BOARD CHARTER

1. PURPOSE OF CHARTER

This Charter sets out the role, structure, composition, and responsibilities of the Board of Directors (**Board**) of Super Retail Group Limited (**Company**) having regard to principles of good corporate governance, applicable laws, and the interests of the Company's stakeholders.

2. ROLE OF THE BOARD

2.1. The Board is responsible for protecting the rights and interests of shareholders and is accountable to them for the overall management of the Company.

2.2. The Board's principal objective is to create sustainable shareholder value, taking proper account of the interests of our stakeholders, as well as the communities and environments in which the Company operates. Our stakeholders include team members, customers, regulators, shareholders and those with whom we do business with.

3. MATTERS RESERVED FOR THE BOARD

Without limiting its role and in addition to matters expressly required by law to be approved by the Board, the Board is responsible for:

Strategy

3.1. Defining the Company's vision, mission and values.

3.2. Overseeing the Company's strategy, including contributing to and approving the Company's strategic direction and objectives, monitoring management's implementation of those strategies and objectives and identifying, assessing and prioritising climate and sustainability related risks and opportunities.

3.3. Reviewing and approving:

3.3.1. acquisitions, divestments, and other corporate transactions;

3.3.2. the issue of option and equity securities of the Company;

3.3.3. capital management initiatives; and

3.3.4. major capital expenditure,

in excess of the authority levels delegated to management.

Financial

3.4. Overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit.

3.5. Approving the Company's annual budget, allocation of resources and business plans.

3.6. Monitoring and reviewing the Company's financial position and performance, and approving the half year and full year financial statements, annual Directors' report, Remuneration report, mandatory Sustainability report, Modern Slavery Statement and any other significant sustainability related reports or disclosures (such as disclosures of sustainability-related targets and plans), Appendix 4G and Corporate Governance Statement and other periodic corporate reports that are submitted to the Board for approval.

3.7. Approving:

3.7.1. finance facilities in excess of the authority levels delegated to management and debt issuances;

3.7.2. the Company's Dividend Policy, Dividend Re-investment Plan, and the amount and timing of dividends; and

3.7.3. finance-related policies and material changes to these policies.

3.8. Approving the appointment or replacement of the External Auditor (subject to any required shareholder approval) and their annual fees and noting the External Auditor's annual independence declaration.

Risk, Insurance and Internal Audit

3.9. Approving and reviewing (on a periodic basis) the Risk Appetite Statement.

3.10. Approving and reviewing (on a periodic basis) the Company's Health and Safety Governance Framework and Risk and Compliance Management Framework (including its Crisis and Incident Management Framework) and any material changes.

3.11. Reviewing the Company's systems of risk management and controls to identify, monitor and manage the Company's material financial and non-financial risks.

3.12. Reviewing and approving the Company's insurance program.

3.13. Approving the Internal Audit Charter, annual internal audit plan and the annual health and safety program.

Corporate Governance

3.14. Fostering a culture that upholds ethical and responsible decision-making, compliance with legal obligations and transparency supported by timely and effective reporting.

3.15. Approving the Company's vision, mission, values and code of conduct to underpin the desired culture within the Company and monitoring how they are instilled and implemented by management.

3.16. Monitoring the organisational culture and the effectiveness of the Company's governance practices, and their alignment with the Company's vision, mission, values and desired culture.

3.17. Approving the Company's corporate governance policies and material changes to these policies.

3.18. Overseeing the process for making timely and balanced disclosure to the market.

3.19. Convening meetings of shareholders and approving and reviewing communications with the Company's shareholders.

People, Remuneration and Performance

3.20. Selecting, appointing, and replacing the Group Managing Director and Chief Executive Officer (**CEO**).

3.21. Selecting, appointing and replacing any executives who report directly to the CEO (**Senior Executives**) and the Head of Internal Audit.

3.22. Determining the terms of appointment and remuneration arrangements of the CEO and Senior Executives.

3.23. Satisfying itself that remuneration polices and executive remuneration arrangements for the group as a whole are consistent with the Company's vision, mission, values, Code of Conduct, strategic objectives, and the Board's Risk Appetite Statement.

3.24. Evaluating the performance and development plans of the CEO and Senior Executives.

3.25. Approving the terms of all Equity Incentive Plans, including all material changes, and the outcome of any performance hurdles in plans in which the CEO and Senior Executives participate.

3.26. Approving significant changes to the organisational structure.

3.27. Approving people, remuneration and performance management processes and policies and material changes to these policies.

3.28. Evaluating the effectiveness of the Board in governing the Company.

Sustainability and Responsible Sourcing

3.29. Overseeing the Company's sustainability-related risks and opportunities, reviewing and approving the Company's sustainability framework, plans, commitments, goals, and targets.

3.30. Reviewing and approving the Company's key sustainability-related policies, including the Responsible Sourcing Policy, and any material changes to such policies.

3.31. Considering the climate resilience of the Company's strategy and business model as well as the implications of sustainability-related risks and opportunities on the Company's business model, financial position, financial performance and cash flows over the short, medium and long term.

Nomination

3.32. Identifying, assessing the skills and competencies of, and appointing new directors, recommending directors for election or re-election by shareholders, and approving the policy and process for selection, appointment, election and re-election of new and existing directors to the Board, Board Committees and subsidiary Boards.

3.33. Reviewing the structure, size, composition, diversity, skills, competencies, experience and independence of the Board, including reviewing and approving the Board skills matrix and director tenure each year, and whether the current mix remains appropriate for the Company's strategy and objectives and to serve the interests of shareholders.

Review

3.34. Reviewing this Charter and the Board Committee Charters at least every second year or as required.

General

3.35. Satisfying itself that the Board reporting framework is appropriate and, where required, providing feedback to and challenging management.

3.36. Performing such other functions as are prescribed by law or are assigned to the Board.

4. BOARD DELEGATION

4.1. The Board is authorised to make decisions for and on behalf of the Company to the fullest extent permitted under its Constitution and the Corporations Act.

4.2. The Board may delegate to its Committees, a director, or any person, authority to perform any of its functions or exercise any of its powers, subject to the Board's ultimate accountability and oversight. The Board retains authority to decide any matter it has delegated.

Board Committees

4.3. The Board may from time to time establish committees to assist it in exercising its authority.

4.4. The standing Board Committees are the:

4.4.1. Board Audit, Risk and Sustainability Committee;

4.4.2. Board Human Resources and Remuneration Committee; and

4.4.3. Board Nomination Committee.

4.5. The Board will determine the charter, membership, and composition of its Committees.

4.6. Committees will operate within the terms of their charters. Unless the Board expressly delegates power to a Committee, Committees will not have decision-making power but will make recommendations to the Board for decision.

4.7. The Board may delegate responsibility for the oversight of specific areas of risk and related controls among Committees as it sees fit.

4.8. The Board will, at least annually, review and approve any changes to delegations made to Committees under paragraph 4.7.

Board Delegation to the CEO

4.9. The Board has delegated the responsibility for the overall management and performance of the Company, including all day-to-day operations and administration, to the CEO. The CEO is principally responsible for:

4.9.1. developing and making recommendations to the Board on business strategies, budgets and policies;

4.9.2. implementing business plans in accordance with strategic objectives, budgets and policies approved by the Board;

4.9.3. managing the operation of the Company efficiently and effectively to achieve the Company's purpose and sustainable shareholder value;

4.9.4. embedding the Company's values and desired culture;

4.9.5. stakeholder management;

4.9.6. developing, implementing, and monitoring the Company's Risk and Compliance Management Framework and internal control systems;

4.9.7. reporting to the Board on Company performance and material matters in a timely manner to promote effective decision-making and oversight, and ensuring that Board reporting is relevant and accurate; and

4.9.8. acting as key spokesperson for the Company when releasing Company results or addressing any major crisis.

4.10. The CEO manages the Company in accordance with the policies, budget, corporate plan, strategies, risk framework and risk appetite approved by the Board, and has the power to manage the Company, subject to the limits set out in the Delegation of Authority Policy and noting that the ultimate accountability for strategy and control is retained by the Board.

4.11. The CEO and management (as the delegates of the CEO) are accountable to the Board for the authority delegated to the CEO and for complying with the limits on that authority (including complying with the law, the Company's constitution, Company policy and other Board-approved frameworks).

5. BOARD GOVERNANCE

Board Size and Composition

5.1. It is the Board's policy that it should be composed of a majority of independent non-executive directors and the Board as a whole shall comprise an appropriate mix of skills, expertise, competencies and experience to meet the Board's responsibilities and objectives.

5.2. Subject to the terms of the Company's Constitution (which requires that the number of directors must not be less than three nor more than eight) the Board determines the size and composition of the Board.

Chair of the Board

5.3. The Chair is selected by the Board.

5.4. It is the Board's policy that the Chair be an independent non-executive director.

5.5. In the absence of the Chair, the Board members must elect one of the independent non-executive directors as the Chair for that meeting.

5.6. The Chair is responsible for:

5.6.1. providing appropriate leadership to the Board;

5.6.2. chairing meetings of the Board and of shareholders;

5.6.3. approving Board agendas and ensuring that there is adequate time available for discussion of all agenda items, including strategic reviews;

5.6.4. overseeing the processes and procedures in place to enable the Board to fulfil its obligations in an efficient and effective manner; and

5.6.5. facilitating the effective contribution of all directors and promoting constructive and respectful relations between Board members and between the Board and management.

Directors

5.7. Directors are expected to lead by example and will at all times:

5.7.1. act in a manner designed to create and continue to build value for shareholders;

5.7.2. act in the best interests of the Company as a whole;

5.7.3. act diligently, with integrity and in accordance with the law; and

5.7.4. have appropriate regard to the interests of the Company's customers, team members, trade partners and the broader community in which it operates, subject to applicable law.

Company Secretary

5.8. The Board will appoint at least one Company Secretary.

5.9. The Board will approve the appointment and replacement of the Company Secretary.

5.10. The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

5.11. All directors have direct access to the Company Secretary for advice or assistance on governance matters.

5.12. The Company Secretary is responsible for:

5.12.1. coordinating all of the Board's business, including timely completion and despatch of agendas and board papers;

5.12.2. communicating with regulatory bodies and the ASX, and for completing all statutory and other filings; and

5.12.3. advising the Board on corporate governance matters.

Performance Review

5.13. The Board shall undertake an annual performance evaluation that:

5.13.1. evaluates the effectiveness of the Board in governing the Company; and

5.13.2. compares the performance of the Board, its Committees, and individual directors with the requirements of the relevant Charter, applicable laws, and principles of good corporate governance.

5.14. This evaluation shall be conducted by the Board in any manner it deems appropriate.

Meetings

5.15. The Board will meet as often as required to undertake its role effectively. The Board intends to meet a minimum of nine times each year.

5.16. The Chair will convene a meeting if requested to do so by any member of the Board.

5.17. A quorum for a Board meeting is three members who are independent, non-executive directors.

5.18. The date, times, and venues of each meeting of the Board, as determined by the Chair, will be notified by the Company Secretary to all members of the Board as far in advance as possible.

5.19. Meetings may be held by any form of technology.

5.20. Any issues requiring resolution arising at any meeting of the Board will be decided by a majority of votes of the directors' present and entitled to vote. In the event of an equal number of votes being cast for and against a motion, the Chair has a casting vote, unless only two directors are present and entitled to vote on the motion.

5.21. The Board may invite management, external advisors, and subject matter experts to attend its meetings.

5.22. The External Auditor has free and unfettered access to the Board and, at least annually, the Board will meet with the External Auditors without management being present.

5.23. The minutes of the meeting, after the preliminary approval of the Chair, must be circulated to all members of the Board as soon as possible. The minutes of the meeting will be approved by the Board and signed by the Chair no later than at the next Board meeting.

Conflicts of Interest

5.24. Directors must keep the Board advised on an on-going basis, of any interests that could potentially create a conflict of interest and must advise the Company Secretary of all external positions.

5.25. When a potential conflict of interest arises, the relevant director must comply with Board policy for the management of conflicts. If necessary, advice will be sought from the Company's Chief Legal Officer or its external legal advisors in determining matters of conflict of interest.

Access and Advice

5.26. The Board will have free and unfettered access to management, and any other persons (internal or external) required to fulfil its responsibilities.

5.27. The Board may engage, consult, and/or seek independent advice from such consultants or experts as required by the Board to carry out the responsibilities and delegations outlined in this Charter.

5.28. Individual directors are entitled to seek independent legal or other professional advice in the fulfilment of their duties at the cost of the Company, subject to the approval of the Chair or the Board as a whole.

6. DOCUMENT VERSION CONTROL

No	Effective Date	Recommended by:	Approved by:	Nature of Change
1	29.07.2021	Company Secretary and Chief Legal Officer	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	01.09.2023	Company Secretary and Chief Legal Officer	Board	Amendments incorporated as part of periodic review and to reflect Committee structure changes effective 1 September 2023.
3	26.11.2025	Chief Legal Officer	Board	Amendments incorporated as part of uplift for Australian Sustainability Reporting Standards.
4	01.09.2026	Chief Legal Officer and Company Secretary	Board	Minor amendment to reflect the consolidation of the Board Audit Committee and the Board Risk and Sustainability Committee, into the Board Audit, Risk and Sustainability Committee.