



Securities Trading Policy

1 Purpose and scope of Policy

The purpose of this Policy is to:

- ensure that public confidence is maintained in the reputation of Super Retail Group Limited (the **Company**) and its subsidiaries (**Group**) and in the trading of the Company's securities by directors of the Company and Team Members;
- outline the policy and procedures that apply to directors of the Company and Team Members when dealing in the Company's securities; and
- recognise that some types of dealing in securities are prohibited by law.

The Company will take a substance over form approach and will have regard to the intent and spirit of this Policy when applying and enforcing it.

2 Who does the Policy apply to?

This Policy applies to all directors, officers and employees of the Group and any contractor or consultant whose terms of engagement with the Group apply this Policy to them (collectively, **Team Members**).

Certain parts of this Policy apply only to **Designated Persons**. Designated Persons are:

- directors of the Company;
- members of the Executive Leadership Team and the Company Secretary; and
- any other persons who have been advised in writing that they are a "Designated Person" under this Policy.

Designated Persons must also take steps in relation to dealings by their **Connected Parties**. See section 4.7 for further information in relation to Connected Parties.

3 Restrictions that apply to all Team Members

3.1 No dealing while in possession of Inside Information

Team Members must not deal in the Company's securities if:

- they are aware of Inside Information in relation to the Company; or
- the Company has notified Team Members that they must not deal in securities (either for a specified period, or until the Company gives further notice).

Inside Information is information that:

- is not generally available to the market; and
- if it were generally available to the market, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security.

Inside Information may include matters of supposition, matters that are not yet certain and matters relating to a person's intentions.

Section 6 contains further details regarding the scope of the insider trading laws.



3.2 The Front Page Test

It is important that public confidence in the Group is maintained. It would be damaging to the Group's reputation if the market or the general public perceived that Team Members might be taking advantage of their position in the Group to make financial gains (by dealing in securities on the basis of Inside Information).

As a guiding principle, Team Members should ask themselves:

If the market was aware of all the current circumstances, could I be perceived to be taking advantage of my position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper?
(The **Front Page Test**)

If the Team Member is unsure, he or she should consult the Company Secretary.

Where any approval is required for a dealing under this Policy, approval will not be granted where the dealing would not satisfy the Front Page Test.

3.3 No short-term or speculative dealing

Team Members must not deal in the Company's securities on a short-term trading basis. Short-term trading includes buying and selling securities on market within a 3 month period, and entering into other short term dealings (for example, forward contracts).

Selling shares received on vesting of awards under an employee, executive or director equity plan within 3 months of the vesting date is not a short-term dealing.

Team Members must also not deal in the Company's securities on a speculative basis, including short-selling. Short selling involves borrowing and selling securities in the hope that they can be bought back at a lower price in the future to close out the short position at a profit.

3.4 Hedging of Company securities

Hedging includes entering into any arrangements that operate to limit the economic risk associated with holding the Company's securities.

Company securities acquired under an employee, executive or director equity plan operated by the Company must never be hedged prior to vesting.

Company securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee, executive or director equity plan operated by the Company.

3.5 Dealing in other companies' securities

Team Members may come into possession of Inside Information regarding another company where they are directly involved in client relationship management or negotiating contracts. For example, a Team Member may become aware that the Group is about to sign a major agreement with another company.

Team Members must not deal in the securities in another company if they are aware of Inside Information in relation to that company, no matter how they came into possession of the Inside Information.



4 Additional restrictions that apply to Designated Persons

4.1 Approval required for dealing during Trading Windows

- (a) Designated Persons may only deal in the Company's securities during the following Trading Windows if they apply for and receive prior approval for the proposed dealing in accordance with section 4.4:
- 20 business days beginning on the first trading day after the Company's half yearly results are announced to ASX;
 - 20 business days beginning on the first trading day after the Company's full year results are announced to ASX;
 - 20 business days beginning on the first trading day after the Company's annual general meeting;
 - at any time a prospectus, cleansing notice or similar disclosure document has been lodged with ASIC and is open for acceptances; and
 - at any other times as the Board or its delegate permits,
- (Trading Windows).
- (b) At all times, the Board or the Company Secretary (or their delegates) has the discretion not to open a Trading Window during the periods specified in section 4.1(a). If a Trading Window is not opened, Designated Persons will not receive approval to, and must not, deal in the Company's securities.
- (c) All periods outside Trading Windows are known as 'blackout periods'.
- (d) Trading at any time (even if approval has been obtained under this Policy) remains subject to the insider trading prohibition in the *Corporations Act 2001* (Cth) (**Corporations Act**).

4.2 No dealing outside Trading Windows

Designated Persons must not deal in Company securities outside Trading Windows (i.e. during blackout periods).

The Board or the Company Secretary (or their delegates) may also impose an additional blackout periods during a Trading Window specified in section 4.1(a).

4.3 Exceptional circumstances

If a Designated Person needs to deal in securities during a blackout period due to exceptional circumstances and is **not** in possession of any Inside Information, then, they may apply for approval to deal. Exceptional circumstances are likely to include severe financial hardship or compulsion by court order. A liability to pay tax does not normally constitute severe financial difficulty.

Approval to deal will only be granted if the Designated Person's application is accompanied by sufficient evidence (in the opinion of the person providing clearance) that the dealing is the most reasonable course of action available in the circumstances.

Unless otherwise specified in the notice, any dealing permitted under this section 4.3 must comply with the other sections of this Policy (to the extent applicable).



4.4 Approval process

- (a) Requests for approval under 4.1 or 4.3 should be submitted to the Company Secretary, who will forward it to the following Approval Officers:

Designated Persons	Approval Officer
Chair of the Board	Chair of the Board Audit, Risk and Sustainability Committee
Directors (other than the Chair of the Board)	Chair of the Board
Designated Persons (other than the Directors and the Company Secretary)	Company Secretary
Company Secretary	Group Managing Director and Chief Executive Officer

The relevant Approval Officer may, with the prior approval of the Disclosure Committee, appoint a delegate to act on their behalf (for example, if they are temporarily unavailable).

- (b) A request for approval to deal will be answered as soon as practicable. The Approval Officer, having consulted with members of management as appropriate, may:
- grant or refuse the request; or
 - impose conditions on the dealing in their discretion.
- (c) The Approval Officer is not obliged to provide reasons for any aspect of their decision, and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.
- (d) Written confirmation that approval has been provided by the Approval Officer must be provided before a Designated Person deals in the Company's securities.
- (e) Following receipt of approval to deal, the approved dealing must occur within 5 business days following approval (or such other time specified in the approval), otherwise the approval is no longer effective and fresh approval must be sought.
- (f) Approval under this Policy is not an endorsement of the dealing. Designated Persons are responsible for their own compliance with the law.

4.5 Confirmation of trade required

Following any trade in the Company's securities, Designated Persons must promptly notify the Company Secretary, ideally by close of business on the day the trade is entered into. This is to assist the Company to comply with its disclosure obligations under the ASX Listing Rules and monitor compliance with this Policy.

4.6 Margin lending arrangements

Designated Persons must not enter into a margin lending arrangement in respect of the Company's securities or transfer securities in the Company into an existing margin loan account.

4.7 Connected Parties

Designated Persons must take appropriate steps to ensure that their "Connected Parties" only deal in securities in circumstances where the Designated Person to whom they are connected would be permitted to deal under this Policy. For example, by obtaining clearance in accordance with this Policy in respect of the Connected Parties' dealings and only dealing during Trading Windows (following clearance).



Connected Parties are:

- a family member who may be expected to influence, or be influenced by, the Designated Person in his or her dealings with the Company or Company securities (this may include the Designated Person's spouse, partner and children, the children of the Designated Person's partner, or dependants of the Designated Person or the Designated Person's partner); and
- a company or any other entity which the Designated Person has an ability to control (which may include family trusts or superannuation funds where the Designated Person is a trustee or beneficiary).

5 Excluded Dealings

Sections 3.3, 4.1 and 4.2 of this Policy do not apply to:

- participation in an employee, executive or director equity plan operated by the Company. However, where securities in the Company granted under an employee, executive or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy;
- the following categories of trades:
 - acquisition of Company securities through a dividend reinvestment plan;
 - acquisition of Company securities through a share purchase plan available to all retail shareholders;
 - acquisition of Company securities through a rights issue; and
 - the disposal of Company securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- dealings that result in no effective change to the beneficial interest in the securities (for example, transfers of Company securities already held into a superannuation fund or trust of which the Team Member is a beneficiary);
- trading under a pre-approved non-discretionary trading plan, where the Team Member did not enter into the plan or amend the plan during a blackout period, the plan does not permit the Team Member to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a blackout period, other than in exceptional circumstances; and
- a disposal of securities of the Company that is the result of a secured lender exercising their rights.

However, given such dealings **remain subject to the insider trading rules** in the Corporations Act, Team Members should still consider any legal or reputational issues (and discuss any concerns they have with the Company Secretary) before proceeding with the dealing.

6 What are the rules about insider trading?

Broadly speaking, the Corporations Act provides that a person who has Inside Information about a company must not:

- buy or sell securities in a company, or enter in an agreement to buy or sell securities, or exercise options over securities, or otherwise apply for, acquire or dispose of securities (**deal**);
- procure or encourage someone else to deal in securities in that company; or
- directly or indirectly provide that information to another person where they know, or ought to know, that that person is likely to deal in securities or encourage someone else to deal in securities of that company (**tipping**).

These restrictions apply to all securities, not just the Company's securities.



7 What happens if this Policy is breached?

Breaches of this Policy will be regarded by the Company as serious and will be subject to appropriate sanctions. Any person who is suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach. Any person who breaches this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).

Breaches of the insider trading laws have serious consequences for both the personnel concerned and the Company. Penalties under the Corporations Act include financial penalties and imprisonment.

8 Who should I contact?

Team Members should contact the Company Secretary if they are unsure about whether it is acceptable to deal or communicate with others in relation to the Company's securities or other securities or if they have any other queries about this Policy.

Document details

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Policy Owner	Chief Legal Officer and Company Secretary
Policy Approver	Board of Directors
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