

20 NOTICE OF 25 ANNUAL GENERAL MEETING

Super Retail
Group



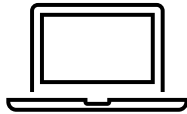
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To access all downloadable documents and information regarding Super Retail Group's Annual General Meeting, please access the AGM hub on Super Retail Group's corporate website at:

<https://www.superretailgroup.com.au/investor-centre/agm.aspx>

HOW TO PARTICIPATE IN THE AGM

Super Retail Group Limited's (**Super Retail Group** or the **Company**) 2025 Annual General Meeting (**AGM**) will be held at 10.00 am (AEST) on Thursday, 23 October 2025 as a hybrid meeting. Shareholders can participate in or view the AGM by:



Attending in person

Shareholders, proxyholders and corporate representatives can attend the AGM in person at **the offices of Super Retail Group at 6 Coulthards Avenue, Strathpine Queensland 4500** where they may ask questions and vote. Registration will commence at 9.30 am (AEST) on the day.

See page 9 for further information on attending in person, including options for getting to the venue.



Attending online via the online platform

Shareholders, proxyholders and corporate representatives may watch and participate in the AGM online via the online platform using a computer or mobile device.

- To access the online platform, enter <https://meetings.openbriefing.com/SUL25> into your web browser.
- You will be prompted to register by inputting your name, contact number and email address. To vote or ask questions, you will be required to provide your SRN/HIN and postcode. Proxyholders will be provided with their proxy number by the Company's share registry, MUFG Corporate Markets (formerly Link Market Services) at least 24 hours before the meeting.
- For further assistance, please refer to the share registry's Online Meeting Guide available on our website.

Once registered as a shareholder or proxyholder, the online platform will allow you to view a live webcast of the meeting, ask written and oral questions, and cast direct votes in real time during the meeting.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the meeting. Online registration for the meeting will open 30 minutes before the start of the meeting.



Voting options for the AGM

Shareholders can vote by:

- voting in person during the AGM;
- direct voting via the online platform during the AGM;
- appointing a proxy **before** the AGM to vote on their behalf at the AGM (either in person or online); or
- lodging a direct vote **before** the AGM.

Shareholders are encouraged to submit a directed proxy or direct vote ahead of the meeting.

Proxy votes and direct votes can be lodged at <https://au.investorcentre.mpms.mufg.com>.

You may still attend the meeting and vote (either in person or via the online platform) even if you have lodged a direct vote or appointed a proxy before the AGM. Your attendance will cancel your direct vote (unless you instruct the Company or the Company's share registry otherwise) or suspend your proxy appointment while you are present at the meeting.

Further information on appointing a proxy or lodging a direct vote ahead of the meeting is available on pages 11 and 12.



How to ask questions

Only shareholders and proxyholders may ask questions **during the AGM**, once they have been verified. The online platform allows shareholders and proxyholders to ask written or oral questions during the meeting.

Shareholders may also lodge questions **prior to the meeting** by logging into <https://au.investorcentre.mpms.mufg.com> and clicking on 'Ask a question' by **10.00 am (AEST) on Tuesday, 21 October 2025**. Alternatively, shareholders can complete and submit a Shareholder Question Form by that time. The Shareholder Question Form is available on the Company's website at www.superretailgroup.com.au.

It may not be possible to respond to all questions.

Further details about how to participate in the AGM are set out in the Explanatory Notes.

Notice is given that the 2025 Annual General Meeting (**AGM**) of Super Retail Group Limited (ABN 81 108 676 204) (**Super Retail Group** or **the Company**) will be held at 10.00 am (AEST) on Thursday, 23 October 2025 as a hybrid meeting. Shareholders and proxyholders can attend the meeting either in person at 6 Coulthards Avenue, Strathpine Queensland 4500 or online at <https://meetings.openbriefing.com/SUL25>.

Registration (for those attending in person and online) will commence at 9.30 am (AEST) on the day.

The items of business should be read in conjunction with the Explanatory Notes on pages 5 to 12. The Explanatory Notes form part of this Notice of Meeting.

ITEMS OF BUSINESS

ITEM 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company and its controlled entities for the financial year ended 28 June 2025.

ITEM 2. ADOPTION OF THE REMUNERATION REPORT

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

To adopt the Remuneration Report of the Company for the financial year ended 28 June 2025.

Note: The Remuneration Report is set out on pages 57 to 88 of the Company's FY25 Annual Report.

The vote on this resolution is advisory only and does not bind the directors or the Company.

ITEM 3. ELECTION AND RE-ELECTION OF DIRECTORS

ITEM 3.1 ELECTION OF MS KATE BURLEIGH AS A DIRECTOR

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

That Ms Kate Burleigh be elected as a director of the Company.

ITEM 3.2 RE-ELECTION OF MS JUDITH SWALES AS A DIRECTOR

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

That Ms Judith Swales be re-elected as a director of the Company.

By order of the Board.



Anna Sandham
Company Secretary

23 September 2025

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and provide shareholders with information relevant to the business to be considered at the AGM. Shareholders should read these Explanatory Notes in full before deciding how to vote on the resolutions.

Unless the context requires otherwise, capitalised terms used in this Notice of Meeting (including these Explanatory Notes) have the same meaning given to them in the Glossary.

The Chair of the AGM intends to vote all available undirected proxies **in favour** of resolutions 2 and 3.

ITEM 1 FINANCIAL STATEMENTS AND REPORTS

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company and its controlled entities for the financial year ended 28 June 2025 will be laid before the meeting. There will be no formal resolution put to the meeting.

The reports are contained in the Company's FY25 Annual Report. The FY25 Annual Report is available on the Company's website at www.superretailgroup.com.au.

Shareholders and proxyholders will be given a reasonable opportunity to ask questions and make comments about the reports. Representatives of the Company's external auditor, EY, will be present at the AGM and shareholders and proxyholders will have an opportunity to ask the auditor questions relevant to the preparation and content of the Auditor's Report.

ITEM 2 ADOPTION OF THE REMUNERATION REPORT

As required by section 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted will be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and is not binding. However, the Board values shareholder feedback and will take into consideration the outcome of voting on this resolution when assessing remuneration policy for executives and Non-Executive Directors in the future.

The Company is committed to achieving sustained high performance. Remuneration and benefits are set in the context of an overall philosophy to provide market-competitive remuneration and arrangements that support the attraction, motivation and retention of team members. These aims are aligned with the interests of shareholders.

Similarly, the Company's remuneration strategy is designed to attract and retain experienced, qualified Non-Executive Directors and to remunerate appropriately to reflect the responsibilities of the position. Non-Executive Directors receive fees to recognise their contribution to the work of the Board and the Committees on which they serve.

The Remuneration Report is contained in the Company's FY25 Annual Report on pages 57 to 88.

A voting exclusion applies to this item.

The Board unanimously recommends that shareholders vote in favour of this resolution.

ITEM 3 ELECTION AND RE-ELECTION OF DIRECTORS

Kate Burleigh has been appointed as an Independent Non-Executive Director of the Company since the last Annual General Meeting and offers herself for election under article 9.7 of the Company's Constitution.

Independent Non-Executive Director Judith Swales retires by rotation and being eligible, offers herself for re-election in accordance with article 9.3 of the Company's Constitution.

A brief summary of their qualifications and experience is set out below.

ITEM 3.1 ELECTION OF MS KATE BURLEIGH AS A DIRECTOR

Kate Burleigh was appointed as an Independent Non-Executive Director of the Company effective from 11 November 2024. She is a member of the Board Nominations Committee and the Board Risk and Sustainability Committee.

The Company's Constitution and ASX Listing Rule 14.4 require that any director appointed to the Board since the Company's last annual general meeting holds office until the conclusion of the Company's next annual general meeting, but is eligible for election at that meeting. Having been appointed to the Board in November 2024, Ms Burleigh is eligible, and offers herself, for election at the AGM.

Experience

Ms Burleigh has more than 25 years' experience in Board and executive leadership roles across the technology, telecommunications, retail and consumer lifestyle sectors. During her executive career, Ms Burleigh was most recently a member of Amazon's global leadership team in her roles as the executive chair and Australia-New Zealand country manager for Amazon Alexa and New Technologies. Previously she spent two decades with Intel, including as Managing Director for Intel Australia and New Zealand, responsible for Intel's overall business across the ANZ region. Prior to that, Ms Burleigh held sales and marketing leadership positions for Intel and the role of Asia-Pacific category manager for Intel Centrino mobile technology.

Ms Burleigh is currently a director of Hollard Insurance Australia.

Ms Burleigh holds a Masters of Business and Marketing from the University of Technology, Sydney, a Bachelor of Arts from the University of Sydney, is a Graduate of Australian Institute of Company Directors and an elected member of Chief Executive Women.

Recommendation

The Board considers that Ms Burleigh's substantial experience in leading digital transformation initiatives, together with her senior executive leadership roles across the technology, telecommunications, retail and consumer lifestyle sectors has been, and will continue to be, of significant benefit to Super Retail Group. Her experience with major multinationals such as Amazon and Intel has included navigating complex organisational structures, regulatory environments, and transparency protocols.

The Board believes that Ms Burleigh's independent perspective, global experience, and deep understanding of ethical leadership and digital risk will be particularly valuable to the Company.

Prior to submitting herself for election, Ms Burleigh confirmed that she would continue to have sufficient time to properly fulfil her director's duties for the Company. In accordance with the Company's policy on independence for Non-Executive Directors, the Board (with Ms Burleigh abstaining) has determined that Ms Burleigh remains independent.

The Board (with Ms Burleigh abstaining) unanimously recommends that shareholders vote in favour of Ms Burleigh's election.

ITEM 3.2 RE-ELECTION OF MS JUDITH SWALES AS A DIRECTOR

Judith Swales was appointed as an Independent Non-Executive Director of the Company on 1 November 2021 and as Chair of the Board on 24 October 2024. She is the Chair of the Board Nomination Committee and a member of the Board Human Resources and Remuneration Committee.

Experience

Ms Swales is a retail, sales, marketing and manufacturing professional who has more than 20 years' experience in high profile, global, consumer facing companies. Ms Swales is the former Chief Executive Officer Global Markets at Fonterra.

Her previous roles include Managing Director of Heinz Australia, Chief Executive Officer and Managing Director of Goodyear Dunlop Tyres Australia and New Zealand, and Managing Director of Angus & Robertson/WH Smith Australia. She also previously served as a Non-Executive Director of Foster's, Virgin Australia and DuluxGroup.

Ms Swales holds a Bachelor of Science (Honours) in Microbiology and Virology (University of Warwick) and is a graduate member of the Australian Institute of Company Directors.

Recommendation

The Board considers Ms Swales to be an effective Chair and Non-executive Director. Her extensive experience in the retail sector, including in senior executive leadership and management roles, provides valuable expertise and insight to the Board. The Board is of the view that her skills and experience are of significant benefit to Super Retail Group and will continue to support the creation of long-term value for shareholders.

Her significant executive and board experience across regulated, customer-facing industries provides valuable context in leading the Board's oversight of corporate conduct, executive accountability, and culture.

Prior to submitting herself for re-election, Ms Swales confirmed that she would continue to have sufficient time to properly fulfil her director's duties for the Company. In accordance with the Company's policy on independence for Non-Executive Directors, the Board (with Ms Swales abstaining) has determined that Ms Swales remains independent.

The Board (with Ms Swales abstaining) unanimously recommends that shareholders vote in favour of Ms Swales' re-election.

VOTING EXCLUSION

ITEM 2

ADOPTION OF THE REMUNERATION REPORT

Item 2 is connected with the remuneration of the Company's key management personnel (**KMP**). A vote on Item 2 must not be cast, and the Company will disregard any votes cast on Item 2 by or on behalf of:

- (a) a member of the KMP whose remuneration details are disclosed in the Company's FY25 Remuneration Report, or by any of their closely related parties, regardless of the capacity in which the votes are cast; and
- (b) any person who is a KMP member at the time Item 2 is voted on at the AGM, or by any of their closely related parties, as a proxy,

unless the vote is cast by a person as a proxy for a person entitled to vote on Item 2 in accordance with a direction on the proxy form that specifies the way the proxy is to vote on Item 2.

This restriction on voting undirected proxies does not apply to the Chair of the AGM acting as proxy for a person entitled to vote on Item 2 because the proxy appointment expressly authorises the Chair of the AGM to exercise undirected proxies. A closely related party includes close family members and companies the KMP controls.

IMPORTANT INFORMATION FOR SHAREHOLDERS

Date: Thursday, 23 October 2025
Time: 10.00 am (AEST)
Venue: 6 Coulthards Avenue, Strathpine QLD 4500

GETTING THERE

The Company's office is located in Strathpine, in the northern suburbs of Brisbane and is easily accessible by car, bus and train.

You will be greeted on arrival at the building and directed to the AGM room on Level 2 via the lifts located at reception.

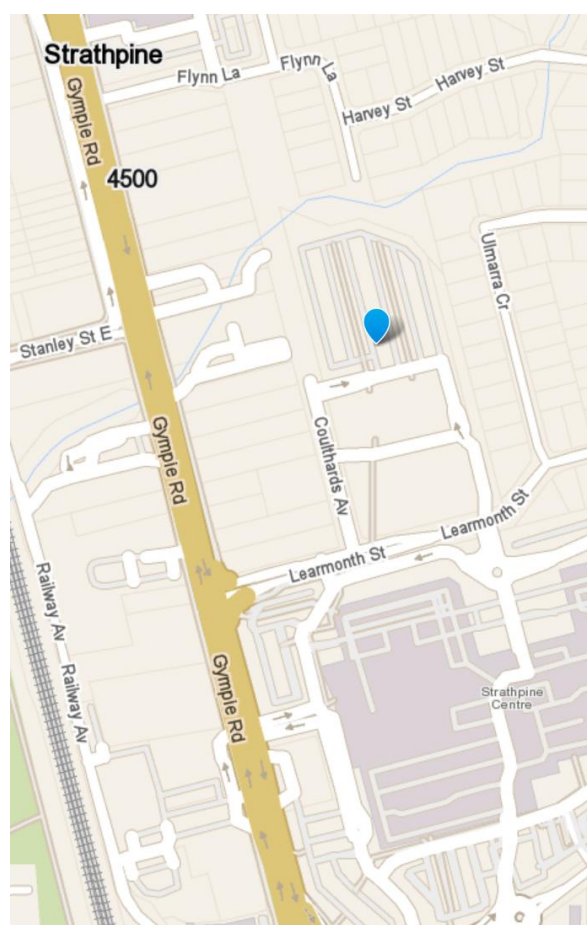
Travelling by car: Parking is available at the venue.

Travelling by train: The venue is a 10 minute walk from Strathpine Train Station.

Travelling by bus: The Strathpine Bus Station and the Gympie Road at Stanley Street bus stop (Stop ID 311095) are both located within a 5 minute walk of the venue.

On-site parking is available for people with disabilities, with disabled car parking spaces closely located to the lifts which access the AGM room.

For more information about public transport options, please visit translink.com.au.



ATTENDING THE AGM IN PERSON

Shareholders, proxyholders and corporate representatives may participate in the AGM by attending the meeting in person at 6 Coulthards Avenue, Strathpine Queensland 4500. Information on getting to the venue is set out above. Registration will commence at 9.30 am (AEST) on the day of the meeting.

ATTENDING THE AGM ONLINE

Shareholders, proxyholders and corporate representatives can attend and participate in the AGM online via the online platform provided by our share registry, MUFG Corporate Markets. Online registration will commence at 9.30 am (AEST) on the day of the meeting.

To log into and register via the online platform, you will need a computer or mobile device with internet access. Please follow these instructions:

Step 1 Click on the link, <https://meetings.openbriefing.com/SUL25>, or type the address into your web browser on your computer or mobile device.

Step 2 (shareholders) If you are a shareholder, to obtain a voting card or ask a question, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). Your SRN/HIN is printed on your holding statement or Voting Form.

OR

(proxyholders) If you are a proxyholder, your login details will be provided to you by the share registry no later than 24 hours before the meeting if your email address has been provided by the appointing shareholder.

Step 3 Once you have completed Step 2, you will be given details as to how to vote and ask written and oral questions during the AGM.

More information about how to use the online platform is available in the share registry's Online Meeting Guide which is available on the Company's website at www.superretailgroup.com.au. You can also call 1800 990 363 (within Australia) or +61 1800 990 363 (internationally) for further information.

CONDUCT OF THE MEETING

Super Retail Group is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxyholders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about Super Retail Group generally. The Chair of the AGM will exercise her powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise during the AGM, the Chair has discretion as to whether and how the AGM should proceed. In exercising her discretion, the Chair will have regard to the impact of the technical issues on the ability of shareholders to participate in the meeting and cast direct votes online. The Chair may, in exercising her powers as Chair of the AGM, issue any instructions for resolving any technical issues and may continue the meeting if appropriate to do so in the circumstances.

QUESTIONS AND COMMENTS BY SHAREHOLDERS

At the meeting, shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the business of the meeting, the management of the Company or about the Company generally.

Only shareholders and proxyholders may ask questions, once they have been verified. Questions may be asked in person at the AGM or via the online platform during the AGM (as written or oral questions). Information on how to ask a written or oral question via the online platform is set out in the Online Meeting Guide available on the Company's website.

EY, the Company's external auditor, will attend the meeting and there will be an opportunity for shareholders to ask questions relevant to the audit.

Shareholders may also submit questions ahead of the AGM by logging into <https://au.investorcentre.mpms.mufg.com> and clicking on 'Ask a question'. Alternatively, shareholders can submit a Shareholder Question Form, which is available on the Company's website at www.superretailgroup.com.au.

Questions submitted in advance of the meeting need to be received by the Company's share registry by **10.00 am (AEST) on Tuesday, 21 October 2025**.

The Company will endeavour to address the more frequently asked questions during the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

VOTING INFORMATION

ELIGIBILITY TO PARTICIPATE AND VOTE

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), you will be eligible to participate and vote at the AGM if you are registered as a holder of ordinary shares in the Company at **7.00 pm (Sydney time) on Tuesday, 21 October 2025**.

HOW TO VOTE

To vote at this year's AGM, you can:

- vote in person during the AGM;
- vote online during the AGM via the online platform;
- lodge a direct vote **before** the AGM; or
- appoint a proxy **before** the AGM to vote on your behalf at the AGM (either in person or via the online platform).

SUBMIT A DIRECT VOTE BEFORE THE AGM

You may cast a direct vote before the AGM, either online at <https://au.investorcentre.mpms.mufig.com> or by completing and submitting a Voting Form.

In order to make a valid direct vote, you must complete the voting directions for each item by marking 'For', 'Against' or 'Abstain'. Votes will only be valid for items marked. No vote will be counted for items left blank. However, if the Voting Form is left blank for all items, the Chair will be taken to be your appointed proxy for all items.

In accordance with article 8.23 of the Company's Constitution, the Directors have approved certain rules governing direct voting (**Direct Voting Rules**), a copy of which is available on the Company's website. By submitting a direct vote, you agree to be bound by these rules.

If you cast a direct vote prior to the meeting, you may still attend and vote at the meeting (either in person or via the online platform). However, your attendance at the meeting will cancel your direct vote unless you instruct the Company or the Company's share registry otherwise.

APPOINT A PROXY BEFORE THE AGM

You can appoint a proxy to participate and vote on your behalf rather than attending the AGM or casting a direct vote in advance of the meeting. You may appoint a proxy either online at <https://au.investorcentre.mpms.mufig.com> or by completing and submitting a Voting Form.

A proxy may be an individual or a body corporate, and the proxy need not be a shareholder of the Company. If you are entitled to cast two or more votes, you may nominate two proxies to vote on your behalf at the meeting by completing two separate Voting Forms. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. You must return both Voting Forms together. If you require an additional Voting Form, please contact the share registry on 1800 170 502 (within Australia) or +61 1800 170 502 (internationally).

Votes may be cast 'For' or 'Against' or you may 'Abstain' from voting on a resolution. Unless you direct the proxy how to vote, the proxy may vote as the proxy thinks fit (except as specified in the voting exclusions) or may abstain from voting.

To direct a proxy how to vote on any resolution, mark the appropriate box on the Voting Form or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction

must not exceed the total number of shares held or 100%. If you 'Abstain' from voting your votes will not be counted in computing the required majority on a poll.

If you appoint the Chair as your proxy, or the Chair is taken to be appointed as your proxy, but the appointment does not specify the way to vote on a resolution, then the Chair intends to exercise your votes in favour of all resolutions. In accordance with the Corporations Act, any directed proxies not voted on a poll at the AGM will automatically default to the Chair, who will vote the proxies as directed.

If you appoint a proxy, you may still participate in the meeting. However, your proxy's right to speak and vote will be suspended while you are present at the meeting.

VOTING TO BE CONDUCTED BY POLL

Voting on each of the proposed resolutions at this meeting will be conducted by poll.

LODGING YOUR DIRECT VOTES AND PROXY APPOINTMENTS

Direct votes and proxy appointments must be lodged online or received by the Company or the Company's share registry, MUFG Corporate Markets, by no later than **10.00 am (AEST) on Tuesday, 21 October 2025**.

You can lodge your direct vote or proxy appointment:

- online at <https://au.investorcentre.mpms.mufg.com> by following the instructions. You will need your SRN or HIN in respect of your holding;
- by completing a Voting Form and:
 - **posting** it to the share registry using the reply-paid envelope or to:
Super Retail Group Limited
c/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
South Sydney NSW 1235
 - **faxing** it to + 61 2 9287 0309
 - **email** it to sul@cm.mpms.mufg.com
 - **hand delivering** it to MUFG Corporate Markets at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150; or Level 41, 161 Castlereagh Street, Sydney NSW 2000

Any revocations of proxies or any original or a certified copy of any power of attorney under which the Voting Form was signed must also be received by this time unless previously provided to the share registry.

CORPORATE REPRESENTATIVES

Corporate shareholders may appoint a person as its corporate representative to attend the AGM on their behalf. The representative must provide evidence of his or her appointment unless it has previously been provided to the Company's share registry.

Shareholders can obtain the 'Appointment of Corporate Representative' form from the share registry's website at <https://au.investorcentre.mpms.mufg.com> or by calling 1800 170 502 (within Australia) or +61 1800 170 502 (internationally). The completed form and evidence of the appointment must be received by the share registry no later than commencement of the meeting.

ATTORNEYS

If a shareholder has appointed an attorney to participate and vote at the meeting, or if a Voting Form (whether for a direct vote or proxy appointment) is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Company's share registry, at the address, email or facsimile number noted above, by no later than **10.00 am (AEST) on Tuesday, 21 October 2025** unless the power of attorney has been previously lodged with the Company's share registry.

Please note: MUFG Corporate Markets, a division of MUFG Pension & Market Services was formerly known as Link Market Services.

GLOSSARY

AGM	the annual general meeting of the Company to be held on Thursday, 23 October 2025 at 10.00 am (AEST), or any meeting adjourned thereof, convened by this Notice of Meeting
ASX	ASX Limited ABN 98 008 624 691 or, as the context requires, the market known as 'ASX' operated by ASX Limited
ASX Listing Rules	the official listing rules of ASX (as amended from time to time)
Board	the Board of Directors of the Company
Chair	the chair of the AGM and includes any acting chair during the AGM
closely related party	has the same meaning as the definition in section 9 of the Corporations Act and in relation to a KMP member includes a person's spouse or child, their spouse's child, their dependent or spouse's dependent and certain other close family members who may be expected to influence the person or be influenced by the person, in the person's dealings with the Company, as well as companies controlled by that person
Company or Super Retail Group	Super Retail Group Limited ABN 81 108 676 204
Constitution	the constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Directors	the directors of the Company
Direct Voting Rules	the Company's direct voting rules, a copy of which is available on the Company's website
Group	the Company and its controlled entities
HIN	Holder Identification Number
KMP	key management personnel
MUFG Corporate Markets	The Company's share registry, MUFG Corporate Markets (AU) Limited (formerly Link Market Services)
Remuneration Report	the remuneration report for the financial year ended 28 June 2025 and set out in the Company's FY25 Annual Report
SRN	Securityholder Reference Number

Super Retail
Group



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www.superretailgroup.com.au