.

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

#### **Recommendation:**

The Board (with Ms Inman abstaining) recommends that securityholders **vote in favour** of this resolution.

#### **Item 5. Election of a Director – Ms Diana Jane Eilert,**

Non-executive Director of the Company

Member of the Audit and Risk Committee, Member of the Human Resources and Remuneration Committee, Member of the Nomination Committee.

Ms Eilert was appointed a Director of the Company in October 2015.

Diana is an experienced nonexecutive director who brings three key skills to Super Retail Group: extensive operational experience as a Group Executive and CEO, Partner level skills in Strategy (with particular emphasis on technology customer experience and data), and, more recently, significant work in digital disruption and business models. Diana is currently appointed to the Boards of Navitas, AMP Life, Queensland Urban Utilities and NSW Electricity Networks. With 25 years in executive roles, Diana was Group Executive with Suncorp and Citibank and also as a Partner with IBM, where she gained further technology experience. Most recently, Diana was Head of Strategy and Corporate Development for News Ltd where her focus was on digital transformation and emerging business models.

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

#### **Recommendation:**

The Board (with Ms Eilert abstaining) recommends that securityholders **vote in favour** of this resolution.

#### **Item 6 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 securityholders by ordinary resolution.

Accordingly, the purpose of this Item 4 is to have securityholders approve the grant of 117,031 Performance Rights to the MD/CEO, Mr Peter Birtles, in respect of the 2017 financial year and the subsequent issue or transfer of shares on vesting of those Performance Rights for the purpose of ASX Listing Rule 10.14 and all other purposes.

##### **Background**

The Company's original Performance Rights Plan operated since 2009, having been approved by securityholders at the Company's 2009 AGM. In 2014, the Board approved a new set of Performance Rights Plan (PRP) 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 PRP rules apply to all new Performance Rights issued from the Board approval date, subject to the requirements of the Act and ASX Listing Rules.

Securityholders have previously provided approval for the purposes of ASX Listing Rule 10.14 for the grant of Performance Rights under the original Performance Rights Plan to Mr Birtles as MD/CEO at the Company's 2009 AGM and 2012 AGM and under the current PRP to Mr Birtles as MD/CEO at the Company's 2014 and 2015 AGM.

The non-executive Directors have reviewed the total; reward structure for the MD/CEO to ensure that there is an appropriate "at risk" based on performance. Therefore the "at risk" long term incentive component has increased for the 2017 financial year with the total reward structure moving to one-third as fixed remuneration, one-third as a short term incentive and one-third as long term incentive. The basis upon which the remuneration was determined, are set out in the Remuneration Report on pages 35 to 49 (and Note 20 of the financial statements) of the Company's 2016 Annual Report.

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

## 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 Mr Birtles as MD/CEO under the PRP, if securityholder approval is provided at the AGM, is 117,031. The maximum value of Performance Rights has been calculated based on a maximum value of \$1,230,000.00, 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 being an amount approximately equal to the MD/CEO's fixed remuneration for the 2017 financial year.

### Total Reward Structure



Details of Mr Birtles remuneration package as MD/CEO for the financial year ending 2 July 2016, and the basis upon which the remuneration was determined, are set out in the Remuneration Report on pages 35 to 49 (and Note 20 of the financial statements) of the Company's 2016 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 \$1,230,000.00, divided by the value of \$10.51 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 Financial Report of the Company for the financial period ended 2 July 2016, being 26 August 2016 to 15 September 2016, inclusive.

### Date by which grants of Performance Rights may be made

If securityholder approval is obtained, the Performance Rights shall be granted to the MD/CEO under the PRP as soon as practicable following the AGM, 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 EPS Hurdle, while the other 50% is subject to the ROC Hurdle. The EPS Hurdle and the ROC Hurdle for those Performance Rights granted in the 2017 financial year are:

#### (a) EPS Hurdle

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

Compound EPS Growth	Percentage of Performance Rights attributed to the EPS Hurdle that become "Qualified Performance Rights" and are available to vest
Less than 10%	0%
10%	50%
Between 10% and 15%	On a pro rata basis between 50% and 100% For each 0.1% increase above 10%, an additional 1% of Performance Rights
15% 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
Between 12% and 15%	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 will retain a discretion to adjust the EPS Hurdle and ROC Hurdle to ensure that Mr 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 3 July 2016 and ending on 30 June 2019 indicatively.

**Allocation of shares upon vesting**

Following testing of the applicable 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 PRP, 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 share 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 resignation, 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 prior to the Performance Rights vesting, unvested Performance Rights will be prorated, continue on-foot and be tested at the end of the original performance period against the relevant performance conditions.

However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances in accordance with the PRP.

**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 PRP.

**Names of all persons referred to in ASX Listing Rule 10.14 who received securities under the PRP 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
Mr Peter Birtles	104,516	Nil

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

At the date of this Notice of Annual General Meeting, Mr Birtles is the only Director eligible to participate in the PRP. Any additional persons for whom approval is required under ASX Listing Rule 10.14 is required to participate in the PRP after this resolution was approved and who were not named in the Notice of Meeting, those persons 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 Appointment of Proxy form. The Chairman 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 PRP 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 securityholders.

The Board (with Mr Birtles abstaining) recommends that securityholders **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 1300 554 474



**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 Chairman of the Meeting (mark box)** **OR** if you are **NOT** appointing the Chairman 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 Chairman 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 on Monday, 24 October 2016 at Kedron Wavell Services Club, Donaldson Room, 375 Hamilton Road, Chermshire South, Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Items 2 and 6:** If the Chairman 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 Chairman of the Meeting to exercise the proxy in respect of Items 2 and 6, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman 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*
<b>2</b> Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>6</b> Approval of issue of securities to the Managing Director and Chief Executive Officer, Mr Peter Birtles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Re-election of Director – Mr [Raymond] John Skippen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>4</b> Election of Director – Ms Launa Karen Inman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>5</b> Election of Director – Ms Diana Jane Eilert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**i** \* 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).



## 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 Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman 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 CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman 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](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:30am on Saturday, 22 October 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

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

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

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