BOARD AUDIT, RISK AND SUSTAINABILITY COMMITTEE CHARTER

1. PURPOSE OF CHARTER

1.1. The Board Audit, Risk and Sustainability Committee (**Committee**) is a committee of the Super Retail Group Limited (**Company**) Board (**Board**).

1.2. This Charter sets out the role, structure, composition, and responsibilities of the Committee.

2. ROLE OF COMMITTEE

2.1. The role of the Committee is to assist the Board to discharge its responsibilities in relation to audit, risk management, compliance, sustainability, external financial disclosures, and financial and corporate governance, including by reviewing and making recommendations to the Board in relation to the integrity of the Company's financial management, reporting, internal control and disclosure systems.

2.2. The Board authorises the Committee to fulfil the responsibilities identified in this Charter.

3. RESPONSIBILITIES OF COMMITTEE

The Committee has the following responsibilities:

Corporate / Financial Reporting

3.1. Reviewing the half year and full year statutory reports (including the Directors' Report, the Directors' Declaration, Responsible Business Report, Modern Slavery Statement and other sections of the Annual Report and Corporate Governance Statement) and any proposed dividends, and recommending them to the Board for approval.

3.2. Reviewing new, or proposed changes to, Australian financial reporting standards and other financial reporting pronouncements, assessing their impact on the Company and its financial reports, and making recommendations to the Board on their adoption and implementation by the Company.

3.3. Discussing the reports referred to in paragraph 3.1 with management, including the Group Managing Director and Chief Executive Officer (**CEO**), Chief Financial Officer (**CFO**), Chief Legal Officer (**CLO),** Company Secretary , Head of Internal Audit (**HIA**), and the External Auditor, prior to recommendation to the Board.

3.4. Assessing management explanations for significant and / or unusual transactions, significant estimates and judgements included in the financial reports, and making recommendations to the Board regarding significant financial, accounting, and reporting issues.

3.5. Reviewing management representations, including the CEO and CFO declarations regarding the financial report and financial records and representation letters to be provided to the External Auditor in respect of the half year and full year statutory reports.

3.6. Reviewing, and discussing with the External Auditors, the results of the audit (including any difficulties encountered), any declaration or opinion letters issued by the External Auditor, and the adequacy and effectiveness of processes and controls over the financial and reporting systems.

3.7. Reviewing the appropriateness, adequacy, and effectiveness of the Company's financial reporting processes.

3.8. Reviewing management's processes for external reporting by the Company of financial and non-financial information and assessing the timeliness, adequacy, and completeness of disclosures.

External Audit

3.9. Recommending to the Board, the appointment or replacement of the External Auditor, and their annual fees for audit and non-audit work, and reviewing the External Auditor's fee and satisfying itself that an effective audit can be conducted for that fee.

3.10. Advising the Board on the rotation of the External Auditor's engagement partner at intervals of approximately 5 years or otherwise, as appropriate.

3.11. Reviewing the scope of the External Auditor's annual audit plan, including for coverage of material risks, assurance engagements and financial reporting requirements and accounting standards.

3.12. Assessing the quality and effectiveness of the audit conducted and evaluating the performance of the External Auditor by:

3.12.1. coordinating the internal audit and external audit programs; and

3.12.2. discussing with the External Auditor matters relating to the conduct of the audit and assurance engagements, including any difficulties encountered, any restrictions on scope of activities or access to information, any difference between management and the External Auditor regarding financial reporting, and the adequacy of management response.

3.13. Reviewing reports from the External Auditor (including auditor's reports and closing reports).

3.14. Reviewing and overseeing the implementation of the Company's Policy on External Auditor Independence, and monitoring compliance with that policy. This includes:

3.14.1. overseeing the selection process if the External Auditor is to be replaced;

3.14.2. reviewing and assessing the independence of the External Auditor, including the risks and safeguards relating to the independence and objectivity of the External Auditor, in accordance with regulatory requirements and the Company's Policy on External Auditor Independence;

3.14.3. the Chair of the Committee approving non-audit assignments for fees in excess of $100,000, approving allowed tax services, and approving fees for non-audit services that would exceed the fees for audit and audit related services over a rolling three-year period;

3.14.4. reviewing the External Auditor's annual independence declaration to be provided to the Board;

3.14.5. reviewing and monitoring the framework for the approval of additional audit and non-audit services by the External Auditor and the Company's Policy on External Auditor Independence;

3.14.6. advising the Board as to whether the Committee is satisfied, and the reasons for being so satisfied, that the provision of non-audit services does not compromise the External Auditor's independence; and

3.14.7. approving, for inclusion in the Annual Report, the disclosure details pertaining to audit and non-audit services.

3.15. Periodically (and at least twice annually), the Committee will meet with the External Auditor without executive directors or management present.

Internal Audit

3.16. Reviewing the Internal Audit Charter and making recommendations to the Board on changes.

3.17. Reviewing and making recommendations to the Board on the appointment and replacement of the HIA, who will have a direct reporting line to the Committee.

3.18. Assessing the overall effectiveness of the internal audit function by:

3.18.1. reviewing the internal audit structure;

3.18.2. reviewing and assessing the adequacy of resourcing of the internal audit function to deliver the approved annual internal audit plan;

3.18.3. reviewing internal audit's independence and access to management, the Committee, and the Board; and

3.18.4. reviewing the objectivity and performance of the internal auditor and the internal audit function.

3.19. Reviewing and making recommendations to the Board on the annual internal audit plan, any material changes made to the plan and monitoring progress against the internal audit plan.

3.20. Reviewing, monitoring and evaluating internal audit reports, including audit findings, management responses and action plans in relation to those findings.

3.21. Providing an opportunity for the Committee members to meet the HIA without management being present at least once a year.

Financial Governance

3.22. Monitoring the adequacy and effectiveness of the Company's internal control framework in the context of the Company's periodic corporate accounting and external financial reporting framework.

3.23. Reviewing relevant reports from the HIA and the External Auditor, monitoring management's responses to the matters raised in those reports, and making any recommendations considered necessary to the Board or other appropriate Board Committee.

3.24. Reviewing the appropriateness, adequacy, and effectiveness of the Company's accounting policies, Delegation of Authority Policy, Tax Governance Framework, Treasury Policy, Securities Trading Policy, and Continuous Disclosure and External Communications Policy, and recommending to the Board whether such policies, including any material changes to them, should be approved.

3.25. Reviewing the adequacy of the Company's processes to verify the integrity of its corporate reporting.

Risk Management

3.26. Reviewing the Company's Risk and Compliance Management Framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board, and making recommendations to the Board in relation to changes to the framework.

3.27. Monitoring the adequacy and effectiveness of the Company's Risk and Compliance Management Framework, through:

3.27.1. reviewing the Risk Appetite Statement and monitoring the alignment of the Company's risk profile with the Risk Appetite Statement;

3.27.2. reviewing and receiving reports on new and emerging sources of risks (including sustainability-related risks);

3.27.3. identifying, assessing, prioritising and monitoring material financial and non-financial risks;

3.27.4. reviewing and receiving reports on the key controls and mitigation measures in place to manage material risks, satisfying itself that those key controls and measures are effective, and making recommendations to the Board in relation to those key controls and measures;

3.27.5. reviewing any material incident involving fraud or a breakdown of the Company's risk controls and the "lessons learned"; and

3.27.6. reviewing reports on the Company's processes for managing risks.

3.28. Liaising with the various Board committees to satisfy itself that risks and controls managed by those Committees are regularly monitored and that risk management processes are integrated into the Company's Risk and Compliance Management Framework.

3.29. Reviewing and making recommendations to the Board regarding the Company's insurance program.

3.30. Reviewing and recommending to the Board the disclosure of material business risks in the Annual Report (except to the extent those risks are delegated by the Board to be within the remit of another Board Committee).

Sustainability

3.31. Reviewing and making recommendations to the Board on the Company's sustainability framework, commitments, plans, goals, and targets.

3.32. Overseeing the implementation of the sustainability framework.

3.33. Reviewing and monitoring progress towards the Company's publicly disclosed sustainability commitments, goals and targets, having regard to material sustainability-related risks and opportunities.

3.34. Reviewing and making recommendations to the Board for approval of the Company's sustainability-related public disclosures, and any other significant sustainability related reports that are not within the remit of another Board Committee, including any disclosures relating to sustainability-related targets and plans.

3.35. Reviewing the Company's key sustainability policies, including the Responsible Sourcing Policy and the Responsible Sourcing Code, and recommending material changes to the Board for approval.

3.36. Reviewing the skills and competencies within the Company that are needed to oversee strategies designed to respond to sustainability-related risks and opportunities.

Corporate Governance

3.37. Reviewing those Group-wide policies requiring Board approval which are not approved by other Board Committees (such as the Company's Anti-Corrupt Practices Policy, Competition and Consumer Law Policy, Privacy Policy, Responsible Sourcing Policy and Speak Up Policy) and recommending material changes to the Board for approval.

Compliance

3.38. Reviewing the effectiveness of the system and frameworks for monitoring and reporting compliance with relevant legal and regulatory requirements and with the applicable Company's policies and procedures.

3.39. Overseeing the establishment and maintenance of complaint procedures. Reviewing compliance and complaints handling reports.

3.40. Material breaches of the Code of Conduct, the Speak Up Policy, the Anti-Bribery and Corruption Policy and Human Resources policies that relate to individual employment issues will be reviewed by the Board Human Resources and Remuneration Committee **(BHRRC**).

Other Responsibilities

3.41. Considering matters raised by management and providing feedback to the BHRRC Chair and BHRRC on issues that are relevant to either the BHRRC or the Committee, including with respect to remuneration outcomes, adjustments to remuneration in light of relevant matters and alignment of remuneration with the Risk and Compliance Management Framework.

3.42. Referring or recommending to the Board and any other Board Committee (as appropriate) any matters that have come to the attention of the Committee that are relevant for the Board or the respective Board Committees.

4. COMPOSITION AND OPERATION

Membership and Composition

4.1. The members of the Committee are appointed or removed by the Board.

4.2. There is no prescribed term for membership of the Committee. Membership shall cease upon the member ceasing to be a director of the Company.

4.3. The Committee will consist of at least three members, all of whom are non-executive directors.

4.4. The majority of the members must be independent directors.

4.5. The Committee members must collectively possess accounting and financial expertise, and a sufficient understanding of the industries in which the Company operates to effectively discharge the Committee's role and responsibilities effectively.

Chair of the Committee

4.6. The Board is responsible for appointing the Chair of the Committee, who must be an independent non-executive director of the Company and who is not Chair of the Board.

4.7. In the absence of the Committee Chair, the Committee members who are present must elect one of the independent non-executive directors, as the Chair for that meeting.

Meetings

4.8. The Committee will meet as often as the Committee members deem necessary to discharge its role effectively, but not less than three times annually.

4.9. The Committee Chair must convene a meeting if requested to do so by any Committee member, the CEO, the External Auditor, the HIA, or the Chair of the Board.

4.10. A quorum is two members, or any greater number determined by the Board.

Attendance

4.11. All directors of the Company are entitled to attend Committee meetings subject to clause 4.18.

4.12. The CEO and CFO will assist the Committee in an advisory capacity and may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

4.13. Other non-committee members, including members of management and/or external advisors may attend all or part of a meeting of the Committee at the invitation of the Committee Chair.

Voting

4.14. Matters will generally be decided by a majority of votes from the members present and entitled to vote.

4.15. In the event of an equal number of votes being cast for and against a motion, the motion will be referred to the Board for resolution. The Committee Chair does not have a casting vote.

Conflict of Interest

4.16. Committee members will be invited to disclose conflicts of interests at the start of each meeting.

4.17. Ongoing conflicts of interest need not be disclosed at each meeting once they have been acknowledged.

4.18. Where members or invitees are deemed to have a real or perceived conflict of interest, they must comply with Board policy for the management of conflicts.

Secretariat Duties

4.19. The Company Secretary or another appropriate person will act as secretary to the Committee.

4.20. The Committee secretary will liaise with the Committee Chair to develop the agenda and co-ordinate the timely completion and dispatch of the Committee calendar, agenda, minutes, and briefing materials for each meeting.

Minutes

4.21. The minutes of the meeting, after the preliminary approval of the Committee Chair, must be circulated to all members of the Committee, and then to the Board with the papers of the next following Board meeting.

4.22. The minutes of the meeting will be approved by the Committee and signed by the Committee Chair no later than 30 days after the Committee meeting.

Reporting to the Board

4.23. The Committee Chair, or a person nominated by the Committee Chair for that purpose, must:

4.23.1. after each meeting report to the Board, at the next Board meeting, covering key issues discussed at each meeting. The Committee will also consider if any material matters arising out of any meetings of the Committee should be communicated to any other Board Committee and, if so, ensure that this occurs;

4.23.2. immediately make the Board aware of any matters brought to the attention of the Committee Chair that may materially impact the financial condition or reputation of the Company; and

4.23.3. otherwise, keep the Board informed of the matters or recommendations requiring the Board's attention as appropriate.

Access and Advice

4.24. The Committee is entitled to seek independent legal or other professional advice in the fulfilment of its duties at the cost of the Company.

4.25. The Committee collectively, and each individual Committee member, has rights of access to auditors (external and internal) and other external assurance providers with or without management present.

4.26. Committee members may request additional information and may communicate directly with the Company's senior management at any time they consider it appropriate.

Review of Committee and Committee Charter

4.27. The Committee will, at least every second year, assess the adequacy of this Charter and determine any necessary or desirable amendments for consistency with the Committee's objectives, current law, and market practice.

4.28. Amendments to the Charter, other than immaterial changes, are to be approved by the Board.

4.29. The Committee will undertake an annual self-assessment to confirm that the activities listed in this Charter have been addressed and report this information to the Board.

5. DOCUMENT VERSION CONTROL

No	Effective Date	Recommended by:	Approved by:	Nature of Change
1	01.09.2023	N/A	Board	New Charter
2	26.11.2025	Chief Legal Officer	Board	Amendments incorporated as part of uplift for Australian Sustainability Reporting Standards.
3	30.07.2026	Chief Legal Officer and Company Secretary	Board	Consolidating the responsibilities of the former Board Risk and Sustainability Committee, new name of Board Audit, Risk and Sustainability Committee