

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

SUPER RETAIL GROUP LTD

To Company Name/Scheme

ACN/AFSN

81 108 676 204

1. Details of substantial holder (1)

Name

YARRA FUNDS MANAGEMENT LIMITED ACN 005 885 567 (YFM); YARRA CAPITAL MANAGEMENT HOLDINGS PTY LTD ACN 614 782 795 (YCMH); YARRA MANAGEMENT NOMINEES PTY LTD ACN 616 681 068 (YMN); AA AUSTRALIA FINCO PTY LTD ACN 614 781 172 (FINCO); TA SP AUSTRALIA TOPCO PTY LTD ACN 612 486 452 (TOPCO); TA UNIVERSAL INVESTMENT HOLDINGS LTD (UNIVERSAL)

ACN/AFSN (if applicable)

See above

The holder became a substantial holder on

06/10/2017

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Fully Paid Shares	10,503,920	10,503,920	5.3255%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
YCMH	Relevant interest pursuant to s608(3)(b) of the Corporations Act (CA), being a relevant interest held through a body corporate (YFM) that YCMH controls	Ordinary Fully Paid Shares / 10,503,920
YFM	Relevant interest pursuant to s608(1) of the CA, being the power to exercise or control the exercise of a right to vote attached to the securities and/or the power to dispose of securities as investment manager of trustee.	Ordinary Fully Paid Shares / 10,503,920
YMN	Relevant interest pursuant to s608(3)(a) of the CA, being a relevant interest held through a body corporate (YCMH) in which YMN's voting power is more than 20%	Ordinary Fully Paid Shares / 10,503,920
FINCO	Relevant interest pursuant to s608(3)(a) of the CA, being a relevant interest held through a body corporate (YCMH) in which FINCO's voting power is more than 20%	Ordinary Fully Paid Shares / 10,503,920
TOPCO	Relevant interest pursuant to s608(3)(b) of the CA, being a relevant interest held through a body corporate (FINCO) that TOPCO controls	Ordinary Fully Paid Shares / 10,503,920
UNIVERSAL	Relevant interest pursuant to s608(3)(b) of the CA, being a relevant interest held through a body corporate (TOPCO) that UNIVERSAL controls	Ordinary Fully Paid Shares / 10,503,920

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
All substantial holders named in 1 above	HSBC Custody Nominees (Australia) Limited; UBS Nominees Pty Ltd	YFM as the responsible entity for a range of managed investment schemes	Ordinary Fully Paid Shares / 1,513,706
All substantial holders named in 1 above	National Australia Bank Asset Servicing, BNP Paribas Securities Services, JPMorgan Chase Bank NA, Citigroup Pty Limited, Northern Trust Company, State Street Australia Limited, National Nominees Limited, Invia Custodian Pty Limited	Various Clients of YFM	Ordinary Fully Paid Shares / 8,990,214

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
YCMH		Refer to Attachment A		
YFM		Refer to Attachment A		
YMN		Refer to Attachment A		
FINCO		Refer to Attachment A		
TOPCO		Refer to Attachment A		
UNIVERSAL		Refer to Attachment A		

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/AFSN (if applicable)	Nature of association
N/A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
YCMH	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
YFM	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
YMN	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
FINCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3066
TOPCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3066
UNIVERSAL	3RD FLOOR, DEVONSHIRE HOUSE 1 MAYFAIR PLACE, LONDON W1J 8AJ, UNITED KINGDOM

Signature

print name GARVIN LOUIE

capacity COMPANY SECRETARY OF YFM

sign here 

date 09 / 10 / 17

ATTACHMENT A

Form 603 – Notice of Initial Substantial Holder

Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Date of Acquisition	Consideration			Class and number of Securities	
	Transaction Type	Cash	Non-cash	Class	Number
15/06/2017	Purchased on market	\$ 8.0689	Nil	Ordinary Fully Paid Shares	150,000
16/06/2017	Purchased on market	\$ 8.1792	Nil	Ordinary Fully Paid Shares	73,883
19/06/2017	Purchased on market	\$ 8.1367	Nil	Ordinary Fully Paid Shares	67,754
26/06/2017	Purchased on market	\$ 7.9817	Nil	Ordinary Fully Paid Shares	190,000
26/06/2017	Purchased on market	\$ 7.9905	Nil	Ordinary Fully Paid Shares	95,178
27/06/2017	Purchased on market	\$ 7.9150	Nil	Ordinary Fully Paid Shares	300,000
27/06/2017	Purchased on market	\$ 7.9729	Nil	Ordinary Fully Paid Shares	51,851
28/06/2017	Purchased on market	\$ 8.2046	Nil	Ordinary Fully Paid Shares	11,789
30/06/2017	Purchased on market	\$ 8.2054	Nil	Ordinary Fully Paid Shares	138,052
30/06/2017	Purchased on market	\$ 8.2150	Nil	Ordinary Fully Paid Shares	92,500
6/07/2017	Purchased on market	\$ 8.3596	Nil	Ordinary Fully Paid Shares	28,822
7/07/2017	Purchased on market	\$ 8.1637	Nil	Ordinary Fully Paid Shares	56,041
7/07/2017	Purchased on market	\$ 8.1783	Nil	Ordinary Fully Paid Shares	59,516
10/07/2017	Purchased on market	\$ 8.2907	Nil	Ordinary Fully Paid Shares	405,441
13/07/2017	Purchased on market	\$ 8.4322	Nil	Ordinary Fully Paid Shares	1,369,824
13/07/2017	Purchased on market	\$ 8.4714	Nil	Ordinary Fully Paid Shares	210,999
17/07/2017	Sold on market	\$ 8.5755	Nil	Ordinary Fully Paid Shares	3,278
19/07/2017	Sold on market	\$ 8.2800	Nil	Ordinary Fully Paid Shares	1,503
20/07/2017	Sold on market	\$ 8.2845	Nil	Ordinary Fully Paid Shares	2,216
28/07/2017	Sold on market	\$ 8.3404	Nil	Ordinary Fully Paid Shares	1,454
1/08/2017	Sold on market	\$ 8.3588	Nil	Ordinary Fully Paid Shares	2,170
22/08/2017	Sold on market	\$ 8.0267	Nil	Ordinary Fully Paid Shares	1,734
28/08/2017	Purchased on market	\$ 8.2282	Nil	Ordinary Fully Paid Shares	154,150
29/08/2017	Purchased on market	\$ 8.1802	Nil	Ordinary Fully Paid Shares	235,495
29/08/2017	Purchased on market	\$ 8.2000	Nil	Ordinary Fully Paid Shares	377,000
30/08/2017	Purchased on market	\$ 8.1360	Nil	Ordinary Fully Paid Shares	161,679
30/08/2017	Purchased on market	\$ 8.1492	Nil	Ordinary Fully Paid Shares	79,161
30/08/2017	Purchased on market	\$ 8.2400	Nil	Ordinary Fully Paid Shares	900,000
31/08/2017	Purchased on market	\$ 8.0883	Nil	Ordinary Fully Paid Shares	289,809
1/09/2017	Purchased on market	\$ 8.0734	Nil	Ordinary Fully Paid Shares	1,068,066
1/09/2017	Purchased on market	\$ 8.0900	Nil	Ordinary Fully Paid Shares	118,790
12/09/2017	Purchased on market	\$ 8.0087	Nil	Ordinary Fully Paid Shares	2,330
12/09/2017	Purchased on market	\$ 8.0450	Nil	Ordinary Fully Paid Shares	40,798
12/09/2017	Purchased on market	\$ 8.0460	Nil	Ordinary Fully Paid Shares	95,702
13/09/2017	Purchased on market	\$ 8.0350	Nil	Ordinary Fully Paid Shares	33,649
13/09/2017	Purchased on market	\$ 8.0631	Nil	Ordinary Fully Paid Shares	50,000
13/09/2017	Purchased on market	\$ 8.0643	Nil	Ordinary Fully Paid Shares	99,202
13/09/2017	Sold on market	\$ 8.0351	Nil	Ordinary Fully Paid Shares	41
14/09/2017	Purchased on market	\$ 8.0866	Nil	Ordinary Fully Paid Shares	66,351

15/09/2017	Purchased on market	\$ 8.0177	Nil	Ordinary Fully Paid Shares	15,189
15/09/2017	Purchased on market	\$ 8.0350	Nil	Ordinary Fully Paid Shares	80,000
15/09/2017	Purchased on market	\$ 8.0431	Nil	Ordinary Fully Paid Shares	60,000
15/09/2017	Purchased on market	\$ 8.0451	Nil	Ordinary Fully Paid Shares	60,000
18/09/2017	Purchased on market	\$ 8.1509	Nil	Ordinary Fully Paid Shares	53,709
18/09/2017	Purchased on market	\$ 8.1800	Nil	Ordinary Fully Paid Shares	93,751
19/09/2017	Purchased on market	\$ 8.0990	Nil	Ordinary Fully Paid Shares	56,714
19/09/2017	Purchased on market	\$ 8.1250	Nil	Ordinary Fully Paid Shares	93,970
19/09/2017	Purchased on market	\$ 8.1542	Nil	Ordinary Fully Paid Shares	48,854
20/09/2017	Purchased on market	\$ 8.1314	Nil	Ordinary Fully Paid Shares	298,217
21/09/2017	Sold on market	\$ 8.1212	Nil	Ordinary Fully Paid Shares	30,128
22/09/2017	Purchased on market	\$ 8.0850	Nil	Ordinary Fully Paid Shares	10,216
22/09/2017	Purchased on market	\$ 8.0852	Nil	Ordinary Fully Paid Shares	21
22/09/2017	Sold on market	\$ 8.0131	Nil	Ordinary Fully Paid Shares	143
25/09/2017	Purchased on market	\$ 8.1919	Nil	Ordinary Fully Paid Shares	19,830
25/09/2017	Purchased on market	\$ 8.1920	Nil	Ordinary Fully Paid Shares	41
26/09/2017	Purchased on market	\$ 8.0733	Nil	Ordinary Fully Paid Shares	80,414
26/09/2017	Purchased on market	\$ 8.1650	Nil	Ordinary Fully Paid Shares	83,030
27/09/2017	Purchased on market	\$ 8.1056	Nil	Ordinary Fully Paid Shares	303
27/09/2017	Purchased on market	\$ 8.1057	Nil	Ordinary Fully Paid Shares	38,258
27/09/2017	Purchased on market	\$ 8.1073	Nil	Ordinary Fully Paid Shares	48,752
28/09/2017	Purchased on market	\$ 8.1423	Nil	Ordinary Fully Paid Shares	69
28/09/2017	Purchased on market	\$ 8.1424	Nil	Ordinary Fully Paid Shares	33,781
2/10/2017	Purchased on market	\$ 8.1136	Nil	Ordinary Fully Paid Shares	72,466
3/10/2017	Purchased on market	\$ 8.0767	Nil	Ordinary Fully Paid Shares	6
3/10/2017	Purchased on market	\$ 8.0772	Nil	Ordinary Fully Paid Shares	76
3/10/2017	Purchased on market	\$ 8.0773	Nil	Ordinary Fully Paid Shares	2,885
3/10/2017	Purchased on market	\$ 8.0774	Nil	Ordinary Fully Paid Shares	38
3/10/2017	Purchased on market	\$ 8.0775	Nil	Ordinary Fully Paid Shares	24
3/10/2017	Purchased on market	\$ 8.0800	Nil	Ordinary Fully Paid Shares	414,748
3/10/2017	Sold on market	\$ 8.1300	Nil	Ordinary Fully Paid Shares	10,518
4/10/2017	Purchased on market	\$ 8.0894	Nil	Ordinary Fully Paid Shares	101,089
4/10/2017	Sold on market	\$ 8.0800	Nil	Ordinary Fully Paid Shares	1,175
4/10/2017	Sold on market	\$ 8.0930	Nil	Ordinary Fully Paid Shares	599
5/10/2017	Purchased on market	\$ 7.9499	Nil	Ordinary Fully Paid Shares	50,932
5/10/2017	Purchased on market	\$ 8.0895	Nil	Ordinary Fully Paid Shares	1,667,664