

# Super Retail Group Limited

ACN 108 676 204

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that the seventh Annual General Meeting of Super Retail Group Limited ("*the Company*") will be held at the Kedron Wavell Services Club, Long Tan Room, 375 Hamilton Road, Chermside South, Queensland on Wednesday, 26 October 2011 at 11.30 am.

### ORDINARY BUSINESS

#### Accounts

1. To receive and consider the financial report of the Company for the period ending 2 July 2011 together with the Directors' and auditor's reports.

#### Remuneration Report

2. To consider and if thought fit to pass the following as an ordinary resolution:

That the Remuneration Report for the year ended 2 July 2011 be approved.

*(Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.)*

#### Increase in Non-Executive Directors' Remuneration

3. To consider and if thought fit to pass the following as an ordinary resolution:

That in accordance with ASX Listing Rule 10.17 and Article 9.9 of the Company's Constitution, the total aggregate annual remuneration payable to non-Executive Directors of the Company by way of Directors' fees be increased from \$600,000 per annum to a maximum of \$800,000 per annum.

#### Election of Directors

4. To consider and if thought fit to pass the following as an ordinary resolution:

That Mr R J Wright, who retires in rotation in accordance with Article 9.3 of the Company's Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company.

5. To consider and if thought fit to pass the following as an ordinary resolution:

That Mr R A Rowe, who retires in rotation in accordance with Article 9.3 of the Company's Constitution and, being eligible, offers himself for election, be re-elected as a Director of the Company.

By Order of the Board



R W Dawkins  
Secretary

#### Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person or a body corporate as your proxy, please complete the enclosed proxy form. This form must be received by the Company by 11.30 am on Monday, 24 October 2011. The completed proxy form may be lodged by post using the reply-paid envelope or delivery or facsimile to the Company's registered office at 751 Gympie Road, Lawnton, Queensland 4501, Facsimile (07) 3205 8467.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified number of the member's voting rights. If a body corporate is appointed as a proxy it may nominate an individual to exercise its powers at the meeting. A proxy need not be a member of the Company.

## EXPLANATORY NOTES

### Introduction

The purpose of these Explanatory Notes is to provide shareholders with further information on the items of business to be considered at the Annual General Meeting of Super Retail Group Limited ("the Company") to be held 11.30 am Wednesday, 26 October 2011.

### ORDINARY BUSINESS

#### Item 1      **Receive and consider the Financial and other Reports**

This item is intended to provide an opportunity for shareholders to raise questions on the reports and on the performance and management of the Company generally.

#### Item 2      **Adoption of Remuneration Report (non-binding resolution)**

The Remuneration Report can be reviewed on pages 18 to 28 of the Company's annual report. The annual report can be found at [www.superretailgroup.com](http://www.superretailgroup.com). The Remuneration Report sets out the remuneration policy of the Company and reports the remuneration in place for executive Directors, specified executives and non-executive Directors.

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Directors recommend that shareholders vote in favour of this resolution. The vote on this resolution is advisory only and does not bind the Directors or the Company.

#### ***Voting exclusion statement - Item 2***

*No votes may be cast on this resolution by members of the key management personnel of the Company or their closely related parties. However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on this resolution, appointed by way of a proxy form that directs how the proxy is to vote on the resolution.*

#### Item 3      **Increase in Non-Executive Directors' Remuneration**

The Company last reviewed the remuneration of non-executive Directors to a per annum limit of \$600,000 in October 2006. It is proposed to increase the annual limit from \$600,000 per annum to \$800,000 per annum, on the basis that this will:

- assist in retaining and attracting appropriately qualified and experienced individuals to the Board;
- allow for some growth in Board remuneration over time to reflect market movements;
- allow for Director fees to be set that reflect the amount of time and effort required to conscientiously perform their duties on behalf of shareholders; and
- create opportunity to increase the number of non-Executive Directors on the Board.

The Directors make no recommendation in relation to this resolution.

#### ***Voting exclusion statement - Item 3***

*In accordance with the Australian Securities Exchange ('ASX') Listing Rules, the Company will disregard any votes cast on Item 3 by any Director and any of their associates. However, the Company need not disregard a vote on Item 3 if:*

- *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

*No votes may be cast on this resolution by members of the key management personnel of the Company or their closely related parties. However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on this resolution, appointed by way of a proxy form that directs how the proxy is to vote on the resolution.*

#### **Item 4 Election of a Director**

##### **Information about the candidate for election**

**Mr Robert Wright** Age 62

Independent Non-Executive Director for 7 years and 3 months, Mr Wright was appointed Chairman on 28 October 2009. In addition to his role as Chairman of the Board, Mr Wright also serves the company as Chairman of the Nomination Committee, a Member of the Audit and Risk Committee, and a Member of the Human Resources and Remuneration Committee. Mr Wright has been a Director of a number of major Retail companies over the last 20 years.

Mr Wright is currently Chairman and Non-executive director of RCL Group (formerly Babcock & Brown Residential Land Partners Group); Chairman and Non-executive director of SAI Global Limited; Chairman and Non-executive director of APA Ethane Limited; and Non-executive director of Australian Pipeline Limited.

Mr Wright is a Fellow of the Australian Institute of Company Directors.

The Directors recommend that shareholders vote in favour of this resolution.

#### **Item 5 Election of a Director**

##### **Information about the candidate for election**

**Mr Reginald Rowe** Age 67

Founder of the business in 1972, Mr Rowe has been a Non-executive director for 7 years 4 months. Mr Rowe was previously 8 years as Chairman and 24 years as Managing Director.

Mr Rowe is a member of the Board Nomination Committee, and the Human Resources & Remuneration Committee. Mr Rowe is also a Director of a number of private family companies.

The Directors recommend that shareholders vote in favour of this resolution.

##### **Important for Item 2 and Item 3 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default**

The Chairman of the Meeting is not permitted to vote undirected proxies on Item 2 or Item 3. If the Chairman of the Meeting is your proxy or may be appointed by default and you fail to:

- provide a voting direction in respect of Item 2 and Item 3; or
- check the box directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 and Item 3,

the Chairman of the Meeting will not cast your votes on Item 2 or Item 3 and your votes will not be counted in computing the required majority if a poll is called on these items.

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2 and Item 3.

# SUPER RETAIL GROUP LIMITED

ACN 108 676 204

## All Proxy communications to:

Super Retail Group Limited

751 Gympie Road Lawnton

Queensland 4501

Facsimile (07) 3205 8467

ASX Code: SUL

## APPOINTMENT OF PROXY

If you propose to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

Email: [investorrelations@superretailgroup.com](mailto:investorrelations@superretailgroup.com)

Website: [www.superretailgroup.com](http://www.superretailgroup.com)

### STEP 1

### APPOINTMENT OF PROXY

I/We being a member(s) of Super Retail Group Limited are entitled to attend and vote hereby appoint

**A** the Chairman  
of the meeting  
(mark box with an X)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Security holder) you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit, subject to any voting exclusion) at the Annual General Meeting of the Company to be held at **11.30 am (QLD time) on Wednesday, 26 October 2011** and at any adjournment of that meeting. Proxies will only be valid and accepted by the Company if they are signed and received in the Company's office no later than 48 hours before the meeting.

#### Important for Item 2 and Item 3 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman of the Meeting's voting intentions on Item 2 and Item 3 as set out below and in the Notice of Meeting. **If you do not mark this box, and you have not directed your proxy how to vote on Item 2 and Item 3, the Chairman of the Meeting will not cast your votes on Item 2 or Item 3 and your votes will not be counted in computing the required majority if a poll is called on these items.** If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote for, against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 2 and Item 3).

**The Chairman of the Meeting intends to vote all available proxies in favour of Item 2 and Item 3.**

**B** I/We direct the Chairman of the Meeting to vote in accordance with the Chairman of the Meeting's voting intentions on Item 2 and Item 3 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 2 and Item 3 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman of the Meeting, other than as a proxy holder, would be disregarded because of that interest.

### STEP 2

### VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote on any resolution please mark

in the appropriate box below

#### ORDINARY BUSINESS

##### Item 2

Adoption of Remuneration Report (non-binding resolution)

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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##### Item 3

Increase in Non-Executive Directors' Remuneration

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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##### Item 4

Re-elect as a Director, Mr R J Wright

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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##### Item 5

Re-elect as a Director, Mr R A Rowe

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### STEP 3

### SIGNATURE OF SECURITY HOLDERS – THIS MUST BE COMPLETED

Individual or Security holder 1

Sole Director and Sole Company Secretary

Joint Security holder 2 (Individual)

Director/Company Secretary (delete one)

Joint Security holder 3 (Individual)

Director

This form should be signed by the security holder. If a joint holding, all of the security holders should sign. If signed by the security holder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the security holder's constitution and the *Corporations Act 2001* (Cwlth).

Refer to the reverse for instructions on completing this form.

## How to complete this Proxy Form

### 1. Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Security holders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your securities using this form.**

### 2. Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company.

### 3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be noted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses (subject to any voting exclusion). If you mark more than one box on an item your vote on that item will be invalid.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not direct your proxy how to vote in respect of Item 2 or Item 3 by designating 'For', 'Against' or 'Abstain', or by directing the Chairman to vote on your behalf by marking box 'B' in step 1, you acknowledge that the Chairman of the Meeting will not vote as your proxy for Item 2 or Item 3 and your votes will not be counted in calculating the required majority if a poll is called.

### 4. Appointment of a Second Proxy

You may appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, you will need an additional form and may copy this form for this purpose. To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together in the same envelope.

### 5. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, **all** of the security holders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A) of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary, indicating the office held by signing in the appropriate place.

### 6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting being **11.30 am (QLD time) Monday, 24 October 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### Documents may be lodged using the reply paid envelope or:

by delivery to the Registered Office of Super Retail Group Limited being 751 Gympie Road, Lawnton, Queensland 4501 Australia or by facsimile (07) 3205 8467.

### 7. Personal Information

Super Retail Group Limited advises that Chapter 2C of the Corporations Act 2001 requires information about you as a security holder (including your name and address and details of the securities you hold) to be included on the public register of the entity in which you hold securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting Link Market Services Limited on 1800 170 502 or 02 8280 7323. Our privacy policy is available on our website ([www.superretailgroup.com](http://www.superretailgroup.com)).