

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 SuperGroup 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.

SuperGroup Plc

(incorporated in England and Wales with registered number 07063562)

Notice of General Meeting

Proposed Change of Name

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of SuperGroup Plc, which is set out on page 2 of this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting. The Resolution will be voted on by way of a show of hands.

Notice of the General Meeting to be held at the Superdry Store, 103-113 Regent Street, London, W1B 4HL on Monday 8 January 2018 at 9.00am is set out on page 3 of this document.

A Form of Proxy for use at the General Meeting is enclosed with the Notice. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's Registrar, Computershare Investor Services PLC, as soon as possible and, in any event, not later than 9.00am on Thursday 4 January 2018.

You are strongly encouraged to vote online at www.investorcentre.co.uk/eproxy

SuperGroup Plc

Dear Shareholder

Proposed Change of Name to Superdry Plc

On 25 September 2017, SuperGroup Plc (the "Company") announced it was proposing to change its name to Superdry Plc (the "Change of Name").

The purpose of this document is to provide you with information about the background to, and the reasons for, the Change of Name, to explain why the Board considers the Change of Name to be in the best interests of the Company and its shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the resolution in respect of the Change of Name (the "Resolution") set out in the Notice of Meeting on page 3 of this document (the "Notice") which is to be proposed at the General Meeting (the "Meeting").

Superdry is a globally recognised brand with consistent consumer perceptions and a clear brand purpose and essence. Changing the name of the Company to Superdry Plc is an important step reflecting the Company's focus on developing the iconic *Superdry* brand both globally and digitally. Your Board believes that changing the Company's name to Superdry Plc will create a stronger and clearer connection between the Company and the brand.

Effects of the Name Change

The Change of Name will not affect any rights of shareholders. Once the Change of Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company. It is not proposed that replacement share certificates will be issued in the new name of Superdry Plc and, as such, the existing share certificates will remain valid after the Change of Name.

The Company's ticker will change to SDRY but the Company's current ISIN and SEDOL will remain the same and the Company's website will change to corporate.superdry.com. All of these changes will be effective as soon as practically possible after the Change of Name has been implemented.

The General Meeting

The Meeting will be held at the Superdry Store, 103-113 Regent Street, London, W1B 4HL on Monday 8 January 2018 at 9.00am. A location map is provided on the Form of Proxy. An attendance card is attached to the top of the Form of Proxy which you should detach and bring with you if you attend the Meeting. If you would like to vote on the Resolution but cannot come to the Meeting, please complete the Form of Proxy sent with the Notice and return it to Computershare Investor Services Plc by no later than 9.00am on Thursday 4 January 2018. Information about how to appoint a proxy electronically is given in note 4 on page 4 of this document.

The Resolution for consideration at the Meeting will be decided on a show of hands. Shareholders who attend the Meeting will have the opportunity to ask questions before voting on the Resolution. In accordance with the Company's Articles, the Resolution will be put to a shareholder vote as a special resolution.

The voting results will be announced on Monday 8 January 2018.

Recommendation

The Board considers that the passing of the Resolution set out in the Notice is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolution, as they intend to do in respect of their own beneficial holdings of ordinary shares.

Yours faithfully

Peter Bamford
Chairman

12 December 2017

SuperGroup Plc

Unit 60
The Runnings
Cheltenham
Gloucestershire
GL51 9NW

Tel: +44 (0) 1242 578376
www.supergroup.co.uk

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

Notice of General Meeting

Notice is hereby given that a General Meeting (the "Meeting") of SuperGroup Plc (the "Company") will be held at the Superdry Store, 103-113 Regent Street, London, W1B 4HL on Monday 8 January 2018 at 9.00am.

As a member of the Company, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Meeting.

You will be asked to consider and, if thought fit, to pass the following resolution (the "Resolution") which will be proposed as a special resolution which requires at least 75% of the votes to be cast in favour of the Resolution in order to be passed.

1. That the name of the Company be changed to Superdry Plc.

By order of the Board

Simon Callander
Company Secretary

12 December 2017

Notes to Notice of General Meeting

1. Documents enclosed

This Notice of Meeting is being sent to all shareholders who have requested to receive shareholder communications in paper form. It is also available at www.supergroup.co.uk. A Form of Proxy incorporating an attendance card is enclosed with this Notice. If you have received advice of the Notice of Meeting via an e-mail in which you are invited to vote online, then an attendance card can be printed off from the online voting site.

2. Admission card

If you are attending the Meeting, you should bring the attendance card with you.

3. 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 4 January 2018, or, if this Meeting is adjourned, in the register of members at the close of business two days before any adjourned Meeting, shall be entitled to attend and vote at the Meeting 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 4 January 2018, or, if this Meeting 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 attend or vote at the Meeting.

4. Proxies, corporate representatives and nominated persons

Proxies

Registered shareholders who are unable to attend the Meeting may appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting.

A shareholder may appoint more than one proxy in relation to the Meeting 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:

- a) completing and returning the Form of Proxy form attached to this notice;
- b) as an alternative to completing the hard copy Form of Proxy, shareholders can appoint a proxy electronically by going to the following website: www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as provided on your proxy card and agree to certain terms and conditions;
- c) shareholders in the Nominee Service must complete the enclosed Form of Instruction. If you or someone appointed by you wish to attend the Meeting then please ensure that your or his/her name is entered in the box provided on the back of the Form of Instruction. This will enable Computershare Company Nominees Limited (CCNL) to appoint you as a proxy to attend, speak and vote at the Meeting. If you are not attending the Meeting then please complete the Form of Instruction leaving the appointment box blank. You will then be deemed to instruct CCNL to appoint the Chairman of the Meeting to vote on your behalf. Please read the additional notes on the Form of Instruction before completing the form, which must be returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 9.00am on Wednesday 3 January 2018; or
- d) 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 Meeting and any adjournment by using the procedures described in the CREST manual (www.euroclear.com/CREST). 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'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) two business days before the Meeting. 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 Thursday 4 January 2018**. 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 (the "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 its behalf all its 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 Meeting. 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.

5. Meeting business

Shareholders have a right to ask questions at the Meeting relating to the business of the Meeting and the Company must cause such questions to be answered, unless such answers would interfere unduly with the business of the Meeting, involve the disclosure of confidential information, have 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 Meeting that the question be answered.

6. Total voting rights

As at 7 December 2017 (being the last practicable date prior to the publication of this Notice), the Company's issued share capital consisted of 81,608,670 ordinary shares, carrying one vote each. Therefore, the total exercisable voting rights in the Company as at 7 December 2017, being the last practicable date prior to the publication of this notice, are 81,608,670.

7. Sending documents relating to the Meeting to the Company

Any documents or information relating to the proceedings at the Meeting may only be sent to the Company in one of the ways set out in this Notice of Meeting. 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.

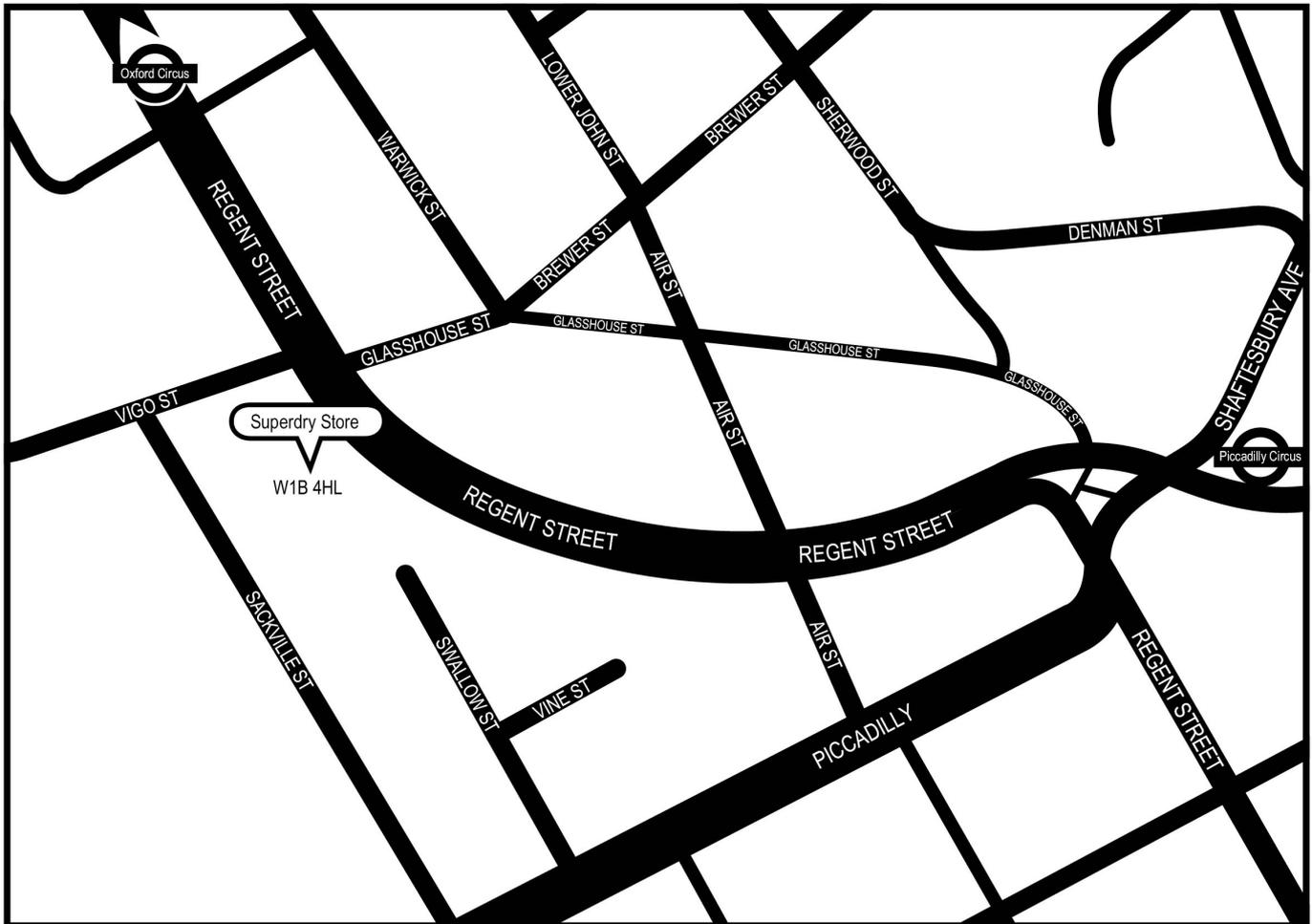
8. Information available on website

In accordance with section 311A of the Act, a copy of this Notice is available on the Company's website at www.supergroup.co.uk

9. Voting outcome

The results of the voting at the Meeting will be announced through the Regulatory News Service on Monday 8 January 2018.

Map of Regent Street Location



SuperGroup Plc

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The Runnings
Cheltenham
Gloucestershire
GL51 9NW

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www.supergroup.co.uk