BOARD HUMAN RESOURCES AND REMUNERATION COMMITTEE CHARTER

1. PURPOSE OF CHARTER

1.1. The Board Human Resources and Remuneration 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 THE COMMITTEE

2.1. The role of the Committee is to assist, advise, and provide recommendations to the Board on the overall human resources and remuneration practices of the Company.

2.2. The Committee will support and advise the Board on the Company's human resources strategies (including values and culture), remuneration and other human resources policies, health and safety, talent management, incentive targets, equity plans, and otherwise assist the Board to comply with legal and statutory requirements in relation to human resources and remuneration matters.

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

3. RESPONSIBILITIES OF THE COMMITTEE

The Committee has the following responsibilities:

Human Resources Strategy

3.1. Reviewing and making recommendations to the Board regarding the Company’s overall human resources strategy, including:

3.1.1. monitoring the organisational culture and its alignment with the Company’s purpose, ambition, values and code of conduct, and the Board’s Risk Appetite Statement;

3.1.2. aligning human resources strategy with the Company’s overall business strategy and objectives, including the adequacy of skills, capability and leadership to deliver the requirements of the business strategy;

3.1.3. aligning human resources strategy with the Board’s Risk Appetite Statement; and

3.1.4. the organisational structure of the Company.

3.2. Monitoring and evaluating management’s implementation of the Company’s human resources strategy, and instilling the Company’s Statement of Values.

Human Resources Policies

3.3. Reviewing and making recommendations to the Board regarding the design of the Company’s human resources, remuneration and performance policies, including:

3.3.1. the Code of Conduct;

3.3.2. the Diversity, Equity and Inclusion Policy;

3.3.3. the Company’s measurable objectives for achieving gender diversity in the composition of the Board, the CEO’s direct reports (**Senior Executives**) and workforce generally and the Company’s progress against these objectives;

3.3.4. health and safety policies;

3.3.5. employee and industrial relations strategies;

3.3.6. remuneration policies;

3.3.7. performance management policies;

3.3.8. talent management policies; and

3.3.9. the Minimum Securities Holding Policy.

3.4. Reviewing breaches of the Company's Code of Conduct, Speak Up Policy, Anti-Bribery and Corruption Policy and Human Resources policies that relate to individual employment issues and identifying and reporting to the Board any material breaches or allegations. This includes with respect to matters that may have a material impact on the Company's legal liabilities, financial statements, operations, culture, reputation or relationships with customers and other stakeholders.

Remuneration

3.5. Reviewing and making recommendations to the Board regarding the Company's Remuneration Policy, incentive and equity plans, and remuneration structure (collectively, the **Remuneration Framework**), having regard to the following objectives:

3.5.1. aligning the Remuneration Framework with the Company's Statement of Values, the Board's Risk Appetite Statement, achievement of the Company's strategy and objectives, and taking into account industry standards and trends;

3.5.2. attracting, retaining and motivating skilled directors and management;

3.5.3. providing a reasonable balance between fixed, short-term and long-term incentive plans and remuneration components, including equity plans and performance targets and appropriate structure and administration for such plans;

3.5.4. aligning remuneration to individual and Company performance, including incentive programs that are linked to the creation of value for shareholders and promotion of the Company's purpose, ambition, values and code of conduct, and the Board's Risk Appetite Statement; and

3.5.5. monitoring the effectiveness of the Company's Remuneration Framework and its compliance with legislative and regulatory requirements.

3.6. Reviewing and making recommendations to the Board on whether there is any gender or other inappropriate bias in remuneration for directors, Senior Executives or team members.

3.7. Considering how financial and non-financial considerations should be factored into the executive Remuneration Framework and performance targets and making recommendations to the Board on this matter.

3.8. Approving the engagement of, and overseeing the use of, remuneration consultants.

Remuneration of the Managing Director and Chief Executive Officer (CEO) and Senior Executives

3.9. Reviewing and making recommendations to the Board regarding the remuneration arrangements and terms of appointment for the CEO and Senior Executives (having regard to the CEO's recommendations), including contract term, annual remuneration adjustments, participation in the Company's short-term and long-term incentive plans, at least annually.

3.10. Reviewing and making recommendations to the Board regarding objectives and performance assessments, including development plans.

3.11. Advising the Board of legal and regulatory requirements, including any necessary or appropriate shareholder approvals in respect of remuneration.

Non-executive Directors' Remuneration

3.12. Reviewing and making recommendations to the Board on remuneration of non-executive directors of the Company, including but not limited to the non-executive director fee pool, director fees and Committee fees, travel and other expense reimbursement, and other benefits.

3.13. Advising the Board on legal and regulatory requirements, including any necessary or appropriate shareholder approvals in respect of non-executive Director remuneration.

Performance Management

3.14. Reviewing and making recommendations to the Board regarding the Company's policies and processes for performance management.

3.15. Monitoring and reviewing the Company's performance management system to confirm the integrity of systems and processes in making incentive-based payments.

3.16. Monitoring and reviewing the Company's compliance with vesting or exercise requirements for equitybased rewards, including on-market purchases and/or new issues of shares and in respect of any thresholds set by Shareholders.

Talent Management

3.17. Reviewing and making recommendations to the Board regarding the Company's policies and processes for talent identification, management and development.

3.18. Reviewing and making recommendations to the Board and Board Nomination Committee regarding the Company's policies and processes for succession planning including reviewing succession plans for the Senior Executives.

Risk Management and Internal Controls

3.19. Reviewing and making recommendations to the Board regarding the identification and management of risks relevant to human resources strategy, policy and practices, including team member attraction, retention and development, succession, remuneration, culture and health and safety.

3.20. Satisfying itself that risk management processes relevant to the human resources strategy, policy and practices are consistent with the Company's Risk and Compliance Management Framework.

3.21. Overseeing how the Remuneration Framework encourages sound management of financial and non-financial risks and reduces the risk of misconduct.

3.22. Seeking feedback from and considering matters raised by the CEO, Company Secretary and Chief Legal Officer, Head of Internal Audit and the Board Risk and Sustainability Committee (**BRSC**) Chair, on issues that are relevant to either the BRSC 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 and sustainability-related risks, opportunities and strategies.

Health and Safety

3.23. Reviewing and making recommendations to the Board regarding the Company's policies and programs to protect the health and safety of its team members, customers, contractors and visitors, at least annually.

3.24. Reviewing and making recommendations to the Board regarding health and safety objectives and monitoring and reviewing the Company's performance against agreed health and safety targets.

3.25. Monitoring management's implementation of the Health and Safety Governance Framework, including receiving reports at least on an annual basis, on the effectiveness of relevant policies, processes and procedures.

3.26. Referring any health and safety matter to the Board, a Board Committee or management, as deemed necessary.

Superannuation

3.27. Reviewing and making recommendations to the Board in relation to the Company's provision of superannuation to directors, Senior Executives and team members having regard to matters of compliance and current law.

Disclosure and Reporting

3.28. Reviewing and making recommendations to the Board or Board Audit Committee, as appropriate, in relation to disclosures applicable to the Committee's Charter, processes and activities during each reporting period, including:

3.28.1. the Remuneration Report for inclusion in the annual Directors' Report;

3.28.2. remuneration-related disclosures in the mandatory Sustainability Report; and

3.28.3. diversity reporting, including as required under ASX Listing Rules and the *Workplace Gender Equality Act 2012*.

3.29. Reviewing and facilitating shareholder engagement in relation to the Company's remuneration policies and practices.

Other Responsibilities

3.30. 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 Committee are appointed or removed by the Board.

4.2. There is no prescribed term for membership of the Committee. Membership will 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.

Chair of the Committee

4.5. The Board is responsible for appointing the Chair of Committee, who must be an independent non-executive director of the Company.

4.6. 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

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

4.8. The Committee Chair shall convene a meeting if requested to do so by any Committee member, the CEO, or the Board.

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

Attendance

4.10. All directors of the Company are entitled to attend Committee meetings subject to clause 4.17.

4.11. The CEO and Chief Human Resources Officer 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.

4.12. 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

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

4.14. 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

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

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

4.17. 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

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

4.19. 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

4.20. 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.

4.21. 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

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

4.22.1. 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;

4.22.2. promptly 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

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

Access and Advice

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

4.24. The Committee collectively, and each individual Committee member, has rights of access to auditors (external and internal) and remuneration consultants and advisers with or without management present, insofar as the matter relates to the role and responsibilities of the Committee.

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

4.26. All engagements of, and interaction with, external remuneration consultants must comply with the Company's protocol for the engagement of remuneration consultants.

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	Date	Recommended by:	Approved by:	Nature of Change
1	29.07.2021	Human Resources and Remuneration Committee	Board	New Charter, redrafted to clarify roles and responsibilities, to streamline form and content and to incorporate changes to align with the ASX Corporate Governance Council's Principles and Recommendations 4th Edition.
2	26.11.2025	Chief Legal Officer	Board	Amendments incorporated as part of uplift for Australian Sustainability Reporting Standards.
3	01.09.2026	Chief Legal Officer and Company Secretary	Board	Amendments to incorporate new responsibilities with respect to reporting incidents relating to the Speak Up Policy and the Anti-Bribery and

				Corruption Policy, following consolidation of the Board Audit Committee and the Board Risk and Sustainability Committee, into the Board, Audit, Risk and Sustainability Committee.