

SUPERDRY

**NOTICE OF ANNUAL
GENERAL MEETING**

Monday 16 October 2023 at 9.00am

Notice of Annual General Meeting (AGM)

Monday 16 October 2023 at 9.00am

This document is important and requires your immediate attention: action required

If you are in doubt about any aspect of the proposals referred to in this document or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 or, if you reside elsewhere, another appropriately authorised financial adviser. If you have sold or transferred your shares in Superdry plc, you should pass this Notice and accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass these documents to the person who now holds the shares.

Shareholders wishing to attend the meeting, are asked to register their intention as soon as practicable by email to company.secretary@superdry.com.

Shareholders should monitor the Company's website and regulatory news announcements for any AGM updates.

Questions

If you have a question relating to the business of the meeting, you can either:

- Submit a question in advance of the meeting – please send your question by email to company.secretary@superdry.com. We will, to the extent appropriate and not already covered in publicly available materials, respond to your question(s) as soon as possible. Please note that all questions should be submitted by 9.00am on Thursday 12 October 2023. Responses to shareholder questions will be placed on the Investor section of our corporate website: corporate.superdry.com.
- Ask a question at the meeting.

As usual, we will announce the results via an RNS and publish them on our corporate website following the conclusion of the AGM.

Dear Shareholder

Notice of Annual General Meeting

I have pleasure in sending you the Notice of the Annual General Meeting (AGM) of Superdry plc (the '**Company**'). The meeting will be held at the Company's head office at The Runnings, Cheltenham, Gloucestershire GL51 9NW. Full details and instructions of how you can put questions to the Board are provided in this notice. Explanatory notes on the resolutions accompany this Notice of AGM.

Biographical details of the Directors seeking election and re-election can be found in the notes to the resolutions, which follow the Notice of AGM.

The Board believes that all the proposed resolutions in this Notice of AGM are in the best interests of the Company and shareholders as a whole, and recommends that you vote in favour of the resolutions as members of the Board intend to do in respect of their own beneficial shareholdings.

In addition to the resolutions set out in the Notice of AGM, the Board would like to draw the attention of shareholders to one further matter. During the course of the audit of the

Company's financial statements for the 52-week period ended 29 April 2023, the Board was made aware that the value of the Company's net assets is now less than half of its called-up share capital. In these circumstances, the Directors are required, pursuant to s.656 of the Companies Act 2006, to convene a general meeting of the Company for the purpose of allowing shareholders to consider whether any, and if so what, steps should be taken to deal with the situation. The Board welcomes dialogue with shareholders and, accordingly, at the AGM shareholders will have an opportunity to discuss this matter. However, for the reasons set out below, the Board does not consider this matter to be material and, therefore, no resolution will be proposed at the AGM regarding s.656 of the Companies Act 2006.

Whilst the net assets of the Group have now reduced to below half of the called-up share capital, this has arisen from significant impairments being made on right-of-use assets relating to the store portfolio under IFRS 16 (£43.7m) and the write down of deferred tax assets (£66.3m). These are both non-cash statutory losses and do not impact the Company's ability to operate; nor do they impact the funding position of the Group. The Company continues to have full access to the operations and profit streams of the stores and can fully utilise, and potentially re-instate to the balance sheet, the deferred tax losses as our operating performance improves.

The Board notes that the fact that s.656 of the Companies Act 2006 has been engaged poses no immediate risk to the Company or the wider Group, given the current position of the Group's financial affairs.

The Board and I look forward to welcoming you to this year's AGM, but if you are unable to attend and would like to vote on the resolutions, please complete the Form of Proxy sent with this Notice and return it to Computershare Investor Services plc, by no later than **9.00am on Thursday 12 October 2023**. Information about how to appoint a proxy electronically is also given in note 3 of this document.

All resolutions will be put to a poll – this reflects best practice and will ensure that the decisions of all members based on their shareholding interests are accurately recorded. The poll results will be announced after the AGM on Monday 16 October 2023.

Yours faithfully

Peter Sjölander
Chair, Superdry plc
20 September 2023

Superdry plc
Unit 60
The Runnings
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corporate.superdry.com

Registered office: as above
Registered in England and Wales
Company number: 07063562

Notice of Annual General Meeting 2023

Notice is hereby given that the AGM of Superdry plc will be held at the Company's head office at The Runnings, Cheltenham, Gloucestershire GL51 9NW on Monday 16 October at 9.00am for the purposes set out below:

Resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 17 will be proposed as special resolutions.

Report and Accounts

1. To receive the audited accounts of the Company for the year ended 29 April 2023 and the Directors' Report and the Auditors' Report.

Remuneration Report

2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 29 April 2023 as set out in the Annual Report and Accounts.

Directors

3. To re-elect Julian Dunkerton as a Director of the Company.
4. To elect Lysa Hardy as a Director of the Company.
5. To re-elect Georgina Harvey as a Director of the Company.
6. To re-elect Alastair Miller as a Director of the Company.
7. To re-elect Helen Weir as a Director of the Company.
8. To re-elect Peter Sjölander as a Director of the Company.
9. To re-elect Shaun Wills as a Director of the Company.

Auditors

10. To appoint RSM UK Audit LLP as the Company's auditors to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.
11. To authorise the Directors to agree the auditors' remuneration.

Political donations

12. To consider the following resolution as an ordinary resolution:

"That the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and is hereby authorised to:

- a. make donations to political parties and independent election candidates;
- b. make donations to political organisations other than political parties; and
- c. incur political expenditure, during the period commencing on the date of this resolution and ending at the close of the AGM of the Company to be held in 2024, provided that in each case any such donations and expenditure made by the Company and any such subsidiary shall not exceed £40,000 per company and together with those made by any such subsidiary and the Company shall not in aggregate exceed £150,000. Any terms used in this resolution which are defined in Part 14 of the Companies Act 2006 (the "Act") shall bear the same meaning for the purposes of this resolution."

Directors' authority to allot shares

13. To consider the following resolution as an ordinary resolution:

"That pursuant to Article 6 of the Company's articles of association and section 551 of the Act, the Board be authorised to allot shares or grant rights to subscribe for or to convert any securities into shares:

- a. up to a nominal amount of £1,367,400; and
- b. comprising equity securities (as defined in the Act) up to a nominal amount of £2,734,800 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under (a) above) in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Such authorities shall apply until the end of the AGM of the Company to be held in 2024 but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to be granted after the authority ends and the Board may allot shares or grant rights under any such offer or agreement as if the authority had not ended. This resolution revokes and replaces all unexercised authorities previously granted to the Board to allot shares or grant rights for or to convert any securities into shares but without prejudice to any such allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities."

Disapplication of pre-emption rights

14. To consider the following resolution as a special resolution:

"That, if resolution 13 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- a.** the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Board otherwise consider necessary, but subject to such exclusions or other arrangements as the Board deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b.** the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal value of £205,110;

Such authority to expire at the end of the AGM of the Company to be held in 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired."

15. To consider the following resolution as a special resolution:

"That if Resolution 13 is passed, the Board be authorised in addition to any authority granted under Resolution 14 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- a.** limited to the allotment of equity securities or sale of treasury shares up to a nominal value of £205,110; and
- b.** used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by The Pre-emption Group prior to the date of this notice.

Such authority to expire at the end of the AGM of the Company to be held in 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired."

Authority to purchase own shares

16. To consider the following resolution as a special resolution:

"That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of s.693 of the Act) of its ordinary shares of 5 pence each in the capital of the Company, subject to the following conditions:

- a.** the maximum number of ordinary shares authorised to be purchased is 8,204,401;
- b.** the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5 pence (being the nominal value of an ordinary share);
- c.** the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
(i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
(ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);
- d.** this authority shall expire at the close of the AGM of the Company to be held in 2024;
- e.** a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority; and
- f.** all ordinary shares purchased pursuant to the said authority shall be either:
 - a.** cancelled immediately upon completion of the purchase; or
 - b.** held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act."

Notice period for general meetings, other than AGMs

17. To consider the following resolution as a special resolution:

"That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice."

By order of the Board

Jennifer Richardson
Company Secretary

20 September 2023

Explanatory Notes to Notice of AGM

Receiving the Directors' Report and Accounts (resolution 1)

The Directors must present the Directors' Report and the accounts of the Company for the year ended 29 April 2023 to shareholders at the AGM. The Directors' Report, the accounts, and the Auditors' Report (on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited) are contained within the Annual Report and Accounts.

Approval of Directors' Remuneration Report (resolution 2)

Resolution 2 seeks approval by shareholders of the Directors' Remuneration Report (other than the part containing the Remuneration Policy) for the year ended 29 April 2023, which can be found in the Annual Report and Accounts and gives details of the Directors' remuneration for the same year ended 29 April 2023. The vote is advisory only and does not affect the actual remuneration paid to any individual director.

Election or re-election of Directors (resolutions 3 to 9)

Resolutions 3 to 9 (inclusive) propose the election or re-election of each of the Directors of the Company. The Board is satisfied that each Non-Executive Director proposed for election or re-election is independent for the purposes of the UK Corporate Governance Code (with the exception of the Chair whose independence was determined on his appointment only) and there are no relationships or circumstances likely to affect their character or judgement.

Julian Dunkerton was appointed at the end of financial year 2019. Georgina Harvey, Alastair Miller and Helen Weir were each appointed in financial year 2020. Shaun Wills was appointed at the end of financial year 2021. Peter Sjölander was appointed at the start of financial year 2022. Lysa Hardy was appointed at the start of financial year 2024. All of the Directors seeking election or re-election have wide business knowledge and bring valuable skills and experience to the Board. The Chair considers that each of the Directors proposed for election or re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. Separate resolutions will be proposed for each election or re-election. Biographies of each of the Directors seeking election or re-election can be found below.

Julian Dunkerton

Executive Director/Chief Executive Officer

Julian co-founded Superdry in 2003 and went on to build a global retail business and brand with a reputation for quality, fit, design, and value for money. In 2010, Julian led the successful float of Superdry on the London Stock Exchange at an initial value of £400m. In 2015, Julian stepped down from his role as Chief Executive, returning to Superdry in April 2019 and was appointed permanent CEO in December 2020. Julian continues to focus on brand and design and is an ambassador for sustainability.

Lysa Hardy

Independent Non-Executive Director

Lysa was appointed as a director of the Board in May 2023. Lysa is a member of our Audit, Remuneration and Nomination committees and is the designated non-executive director for colleague engagement. Lysa is currently an executive director at Hotel Chocolat, running the retail operation including trading & merchandising, marketing, creative agency, commercial, customer insight, and all sales channels. She has over 10 years' experience across CMO and CCO roles in retail, including Holland & Barrett and Joules. She is also Chairwoman and Trustee of mental health charity, Herts Schools Outreach; co-founder of a start-up probiotic skincare business, Beauty & Vitality; and was previously a Non-Executive Director of Raven Property Group Limited. Lysa is also a Fellow of the Marketing Academy.

Georgina Harvey

Independent Non-Executive Director

Georgina was appointed as a Director of the Board in July 2019. Georgina is Chair of the Remuneration Committee and a member of each of the Nomination and Audit Committees. Georgina is an experienced non-executive director and is a member of the board of Capita plc, where she is Senior Independent Director and Chair of the Remuneration Committee, and a member of the board of McColls Retail Group plc. Prior to developing her portfolio career, Georgina spent seven years as managing director of Regionals at Trinity Mirror, sitting on the Executive Committee.

Alastair Miller

Independent Non-Executive Director

Alastair was appointed as a director of the Board in July 2019. Alastair is Chairman of the Audit Committee and a member of each of the Nomination and Remuneration Committees. Alastair is a Non-Executive Director of NewRiver REIT plc, a property investment company specialising in retail assets where he is the Senior Independent Director and Chairman of the Remuneration Committee. Alastair was Chief Financial Officer at New Look from 2000 until 2014 and was one of the MBO team who helped take the company private in 2004 and led a number of subsequent refinancings. Previously he was the Group Finance Director at RAC having joined from Price Waterhouse where he was a management consultant. Prior to that, he was Finance Director of a company within the BTR plc Group. Alastair qualified as a Chartered Accountant with Deloitte Haskins and Sells and holds a BSc in Economics.

Peter Sjölander

Chair and Non-Executive Director

Peter was appointed as a director and as Chair of the Board in April 2021. He is also a member of the Nomination Committee. Peter was CEO of Helly Hansen from 2007 to 2015, where he delivered a step change in the performance of the brand, driving its transition from being a business focused on its local Scandinavian markets, to a globally recognised brand. Earlier in his career, Peter spent 13 years at Nike in a number of leadership roles across marketing, product and general management, working in the Nordics, Netherlands and USA at a time of rapid growth for the brand. Following his tenure at Nike, Peter joined Electrolux, where he was responsible for brand and product, driving a shift from an industrial agenda to a consumer centric one. He is currently a non-executive director of Dometic Group AB (listed in Sweden). He is also a senior adviser to Altor Equity Partners and EQT Group.

Helen Weir

Independent Non-Executive Director

Helen was appointed as a director of the Board and as Senior Independent Director in July 2019. She is a member of each of the Audit, Nomination and Remuneration Committees and is Chair of the Nomination Committee. She is a non-executive director and Chair of Mobico Group plc, and a member of the Supervisory Board of Koninklijke Ahold Delhaize N.V., where she chairs the Governance and Nomination Committee. Helen has extensive experience of both publicly quoted companies and retail businesses, having been Finance Director of Marks and Spencer, John Lewis, Lloyds Bank (where she was also the CEO of the Retail Bank) and Kingfisher. Her previous Non-Executive roles include SABMiller, Royal Mail, and Just Eat. Helen is a qualified Fellow of the Chartered Institute of Management Accountants and was awarded the CBE for services to Finance in the 2008 honours list.

Shaun Wills

Executive Director/Chief Financial Officer

Shaun was appointed as an Executive Director and Chief Financial Officer in April 2021. He brings over 30 years' experience gained in a number of household-name clothing brands and retailers, most recently as Finance Director of Marks and Spencer's Clothing and Home division. He has operated in both fast-growth and turnaround situations and is well versed in digital transformation and the complexities of international expansion. As well as having held a number of CFO roles, he has also held leadership roles in ecommerce, strategy, merchandising, property and logistics, and has experience as CEO of a multi-brand business. Shaun is a member of the Chartered Institute of Management Accountants.

Appointment of auditors and authority for the Directors to approve the auditors' remuneration (resolutions 10 and 11)

The auditors of a Company must be appointed at each general meeting at which accounts are laid, to hold office until the conclusion of the next such meeting.

The Board recommends that RSM UK Audit LLP be appointed as auditors of the Company until the conclusion of the next general meeting at which the accounts are laid and that authority is given to the Directors, in accordance with standard practice, to determine the auditors' remuneration.

Authority to make political donations (resolution 12)

It is not proposed or intended to alter the Company's policy of not making political donations, within the normal meaning of that expression. However, given the breadth of the relevant provisions in the Act it may be that some of the Company's activities may fall within the wide definitions under the Act and, without the necessary authorisation, the Company's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. Such activities may include briefings at receptions or conferences – when the Company seeks to communicate its views on issues vital to its business interests – including, for example, conferences of a party-political nature or of special interest groups. Accordingly, the Company believes that the authority contained in resolution 10 is necessary to allow it (and its subsidiaries) to fund activities which it is in the interests of shareholders that the Company should support. Such authority will enable the Company and its subsidiaries to be sure that they do not, because of any uncertainty as to the bodies or the activities covered by the Act, unintentionally commit a technical breach of the Act. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's Annual Report and Accounts.

Authority to allot shares (resolution 13)

The directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The authority conferred on the directors at last year's AGM under section 551 of the Act to allot shares expires on the date of the forthcoming AGM.

Accordingly, this resolution 13 seeks to renew the existing authority under s.551 of the Act which would otherwise expire at the AGM, to, in the case of paragraph (a), give the Board authority to allot the Company's unissued shares up to a maximum nominal amount of £1,369,391 and, in the case of paragraph (b), to give the Board authority to allot ordinary shares (including the shares referred to in paragraph (a)) up to a nominal amount of £2,738,782 in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issues cannot be made due to legal and practical problems). The amount of £1,369,391 represents approximately one-third of the Company's issued ordinary share capital as at 1 September 2023, being the last practicable date prior to the publication of this notice. The amount of £2,738,782 represents approximately two-thirds of the Company's issued ordinary share capital on 1 September 2023, being the last practicable date prior to publication of this notice. This renewed authority will remain in force until the AGM to be held in 2024. The Board has continued to seek annual renewal of this authority in accordance with best practice as set out in the latest institutional guidelines published by The Investment Association. The Company holds no treasury shares.

The Board has no present intention to exercise this authority. However, renewal of this authority will ensure that the Board has flexibility in managing the Company's capital resources so that the Board can act in the best interests of shareholders generally.

Disapplication of pre-emption rights (resolutions 14 and 15)

Under s.561(1) of the Act, if the directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into ordinary shares, or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights.

Resolution 14 seeks to renew the authority given to the Board, which would otherwise expire at the AGM, to allot equity securities for cash on a non-pre-emptive basis, (a) pursuant to a rights issue and so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders, or (b) up to an aggregate nominal amount of £205,409 (which includes the sale on a non-pre-emptive basis of any shares held in treasury) and which represents less than 5% of the issued ordinary share capital of the Company on 1 September 2023, being the latest practicable date prior to publication of this notice.

The Board seeks an additional authority under Resolution 15 to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £205,409 (which includes the sale on a non-pre-emptive basis of any shares held in treasury) and which represents less than 5% of the issued ordinary share capital of the Company on 1 September 2023, being the latest practicable date prior to publication of this notice, if used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by The Pre-Emption Group prior to the date of this notice.

The authorities contained in resolutions 14 and 15 will expire at the conclusion of the AGM to be held in 2024.

The Board has continued to seek annual renewal of the authority to disapply pre-emption rights in accordance with best practice. In accordance with the latest guidelines issued by The Pre-Emption Group, the Board confirms its intention that no more than 7.5% of the issued share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period.

The Board has no present intention of exercising these authorities. The renewal of the existing authority under resolution 14 and the additional authority sought under resolution 15 will ensure that the Board has flexibility in managing the Company's capital resources so that the Board can act in the best interests of shareholders generally.

Authority to purchase own shares (resolution 16)

Resolution 16 gives the Company authority to buy back its own ordinary shares in the market as permitted by the Act. This renews the authority granted at last year's AGM which expires on the date of this AGM. The authority limits the number of shares that could be purchased to a maximum of 8,216,346 (representing 10% of the issued share capital of the Company on 1 September 2023 being the latest practicable date prior to publication of this notice) and sets minimum and maximum prices. This authority will expire at the conclusion of the AGM of the Company to be held in 2024.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, considering the cash reserves of the Company, the Company's share price and other investment opportunities. The authority will be exercised only if the directors believe that to do so will result in an increase in earnings per share and will be in the interests of shareholders generally.

Any purchase of ordinary shares will be by means of market purchases through the London Stock Exchange or other relevant trading platform. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employees share schemes. On 1 September 2023, being the latest practicable date prior to publication of this notice, there were options over 1,652,409 ordinary shares in the capital of the Company which represent 2.01% of the Company's issued ordinary share capital.

If the authority to purchase the Company's ordinary shares was exercised in full, these options would thereafter represent 2.24 % of the Company's issued ordinary share capital.

The authority will only be valid until the conclusion of the next AGM in 2024. The current Articles of Association provide the Company with the power to purchase its own shares (Article 46) and the Company has sought the authority of the shareholders to do this by way of special resolution.

Notice of general meetings (resolution 17)

The notice period for general meetings of the Company under the Act is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days' notice (other than an AGM which will continue to be held on 21 clear days' notice). Prior to 2009, the Company was able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability. Resolution 17 seeks such approval.

The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Act before it can call a general meeting on 14 clear days' notice. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

Notes to Notice of AGM

1. Documents enclosed

This Notice of AGM is being sent to all shareholders who have requested to receive shareholder communications in paper form. It is also available at corporate.superdry.com. A Form of Proxy is enclosed with this notice.

2. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the register of members of the Company at the close of business on Thursday 12 October 2023, or, if this AGM is adjourned, in the register of members at the close of business two days before any adjourned meeting, shall be entitled to vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after close of business on Thursday 12 October 2023, or, if this AGM is adjourned, in the register of members at the close of business two days before any adjourned meeting, shall be disregarded in determining the rights of any person to vote at the AGM.

3. Proxies, corporate representatives and nominated persons

Proxies

Registered shareholders may appoint a proxy to exercise all or any of their rights to vote on their behalf.

A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.

A proxy need not be a shareholder of the Company and may be appointed by:

- completing and returning the Form of Proxy attached to this Notice;
- as an alternative to completing the hard copy Form of Proxy, shareholders can appoint a proxy electronically by visiting www.eproxyappointment.com. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as provided on your Form of Proxy and agree to certain terms and conditions;
- if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK and International Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Company's agent (ID. Number 3RA50) 48 hours before the AGM. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

IMPORTANT: To be effective your Form of Proxy must be received by the Company's registrars no later than 9.00am on 12 October 2023. Further details regarding the appointment of proxies are given in the notes to the Form of Proxy. The rights of shareholders in relation to the appointment of proxies as stated above do not apply to a person nominated under s.146 of the Companies Act 2006 (Act) to enjoy information rights (a Nominated Person). Such rights can only be exercised by shareholders of the Company.

Corporate representatives

Corporate shareholders may appoint one or more corporate representatives, who may exercise on their behalf all their powers, provided that if two or more representatives are appointed either: (i) each corporate representative is appointed to exercise the rights attached to a different share or shares held by that shareholder; or (ii) the corporate representatives vote in respect of the same shares, the power is treated as exercised only if they purport to exercise the power in the same way as each other (in other cases, the power is treated as unexercised).

Nominated person(s)

Any Nominated Person to whom this Notice has been sent may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

4. AGM business

Shareholders have a right to ask questions relating to the business of the AGM and the Company must cause such questions to be answered, unless such answers would interfere unduly with the business of the AGM, involve the disclosure of confidential information, if the answer has already been published on the Company's website or if it is not in the interests of the Company or the good order of the AGM that the question be answered.

5. Total voting rights

On Friday 1 September 2023, being the last practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 97,932,059 ordinary shares, carrying one vote each. Therefore, the total exercisable voting rights in the Company on Friday 1 September 2023 are 97,932,059.

6. Sending documents relating to the AGM to the Company

Any documents or information relating to the proceedings at the AGM may only be sent to the Company at its registered office address. Shareholders may not use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than expressly stated.

7. Documents available for inspection

Copies of the following documents are available for inspection at an agreed time during normal business hours (Saturdays, Sundays and public holidays excepted) at the Company's offices at Unit 60, The Runnings, Cheltenham, Gloucestershire GL51 9NW from 9.00 am on the date of publication of this Notice until the conclusion of the AGM (email during normal business hours as noted above to company.secretary@superdry.com): Executive Directors' service contracts and Non-Executive Directors' letters of appointment.

8. Information available on website

In accordance with section 311A of the Act, a copy of this notice is available on the Company's website corporate.superdry.com.

9. Voting outcome

The results of the voting will be announced through a Regulatory Information Service and will appear on the Company's website corporate.superdry.com on Monday 16 October 2023.

Shareholder Information

Registered office

Unit 60 The Runnings
Cheltenham
Gloucestershire
GL51 9NW

Registered in England and Wales
Registered number 07063562
T: +44 (0) 1242 578376

Shareholder enquiries: company.secretary@superdry.com
Investor Relations: investor.relations@superdry.com

Share registrar

For shareholder queries:

Computershare Investor Services Plc
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ

Shareholder information line 0370 889 3102
Lines are open Monday to Friday, excluding bank holidays and weekends, 8.30am to 5.30pm ((+44) 0370 889 3102 if calling from outside the UK).

For those with hearing difficulties, a textphone is available on 0370 702 0005 for UK callers with compatible equipment.

Electronic communications

Shareholders may choose to receive all shareholder documentation in electronic form, rather than by post. If you elect this option, you will receive an email each time a shareholder document is published on our website.

Tax vouchers and annual statements will be sent to your Investor Centre account. You can register for the Investor Centre at <https://www-uk.computershare.com/Investor/#Home>.

To receive documents in electronic form, you need to change your preferences on your Investor Centre account, or alternatively you can call the shareholder information line on 0370 889 3102.

Share dealing

Superdry plc certificated shares can be traded through most banks, building societies or stockbrokers. Computershare offers postal and internet dealing services.

Internet dealing:

The fee for this service will be 1.4% of the value of each transaction (subject to a minimum of £40). Stamp duty of 0.5% may also be payable on purchases.

Website address: www.computershare.com/dealing/uk

Registry postal share dealing service:

The fee for this service will be 1.4% of the value of each transaction (subject to a minimum of £40). Stamp duty of 0.5% may also be payable on purchases.

Forms can be found at www.computershare.com/dealing/uk or requested by calling: 0370 703 0084.

Share price information

The latest Superdry plc share price is available at corporate.superdry.com

Unauthorised brokers (boiler room scams)

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports. If you receive any unsolicited investment advice, please check with the Financial Conduct Authority (FCA) before getting involved by visiting www.fca.org.uk/register/. If you think you have been approached by an unauthorised firm, you should contact the FCA consumer helpline on 0800 111 6768. Further information can be found at www.fca.org.uk.

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