# Direct voting rules
SUPER RETAIL GROUP LIMITED

## 1. PURPOSE

The Company is focused on encouraging Member engagement and participation, regardless of the geographic location of Members or the format of the relevant general or class meeting.

Accordingly, the purpose of these rules is to facilitate Member engagement by permitting Members to directly vote at general or class meetings without attending those meetings in person or by proxy.

In accordance with article 8.23 of the Constitution, the Directors have adopted these rules specifying the form, method and timing of giving a direct vote at a general or class meeting in order for the vote to be valid, and the treatment of direct votes.

## 2. INTERPRETATION

2.1 Unless the contrary intention appears:

(a) a term which has a defined meaning in the Constitution has the same meaning when used in this document; and

(b) article 22.2 (Interpretation) of the Constitution applies to this document.

2.2 **Constitution** means the constitution of Super Retail Group Limited ACN 108 676 204, as amended from time to time.

## 3. VOTES BY MEMBERS

3.1 Means of voting

Votes by Members at a meeting of the Company may be given:

(a) personally at the meeting (including through any online platform made available by the Company);

(b) by proxy, representative or attorney at the meeting; or

(c) by a valid notice of their voting intention (**Direct Vote**).

These direct voting rules apply to Direct Votes cast before the meeting. Online direct votes cast personally during the meeting under 3.1(a) are regulated in accordance with any online platform guide made available by the Company and any other procedures specified by the chair at or for the purposes of the meeting.

3.2 One vote

A Member may only vote by one of the permitted methods in rule 3.1 in respect of a share.

If a Member casts a Direct Vote on a particular resolution, they are taken to have revoked any proxy appointment submitted before they cast their Direct Vote.

3.3 Priority of votes

If a Member attempts to cast more than one vote on a particular resolution in respect of the same share, only the last vote received by the Company is taken to have been cast, irrespective of whether the vote is by way of Direct Vote or proxy.

3.4 Amended resolution

A Direct Vote cast on a resolution that is amended is taken to be a Direct Vote on that resolution as amended, unless the chair determines that this is not appropriate.

## 4. DIRECT VOTES

4.1 Direct voting

Pursuant to rule 3.1(c), a Member is entitled to cast a Direct Vote before the relevant meeting.

Every Member who is entitled to attend and vote at that meeting is entitled to cast a Direct Vote in respect of each relevant resolution.

4.2 Direct voting instrument

If sent by post or fax, the Direct Vote must be signed by the Member or, if the Member is a corporation, signed under seal or by a duly authorised officer, attorney or representative.

If sent by electronic transmission (including through an online platform), the Direct Vote is to be taken to have been signed if it has been signed or authorised by the Member in the manner:

(a) approved by the Directors;

(b) specified in the notice of meeting; or

(c) specified in the Direct Voting instrument or form.

4.3 Timing for receipt of Direct Vote

At least 48 hours before the time for holding the relevant meeting, an adjourned meeting or a poll at which a Member proposes to cast a Direct Vote, there must be lodged with the Company, or its share registry, by any means specified in the notice of meeting:

(a) a completed Direct Voting instrument or form; and

(b) where the Notice of Meeting specifies that a signed or certified copy of any authority or power must be provided to the Company or its share registry, a signed or a certified copy of that power or authority.

4.4 Form of the Direct Vote

A Direct Vote is valid if it contains the following information:

(a) the Member's name and address or any applicable identifying notations such as the Member's holder identification number (or similar notations) approved by the Directors or specified in either the notice of meeting or on the Direct Voting instrument or form; and

(b) the Member's Direct Vote on any or all of the resolutions to be put before the meeting.

4.5 Validity

A vote cast as a Direct Vote is valid even if before or after the vote was cast (as applicable) the Member:

(a) died;

(b) became of unsound mind;

(c) wished to change or withdraw their vote; or

(d) transferred the shares in respect of which their vote is given,

unless written notification of the relevant event is received at the Registered Office, or such other place (including any electronic or other address) as is specified for that purpose in the notice of meeting or on the Direct Voting instrument or form, before the meeting, adjourned meeting or the taking of a poll in respect of which the Direct Vote was to have been cast.

4.6 Chair's decision

The chair's decision as to whether a Direct Vote is valid is conclusive.

4.7 Attendance by Member who has cast a Direct Vote

A person who has cast a Direct Vote is entitled to attend, and vote personally at, the meeting. The Member's attendance cancels the Direct Vote, unless the Member instructs the Company or the Company's share registry otherwise.

4.8 Voting forms

(a) If a single Direct Voting instrument or form is received and contains instructions for both Direct Voting and the appointment of a proxy, the Member will be taken to have appointed a proxy and the proxy votes will be counted.

(b) If a single Direct Voting instrument or form is received and neither the Direct Voting box nor the appointment of proxy box is selected, the Member will be taken to have appointed the person named in the voting instrument or form as proxy, and if no person is named, the chair of the meeting as proxy.

4.9 Joint holders

If more than one joint holder votes on a resolution by way of Direct Vote, only the vote of the joint holder whose name appears first in the register of Members is counted.

## 5. COUNTING OF DIRECT VOTES

If a vote is taken at a meeting on a resolution on which a Direct Vote was cast, the chair of the meeting will:

(a) on a vote by show of hands, exclude each Member who has submitted a Direct Vote for or against the resolution (which has not been cancelled in accordance with rule 4.7); and

(b) on a poll, count the votes cast by each Member who has submitted a Direct Vote directly for or against the resolution, by the number of shares held by each Member.

## 6. DISCLOSURE OF DIRECT VOTES

6.1 At the meeting

Before the vote is taken at the meeting, the chair of the meeting may inform the meeting whether any Direct Votes have been received and how the Direct Votes have been cast. The procedure, if adopted, will be the

same as for the identification of proxy votes.

6.2 After the meeting – results

The number of Direct Votes received for and against each resolution will be included in the minutes of the meeting and will be notified to the ASX as part of the Company's lodgement of information required under section 251AA(2) of the *Corporations Act 2001* (Cth).

## 7. TREATMENT OF DIRECT VOTES

A Direct Vote cast on a resolution at a meeting in respect of a share is of no effect and will be disregarded:

(a) if, at the time of the resolution, the person who cast the Direct Vote:

(i) is not entitled to vote on the resolution in respect of the share; or

(ii) would not be entitled to vote on the resolution in respect of the share if the person were present at the meeting at which the resolution is considered;

(b) if, had the vote been cast in person at the meeting at which the resolution is considered:

(iii) the vote would not be valid; or

(iv) the Company would be obliged to disregard the vote;

(c) subject to rule 4.7, if the person who cast the Direct Vote is present in person at the meeting at the time the resolution is considered; or

(d) if the Direct Vote was cast otherwise than in accordance with the Constitution and these rules.

## 8. AMENDMENT

The Directors reserve the right to amend, vary, revoke or replace these rules from time to time.