



Notice of Annual General Meeting (AGM)

11 September 2018
10.30 am

Annual General Meeting (AGM)

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.

Dear Shareholder



I have pleasure in sending you the Notice of the AGM of Superdry Plc (the “Company”) which will be held at the offices of Investec Bank plc, 30 Gresham Street, London EC2V 7QP on Tuesday 11 September 2018 at 10.30 am. A location map is provided on the back of this document. 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 AGM. Explanatory notes on all the resolutions accompany this Notice of AGM.

Biographical details of the Directors seeking re-election or election are set out in the notes to the resolutions which follow the Notice of AGM.

The Board of Directors of the Company (“**Board**”) believes that all of the proposed resolutions set out in the following Notice of AGM are in the best interests of the Company and the shareholders as a whole and recommends you to vote in favour of the resolutions to be put to the AGM, as members of the Board intend to do in respect of their own beneficial shareholdings.

I hope that you will be able to attend the AGM and raise any questions you may have on the matters to be considered at the AGM. If you would like to vote on the resolutions but cannot come to the AGM, please complete the Form of Proxy sent with this Notice and return it to Computershare Investor Services Plc by no later than 10.30 am on Friday 7 September 2018. Information about how to appoint a proxy electronically is given in note 4 on page 8 of this document.

All resolutions will be put to a poll. This reflects best practice and will ensure that shareholders who are not able to attend the AGM, but who have appointed proxies, have their votes fully taken into account. Shareholders who attend the AGM will still have the opportunity to ask questions and form a view on any points raised before voting on each resolution. The poll results will be announced on Wednesday 12 September 2018.

Yours faithfully

Peter Bamford
Chairman
9 August 2018

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Unit 60
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Gloucestershire
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Registered office: as above
Registered in England and Wales
Company number: 07063562

Notice of Annual General Meeting 2018.

Notice is hereby given that the Annual General Meeting (“AGM”) of Superdry Plc will be held at the offices of Investec Bank plc, 30 Gresham Street, London EC2V 7QP on Tuesday 11 September 2018 at 10.30 am for the purposes set out below:

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

Report and Accounts

1. To receive and approve the audited accounts of the Company for the year ended 28 April 2018 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 28 April 2018 as set out on pages 73 to 91 of the Annual Report and Accounts.

Dividend

3. To declare a final dividend of 21.9 pence per ordinary share for the year ended 28 April 2018.

Directors

4. To re-elect Peter Bamford, who retires with effect from the end of the meeting, as a Director of the Company.
5. To re-elect Penny Hughes, who retires with effect from the end of the meeting, as a Director of the Company.
6. To re-elect Minnow Powell, who retires with effect from the end of the meeting, as a Director of the Company.
7. To re-elect Euan Sutherland, who retires with effect from the end of the meeting, as a Director of the Company.
8. To elect Ed Barker as a Director of the Company.
9. To elect Dennis Millard as a Director of the Company.
10. To elect John Smith as a Director of the Company.

Auditors

11. To re-appoint Deloitte 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.
12. To authorise the Directors to agree the auditors’ remuneration.

Political donations

13. 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 2019, 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

14. 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 £1,360,655; and
- b) comprising equity securities (as defined in the Act) up to a nominal amount of £2,721,310 (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.

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Such authorities shall apply until the end of the AGM of the Company to be held in 2019 (or, if earlier, 15 months from the date of this resolution) 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

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

“That, if resolution 14 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 subparagraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal value of £204,098;

Such authority to expire at the end of the AGM of the Company to be held in 2019 (or, if earlier, 15 months from the date of this resolution) 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.”

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

“That if Resolution 14 is passed, the Board be authorised in addition to any authority granted under Resolution 15 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 £204,098; 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 2019 (or, if earlier, 15 months from the date of this resolution) 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

17. 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 8,163,931;
- 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 per cent 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 2019 (or, if earlier, 15 months from the date of this resolution);
- 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

18. 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
Simon Callander
Company Secretary
9 August 2018

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 28 April 2018 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 28 April 2018, which can be found on 73 to 91 of the Annual Report and Accounts and gives details of the Directors' remuneration for the same year ended 28 April 2018. The vote is advisory only and does not affect the actual remuneration paid to any individual Director.

Declaration of a final dividend (resolution 3)

A final dividend of 21.9 pence per ordinary share for the year ended 28 April 2018 is recommended by the Directors. A final dividend can only be paid after it has been declared by the shareholders at a general meeting. It is proposed that the shareholders declare the dividend by passing resolution 3. If so declared, the final dividend of 21.9 pence per ordinary share will be paid on 21 September 2018 to all shareholders on the Company's register of members at the close of business on 13 July 2018. An interim dividend of 9.3 pence per ordinary share was paid on 26 January 2018. The Directors have also declared a special dividend of 25.0 pence per share which will be paid on 14 December 2018 to shareholders on the register at the close of business on 12 October 2018.

Re-election of Directors (resolutions 4 to 10)

Resolutions 4 to 10 (inclusive) propose the re-election of each of the Directors of the Company (save for Ed Barker, Dennis Millard and John Smith who are proposed for election and Keith Edelman who will retire as a Non-Executive Director at the conclusion of the AGM and is not standing for re-election). The Board is satisfied that each Non-Executive Director proposed for re-election or election is independent for the purposes of the UK Corporate Governance Code (with the exception of the Chairman whose independence was determined on his appointment only) and there are no relationships or circumstances likely to affect their character or judgement.

All of the Directors seeking re-election and election have wide business knowledge and bring valuable skills and experience to the Board. Following the Board evaluation conducted during the year, the Chairman considers that each of the Directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. Separate resolutions will be proposed for each re-election and election. Biographies of each of the Directors seeking re-election and election can be found in the Annual Report and Accounts on pages 60 to 61 and are repeated below.

Peter Bamford

Chairman

Peter is Chairman of the Board and of the Nomination Committee. He is also Non-Executive Chairman of B&M European Value Retail SA and Deputy Chairman and Senior Independent Director of Spire Healthcare Group plc. Previously Peter was Chairman of Six Degrees Holdings Limited from 2011 to 2015 and a Non-Executive Director of Rentokil Initial Plc from 2006 until 2016. He was also a Director of Vodafone Group Plc from 1998 to 2006 where he held senior executive roles, including Chief Marketing Officer, Chief Executive of Northern Europe, Middle East and Africa and Chief Executive of Vodafone UK. Prior to this he held senior positions with WH Smith Plc, Tesco Plc and Kingfisher plc. Peter has served on the boards of public companies for over 20 years and has extensive experience in developing and growing businesses and brands internationally.

Penny Hughes

Independent Non-Executive Director

Penny is Chairman of the Remuneration Committee and a member of the Audit and Nomination Committees. She is also the Non-Executive Chairman of The Gym Group plc. Penny's previous Non-Executive Directorships include The Royal Bank of Scotland Group plc, Wm Morrison Supermarkets Plc, Home Retail Group Plc, The Gap Inc., Next Group Plc, The Body Shop International Plc, Thomson Reuters Group Limited, Vodafone Group Plc and Trinity Mirror Plc. During her executive career Penny spent ten years at The Coca-Cola Company, initially as Marketing and Commercial Director, before being made President of Coca-Cola Great Britain and Ireland.

Minnow Powell

Independent Non-Executive Director

Minnow is Chairman of the Audit Committee and a member of the Remuneration Committee. He is a Non-Executive Director of Computacenter plc where he is Chairman of the Audit Committee. Minnow was a Non-Executive Director of TUI Travel Plc from 2011 prior to the merger with TUI AG, when he became a member of the Supervisory Board and Audit Committee of TUI AG until

February 2016. Prior to that Minnow spent 35 years with Deloitte. He is a Chartered Accountant and was a member of the UK's Audit Practices Board for six years. Minnow has extensive experience in external and internal audit, risk management, financial controls and corporate financial reporting in a wide range of sectors.

Euan Sutherland

Chief Executive Officer

Euan was appointed as Chief Executive Officer in October 2014, having previously been an independent Non-Executive Director. He is also a Non-Executive Director of Britvic plc. Euan previously served as Group Chief Executive Officer of the Co-operative Group, Group Chief Operating Officer at Kingfisher plc and as a Non-Executive Director with the Co-operative Food Board. Prior to this he was Chief Executive of AS Watson UK, the owner of Superdrug. Euan has over 20 years' experience within the retail sector having held roles with Boots, Dixons, Coca-Cola, Matalan and Mars.

Ed Barker

Chief Financial Officer

Ed was appointed Chief Financial Officer Designate in April 2018 and succeeded Nick Wharton as Chief Financial Officer on 5 July 2018. He is currently a Non-Executive Director and Audit Committee Chair of Staffline Group plc. Ed has over 15 years of experience in the retail sector, including ten years at J Sainsbury plc ('Sainsbury's'), most recently as the Group Finance Director, working across a number of senior financial and operational functions including; Group Reporting, Financial Planning & Analysis, Tax, Pensions, Group Financial Controller and Retail & Logistics Finance. Before joining Sainsbury's Ed worked as Group Financial Controller at Burberry Group plc. Prior to working in industry, he achieved his professional ACA qualification with PricewaterhouseCoopers in 1998, and was made an FCA in 2013.

Dennis Millard

Senior Independent and Non-Executive Director

Dennis is a member of the Nomination and Remuneration Committees. He is the Deputy Chairman and Senior Independent Director of Pets at Home plc. Dennis is also Chairman of the Trustees of the charity The Holy Cross Children's Trust. He was previously Chairman of Halfords Group Plc, Senior Independent Director at Debenhams plc, Premier Farnell plc and Xchanging plc and was Chairman of Connect Group plc. Dennis has broad commercial and financial experience in the retail, service, distribution and manufacturing sectors in the UK and internationally including at Cookson Group Plc where he was Finance Director. He is a member of the South African Institute of Chartered Accountants and holds an MBA from the University of Cape Town.

John Smith

Independent Non-Executive Director

John is a member of the Audit and Remuneration Committees. He is a Non-Executive Director of Travelport Worldwide Limited, a New York Stock Exchange listed company. John was the Chief Operating Officer of Burberry Group plc and, prior to that, he was a Non-Executive Director of Burberry Group plc and Chief Executive of BBC Worldwide. John has been a leader in building many global brands and in developing digital capabilities in the TV, fashion and creative industries.

Appointment of auditors and authority for the Directors to approve the auditors' remuneration (resolutions 11 and 12)

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 Deloitte LLP be re-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 13)

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 13 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.

Explanatory Notes to Notice of AGM.

Authority to allot shares (resolution 14)

The Company's 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 14 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 £1,360,655 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 £2,721,310 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 £1,360,655 represents approximately one-third of the Company's issued ordinary share capital as at 31 July 2018, being the last practicable date prior to the publication of this notice. The amount of £2,721,310 represents approximately two-thirds of the Company's issued ordinary share capital as at 31 July 2018, 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 2019 (or, if earlier, 15 months from the date of this resolution). 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. If the Board takes advantage of the additional authority to issue shares representing more than one-third of the Company's issued share capital or for a rights issue where the monetary proceeds exceed one-third of the Company's pre-issue market capitalisation, all members of the Board wishing to remain in office will stand for re-election at the next AGM following the decision to make the relevant share issue.

Disapplication of pre-emption rights (resolutions 15 and 16)

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 15 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 £204,098 (which includes the sale on a non-pre-emptive basis of any shares held in treasury) and which represents less than 5 per cent of the issued ordinary share capital of the Company as at 31 July 2018, being the latest practicable date prior to publication of this notice.

The Board seeks an additional authority under Resolution 16 to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £204,098 (which includes the sale on a non-pre-emptive basis of any shares held in treasury) and which represents less than 5 per cent of the issued ordinary share capital of the Company as at 31 July 2018, 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 authority contained in resolutions 15 and 16 will expire at the conclusion of the AGM to be held in 2019 (or, if earlier, 15 months from the date of the resolutions).

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 per cent 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 15 and the additional authority sought under Resolution 16 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 17)

Resolution 17 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 the AGM. The authority limits the number of shares that could be purchased to a maximum of 8,163,931 (representing 10 per cent of the issued share capital of the Company as at 31 July 2018, 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 next year (or, if earlier, 15 months from the date of this resolution).

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account 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. 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. As at 31 July 2018, being the latest practicable date prior to publication of this notice, there were options over 1,727,418 ordinary shares in the capital of the Company which represent 2.12 per cent 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 2.35 per cent of the Company's issued ordinary share capital.

The authority will only be valid until the conclusion of the next AGM in 2019 (or, if earlier, 15 months from the date of this resolution). 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 18)

Under the Shareholder Rights Regulations 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). Before the coming into force of the Shareholder Rights Regulations on 3 August 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. In order to be able to do so in future, shareholders must have approved the calling of meetings on 21 clear days' notice. Resolution 18 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 Shareholder Rights Directive 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 incorporating an attendance card is enclosed with this notice. If you have received advice of the Notice of AGM 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 AGM, 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 7 September 2018, 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 attend and 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 7 September 2018, 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 attend or vote at the AGM.

4. Proxies, corporate representatives and nominated persons

Proxies

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

A shareholder may appoint more than one proxy in relation to the AGM 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 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 Form of Proxy 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 AGM 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 a proxy to attend, speak and vote at the AGM. If you are not attending the AGM 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, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 10.30 am on Thursday 6 September 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 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 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 **10.30 am on Friday 7 September 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 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.

5. AGM business

Shareholders have a right to ask questions at the AGM 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.

6. Website publication of audit concerns

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to request publication on the Company's website of any concerns that they propose to raise at the AGM relating to:

- i) the audit of the Company's accounts (including the Auditors' Report and conduct of the audit) that are to be submitted to the AGM; or
- ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM of the Company. The Company will publish the statement if sufficient requests have been received

in accordance with section 527(2) of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 to 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors 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 Act to publish on a website.

7. Total voting rights

As at 31 July 2018, being the last practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 81,639,306 ordinary shares, carrying one vote each. Therefore, the total exercisable voting rights in the Company as at 31 July 2018 are 81,639,306.

8. 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.

9. Documents available for inspection

Copies of the Executive Directors' service contracts and the Non-Executive Directors' letters of appointment are available for inspection 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 and will also be available for inspection at the AGM venue for at least 15 minutes prior to and during the AGM itself.

10. 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.

11. Voting outcome

The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on the Company's website corporate.superdry.com on Wednesday 12 September 2018.

Superdry's 2018 Annual General Meeting will be held at the offices of Investec Bank plc, 30 Gresham Street, London, EC2V 7QP as indicated on the map below:



corporate.superdry.com