

NOTICE OF ANNUAL GENERAL MEETING 2011 SUPERGROUP PLC

Notice is hereby given that the Annual General Meeting of SUPERGROUP PLC will be held at The Cheltenham Ladies' College, Bayshill Road, Cheltenham, Gloucestershire, GL50 3EP on 22 September 2011 at 11.30 a.m. for the purposes set out below:

Resolutions 1 to 14 and 17 will be proposed as ordinary resolutions. Resolutions 15, 16 and 18 will be proposed as special resolutions.

- 1 To receive the Company's Annual Report of the Directors and auditors for the financial period ended 1 May 2011.
- 2 To approve the Remuneration Report.
- 3 To re-elect Peter Bamford as a Director.
- 4 To re-elect Julian Dunkerton as a Director.
- 5 To re-elect James Holder as a Director.
- 6 To re-elect Chas Howes as a Director.
- 7 To re-elect Theofilos Karpathios as a Director.
- 8 To re-elect Keith Edelman as a Director.
- 9 To re-elect Steven Glew as a Director.
- 10 To re-elect Ken McCall as a Director.
- 11 To re-elect Indira Thambiah as a Director.
- 12 To reappoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 13 To authorise the Directors to fix the remuneration of the auditors.

As special business to consider and, if thought fit, pass the following resolutions:

Ordinary Resolution

- 14 THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to allot Ordinary Shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to a maximum aggregate nominal amount of £1,337,243; provided that this authority shall expire on the date of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 30 November 2012, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into shares, in pursuance of such an offer or agreement as if the authority conferred had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights for or to convert any securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

- 15 THAT, subject to and conditional on the passing of Resolution 14, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by Resolution 14 or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
- (i) 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 Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors 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;
 - (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £200,586;

and this authority shall expire on the date of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 30 November 2012 save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby has not expired.

16 THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of 5 pence each in the capital of the Company ('Ordinary Shares') provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 8,023,459 Ordinary Shares;
- (b) the minimum price, exclusive of any expenses, which may be paid for each Ordinary Share is 5 pence;
- (c) the maximum price (excluding expenses) which may be paid for any Ordinary Shares is the higher of (i) an amount equal to 5% above the average of the middle market quotations for an Ordinary Share 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 purchased and (ii) the amount stipulated by article 5(1) of the Buy-Back and Stabilisation Regulations 2003 (being the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venues where the market purchases by the Company will be carried out pursuant to the authority conferred by this Resolution 16);
- (d) the authority to purchase conferred by this resolution shall expire on the date of the next annual general meeting of the Company or, if earlier, 30 November 2012 save that the Company may, before such expiry, enter into a contract to purchase Ordinary Shares under which such purchases will or may be completed or executed wholly or partly after the expiration of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract; and
- (e) all Ordinary Shares purchased pursuant to the said authority shall be either:
 - (i) cancelled immediately upon completion of the purchase; or
 - (ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

Ordinary Resolution

17 THAT the rules of the SuperGroup Sharesave Scheme referred to in the Chairman of the Board's letter to shareholders sent with this notice and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:

- (i) make such modifications to the SuperGroup Sharesave Scheme as they may consider appropriate to take account of the requirements of HMRC and for the implementation of the SuperGroup Sharesave Scheme and to adopt the SuperGroup Sharesave Scheme as so modified and to do all such other acts and things as they may consider appropriate to implement the SuperGroup Sharesave Scheme; and
- (ii) establish further sharesave schemes based on the SuperGroup Sharesave Scheme but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further sharesave schemes are treated as counting against the limits on individual or overall participation in the SuperGroup Sharesave Scheme.

Special Resolution

18 THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board



Wendy Edwards
Company Secretary
22 August 2011

Registered office:
Unit 60
The Runnings
Cheltenham
Gloucestershire
GL51 9NW

NOTES:

- 1 A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf at the meeting. If more than one proxy is appointed each proxy must be appointed in respect of different shares held by that member. A proxy need not be a member of the Company. Details of how to appoint the Chairman of the AGM or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.
- 2 To be effective the signed instrument appointing a proxy and (failing prior registration) any letter or power of attorney under which it is executed (or a duly certified copy thereof) must be deposited at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, not less than 48 hours before the AGM. (Please refer to the section overleaf regarding holders within the Nominee Service.)

As an alternative to completing the hard copy Form of Proxy, shareholders can appoint a proxy electronically by going to the following website: www.eproxyappointment.com. 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.

For either format of proxy to be valid it must be received not less than 48 hours before the time for holding the meeting. Further details relating to the appointment of proxies are included in the proxy form.

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. This will enable Computershare Company Nominees Limited (CCNL) to appoint you as its proxy to attend, speak and vote at the AGM. If you are not attending the meeting then please complete the form leaving the appointment box blank. You will then be deemed to instruct CCNL to appoint the Chairman of the AGM 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 at the address stated in Note 2, not later than four business days before the AGM.

The same electronic voting option as detailed above is available for shareholders in the Nominee Service. Please see the Form of Instruction for further details.

- 3 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 (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) 48 hours 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.

- 4 A copy of this notice and the additional information required by section 311A of the Companies Act 2006 regarding the meeting is also available from www.supergroup.co.uk.
- 5 Copies of all contracts of service or letters of appointment under which Directors of the Company are engaged by the Company or any of its subsidiaries are available for inspection at the Company's registered office during business hours on any weekday (Saturdays, Sunday and public holidays excluded) and will also be available for inspection at the place of the meeting from fifteen minutes before it is held until its conclusion. A copy of the draft rules of the SuperGroup Sharesave Scheme will be available for inspection at the offices of Hewitt New Bridge Street, 10 Devonshire Square, London EC2M 4PL during normal business hours on any weekday (English public holidays excepted) until the close of the AGM and at the place of the AGM for at least 15 minutes prior to and during the AGM.
- 6 On 22 August 2011 (the latest practicable date before publication of this Notice of Meeting), there were no outstanding options under any share option scheme to subscribe for shares in the Company. The Company currently does not hold any treasury shares. In addition, as at 22 August 2011, there were 84,938 awards in respect of shares under the Company's long term incentive plan introduced last year. As at 22 August 2011 the Company's issued share capital consisted of 80,234,590 Ordinary Shares carrying one vote each. Therefore, the total number of voting rights in the Company as at 22 August 2011 was 80,234,590.

- 7 Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') 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 any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs are only exercisable by shareholders of the Company.
- 8 Any corporation who is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided they do not do so in respect of the same shares.
- 9 Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- 10 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 20 September 2011 (or if the meeting is adjourned by 6.00 p.m. on the day that is two working days prior to the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00 p.m. on the relevant day shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 11 Under Section 319A of the Companies Act 2006, members (or their proxies) attending the meeting will be entitled to ask questions relating to the business of the meeting. However, the Company is not obliged to answer a question raised at the meeting if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 12 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.

APPENDIX TO NOTICE OF AGM

SUMMARY OF THE PRINCIPAL TERMS OF THE SUPERGROUP SHARESAVE SCHEME

Operation

The operation of the SuperGroup Sharesave Scheme will be supervised by the Board of Directors of the Company (the "Board"). It will be approved by HM Revenue & Customs ("HMRC") in order to provide UK tax-advantaged options to UK employees.

Eligibility

Employees and full-time Directors of the Company and any designated participating subsidiary who are UK resident taxpayers are eligible to participate. The Board may require employees to have completed a qualifying period of employment of up to five years before the grant of options. The Board may also allow other employees to participate.

Grant of options

Options can only be granted to employees who enter into HMRC approved savings contracts, under which monthly savings are normally made over a period of three or five years. Options must be granted within 30 days (or 42 days if applications are scaled back) of the first day by reference to which the option price is set. The number of shares over which an option is granted will be such that the total option price payable for those shares will correspond to the proceeds on maturity of the related savings contract.

An option may not be granted more than 10 years after shareholder approval of the SuperGroup Sharesave Scheme. Options are not transferable, except on death. Options are not pensionable.

Individual participation

Monthly savings by an employee under all savings contracts linked to options granted under any sharesave scheme may not exceed the statutory maximum (currently £250). The Board may set a lower limit in relation to any particular grant.

Option price

The price per share payable upon the exercise of an option will not be less than the higher of: (i) 80 per cent. of the average middle-market quotation of a share on the London Stock Exchange on the three days preceding a date specified in an invitation to participate in the SuperGroup Sharesave Scheme (or such other day or days as may be agreed with HMRC); and (ii) if the option relates only to new issue shares, the nominal value of a share.

The option price will be determined by reference to dealing days which fall within six weeks of the announcement by the Company of its results for any period or at any other time when the Board considers there to be exceptional circumstances which justify offering options under the SuperGroup Sharesave Scheme.

Exercise of options

Options will normally be exercisable for a six month period from the third, fifth or seventh anniversary of the commencement of the related savings contracts. Earlier exercise is permitted, however, in the following circumstances:

- following cessation of employment by reason of death, injury, disability, redundancy, retirement on reaching age 60 (or any other age at which the employee is bound to retire under his terms of employment) or the business or company that the employee works for ceasing to be part of the Company's group;
- when an employee reaches 60;
- where employment ceases more than three years from grant for any reason other than dismissal for misconduct; and
- in the event of a takeover, amalgamation, reconstruction or winding-up of the Company, except in the case of an internal corporate reorganisation when the Board may decide to exchange existing options for equivalent new options over shares in a new holding company.

Except where stated above, options will lapse on cessation of employment or directorship with the Company's group.

Shares will be allotted or transferred to participants within 30 days of exercise.

Overall SuperGroup Sharesave Scheme limits

The SuperGroup Sharesave Scheme may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than 10 per cent of the issued Ordinary Share capital of the Company under the SuperGroup Sharesave Scheme and any other employee share plan adopted by the Company.

Treasury shares will count as new issue shares for the purposes of these limits unless the institutional investors decide that they need not count.

Variation of capital

If there is a variation in the Company's share capital then the Board may, subject to HMRC approval, make such adjustment as it considers appropriate to the number of shares under option and the option price.

Rights attaching to Shares

Any shares allotted when an option is exercised under the SuperGroup Sharesave Scheme will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Alterations to the SuperGroup Sharesave Scheme

The Board may amend the provisions of the SuperGroup Sharesave Scheme in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares to be acquired and the adjustment of options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the SuperGroup Sharesave Scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

Overseas sharesave schemes

The shareholder resolution to approve the SuperGroup Sharesave Scheme will allow the Board, without further shareholder approval, to establish further plans for overseas territories, any such plan to be similar to the SuperGroup Sharesave Scheme, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the SuperGroup Sharesave Scheme.