

Notice of Annual General Meeting (AGM)

Friday 22 October 2021 at 10.00am

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.

Coronavirus (Covid-19)

The Board of Directors (Board or the Directors) of Superdry plc (Company) has put in place flexible arrangements for this year's AGM, to allow for the adaption of plans, should government guidelines or circumstances change. This could include limiting the numbers of attendees at the AGM, should that become necessary. This year's AGM will be broadcast as a live webcast, open to shareholders only, with the option to ask questions. Shareholders wishing to attend the meeting in person, where this is possible, are asked to register their intention as soon as practicable by email to company.secretary@superdry.com. Shareholders wishing to view the live webcast will need their shareholder identification number and a PIN, which can be found on your Form of Proxy or equivalent electronic communication. Should government rules prohibit attendance, the meeting will be held as a closed meeting, with the minimum required quorum.

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

Please note that those viewing the live webcast will not be able to vote or change their vote in 'real time'. Given the constantly evolving nature of the Covid-19 pandemic, all shareholders are encouraged to vote on all resolutions by appointing the Chair of the meeting as their proxy in the manner set out below. This will ensure that your vote is counted even if attendance at the meeting is restricted, or you are unable to attend in person.

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 Wednesday 20 October 2021. Responses to shareholder questions will be placed on the Investor section of our corporate website corporate.superdry.com; or
- ask a question at the meeting or via the live webcast, subject to any restrictions in place, as above.

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 AGM

I have pleasure in sending you the Notice of the AGM of Superdry plc. This will be my first AGM as Chair and the Board and I am looking forward to welcoming shareholders at our AGM this year, should government guidance allow. At the time of this notice, it is possible under government guidelines to host an AGM, but this year we are also offering shareholders the option of a live webcast. 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 re-election or election can be found in the notes to the resolutions, which follow the Notice of AGM.

The Board believes that all of 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.

We encourage shareholders to vote on all resolutions by appointing the Chair of the meeting as their proxy as set out in note 3 of this document and by returning it to Computershare Investor Services plc, by no later than **10.00am on Wednesday 20 October 2021**. 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 on Friday 22 October 2021.

Yours faithfully

Peter Sjölander

Chair

24 September 2021

Superdry plc

Unit 60
The Runnings
Cheltenham
Gloucestershire
GL51 9NW

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corporate.superdry.com

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

Notice of Annual General Meeting 2021

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 Friday 22 October at 10.00am for the purposes set out below:

Resolutions 1 to 14 and 19 will be proposed as ordinary resolutions and resolutions 15 to 18 will be proposed as special resolutions.

Report and Accounts

1. To receive the audited accounts of the Company for the year ended 24 April 2021 and the Directors' Report and the Auditor's Report.

Remuneration Report

2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 24 April 2021 as set out in the Annual Report and Accounts.

Remuneration Policy

3. To receive and approve the Directors' Remuneration Policy set out in the Annual Report and Accounts FY21, which will take effect at the conclusion of the meeting.

Directors

4. To re-elect Julian Dunkerton as a Director of the Company.
5. To re-elect Faisal Galaria as a Director of the Company.
6. To re-elect Georgina Harvey as a Director of the Company.
7. To re-elect Alastair Miller as a Director of the Company.
8. To re-elect Helen Weir as a Director of the Company.
9. To elect Peter Sjölander as a Director of the Company.
10. To elect Shaun Wills 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 2022, 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:
 - a. "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:
up to a nominal amount of £1,367,467; and
 - b. comprising equity securities (as defined in the Act) up to a nominal amount of £2,734,935 (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 2022 (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 deems 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 £205,120.

Such authority to expire at the end of the AGM of the Company to be held in 2022 (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 £205,120; 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 2022 (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 8,204,805.

- 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 2022 (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.”

Amendment to Performance Share Plan (PSP) rules

- 19 To consider the following resolution as an ordinary resolution: “That the proposed amendment to the rules of the Superdry Performance Share Plan (the PSP) in respect of its 5% dilution limit, in the form presented to the AGM and as summarised in the explanatory notes section of this Notice of AGM, be approved and the Directors be authorised to make the amendment to the rules of the PSP and to do all such other acts and things as they may consider appropriate to implement the amendment.”

By order of the Board

Ruth Daniels
Company Secretary

24 September 2021

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 24 April 2021 to shareholders at the AGM. The Directors' Report, the accounts, and the Auditor's 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 24 April 2021, which can be found in the Annual Report and Accounts and gives details of the Directors' remuneration for the same year ended 24 April 2021. The vote is advisory only and does not affect the actual remuneration paid to any individual Director.

Approval of Directors' Remuneration Policy (resolution 3)

The current Directors' Remuneration Policy was approved by shareholders at the 2020 AGM. The Companies Act 2006 (Act) requires the Company to obtain shareholder approval of its Directors' Remuneration Policy at least every three years. However, due to changes proposed in the Directors' Remuneration Policy, the Company is seeking the approval of shareholders of its Directors' Remuneration Policy at the AGM, which can be found in the Annual Report and Accounts. The vote on this resolution is a binding vote and, if passed, will mean that the Directors can only make remuneration payments in accordance with the approved policy. If approved, the policy will take effect immediately after the conclusion of the AGM.

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. The Board is satisfied that each Non-Executive Director proposed for 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, Faisal Galaria, Alastair Miller and Helen Weir were each appointed in financial year 2020. Peter Sjölander was appointed at the start of financial year 2022. All of the Directors seeking 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 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.

Faisal Galaria

Independent Non-Executive Director

Faisal was appointed as a Director of the Board in July 2019. Faisal is a member of each of the Remuneration, Nomination and Audit Committees. Faisal brings extensive digital expertise to the Superdry Board. Faisal is the CEO of Blippar, a global Augmented Reality technology company. Previously, he was the Chief Strategy and Investment Officer of GoCompare Group, where he helped lead its listing on the London Stock Exchange in November 2016 and oversaw several successful acquisitions. He has held senior roles at a number of leading global digital businesses including Spotify, Kayak.com and Skype and has extensive experience in management consulting, as a partner at Alvarez & Marsal and Andersen.

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 is also 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 McColls Retail Group plc, where she is Senior Independent Director and Chair of the Remuneration Committee; and a member of the board of Capita plc, where she is Chair of the Remuneration Committee. 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 also 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.

Helen Weir

Independent Non-Executive Director

Helen was appointed as a Director of the Board and as Senior Independent Director in July 2019. Helen is a member of each of the Audit, Nomination and Remuneration Committees. 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. Helen is a member of the Supervisory Board of Koninklijke Ahold Delhaize N.V., where she Chairs the Governance and Nomination Committee, and a Non-Executive Director of Greencore Group, where she chairs the Audit Committee. Helen is a Trustee of Marie Curie. 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 a CBE for services to Finance in the 2008 honours list.

Peter Sjölander

Chair and Non-Executive Director

Peter was appointed as a Director and as Chair of the Board in April 2021. Peter is also Chair of the Nomination Committee. From 2007 to 2015 Peter was CEO of Helly Hansen, 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 that, 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) and Fiskars Oyj (listed in Finland). He is also a senior adviser to Altor Equity Partners and EQT Group.

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 auditor's remuneration (resolutions 11 and 12)

The auditor 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 auditor 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 auditor's 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 believes are 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 14)

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 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 £1,367,467 and, in the case of paragraph (b), give the Board authority to allot ordinary shares (including the shares referred to in paragraph (a)) up to a nominal amount of £2,734,935 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 £1,367,467 represents approximately one-third of the Company's issued ordinary share capital as on 14 September 2021, being the last practicable date prior to the publication of this notice. The amount of £2,734,935 represents approximately two-thirds of the Company's issued ordinary share capital on 14 September 2021, 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 2022 (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 £205,120 (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 14 September 2021, 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 £205,120 (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 14 September 2021, 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 15 and 16 will expire at the conclusion of the AGM to be held in 2022 (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% 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 8,204,805 (representing 10% of the issued share capital of the Company on 14 September 2021, 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, 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. 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 employee share schemes. On 14 September 2021, 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 2022 (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.

Amendment to Performance Share Plan (PSP) rules (resolution 19)

Renewed for 10 years in 2020, the PSP is the Company's discretionary long-term incentive arrangement used to grant and govern share-based awards to selected employees, including the Company's Executive Directors.

The current terms of the PSP include that, in any 10 calendar year period, the Company may not issue (or grant rights to issue) more than (i) 5% of the issued ordinary share capital of the Company under the PSP and any other discretionary employee share plan adopted by the Company (the PSP's 5% limit) and (ii) 10% of the issued ordinary share capital of the Company under the PSP and any other employee share plan (discretionary or otherwise) adopted by the Company (the PSP's 10% limit).

Such limits are the PSP's 'dilution limits' and are calculated by reference to relevant awards with award dates falling in the 10 calendar year period ending that year that remain potentially dilutive (assuming maximum vesting) or were dilutive. In each case, treasury shares count as new issue shares for the purposes of these limits, unless institutional investor guidelines cease to require them to count as such.

As at the date of the publication of this notice, little headroom remains against the PSP's 5% limit and overall dilution for the purposes of the PSP's 10% limit stands at approximately 7%.

The pressure on the PSP's 5% limit has arisen as a result of the Company's low share price in recent years and the widening of our award policy under PSP (in 2020, Restricted Share Awards were granted to c.550 employees below Board level, 428 of which had no prior awards under the PSP).

To ensure adequate scope to operate desired award policy over the coming years, resolution 19 seeks shareholders' approval for the disapplication of the PSP's 5% limit to leave the PSP's 10% limit as the PSP's sole dilution limit in relation to both current awards and future awards.

The proposed disapplication of the PSP's 5% limit is supported by the Remuneration Committee of the Board and has been the subject of consultation with investors, together with the proposed new Directors' Remuneration Policy.

Reintroducing the application of the PSP's 5% limit would be kept under review by and at the discretion of the Remuneration Committee of the Board.

No other changes are proposed to the PSP and subject to shareholder approval the disapplication of the PSP's 5% limit would become effective upon such approval.

A marked-up copy of the rules of the PSP will be available for inspection from the date of notice until the conclusion of the AGM, at our registered office in line with note 8 of the Notes to the Notice of AGM, below, at corporate.superdry.com and at the AGM.

How to join the meeting

This year we will be hosting a live webcast, giving you the opportunity to attend the meeting in person or to join online, using your smartphone, tablet or computer.

If you choose to join online, you will be able to view a live webcast of the meeting and ask questions in real time, but voting will not be enabled.



Visit: meetnow.global/MAA4A5N

You will need the latest version of Chrome, Safari, Edge or Firefox.

Please ensure your browser is compatible.

MEETING ACCESS

To login you must have your Shareholder Reference Number and PIN.

22 OCTOBER 2021 AT 10:00AM

You will be able to log into the site from 9.30am.



Access

Once the web-page above has loaded into your web browser, select Shareholder on the login screen and enter your Shareholder Reference Number and PIN. If you are a proxy or corporate representative, select Invitation and enter your credentials, which you will receive via email.

Click "JOIN MEETING NOW".

If you are a guest:

Only invited guests will be permitted to attend the meeting.

If you wish to attend, you will need to contact Superdry plc.

Please note, guests will not be able to ask questions.



Navigation

When successfully authenticated, the home screen will be displayed. You can view Company information, ask questions and watch the webcast.

You will have options to ask questions and view meeting materials.

If viewing on a computer the webcast will appear automatically once the meeting has started.



Messaging

Any eligible member attending remotely is eligible to partake in the discussion.

Type your message into the box at the bottom of the screen, select a relevant topic (if applicable) and press 'Send' to submit.

If you have trouble logging in, call the number provided.

If you are attending in person please join us at our Head Office, The Runnings, Cheltenham, Gloucestershire, GL51 9NW on Friday 22 October at 10.00am.



www.corporate.superdry.com

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 20 October 2021, 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 20 October 2021, 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.

To facilitate entry to the webcast, shareholders are requested to use their Shareholder Reference Number (SRN) and PIN shown on their attendance card/Form of Proxy to log in to the webcast on their electronic device (whether by smart phone, tablet or PC). For further information please refer to the section 'Entry to the live webcast' (note 5) of this notice. Persons who are not shareholders of the Company (or their appointed proxy or corporate representative) will not be able to attend the AGM unless prior arrangements have been made with the Company.

Where a member is appointing a third party as their proxy to attend the meeting on their behalf or, where a corporate member is appointing someone as their representative, the appointee's contact email address and, in the case of an individual representing a corporate member, a copy of the Letter of Representation, must be provided to Computershare by emailing corporate-representatives@computershare.co.uk to enable the provision of access credentials. Access credentials will be emailed to the appointee one working day prior to the meeting.

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:

- 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. 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 10.00am on Wednesday 20 October 2021. 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.

If you wish your proxy appointee to attend the meeting virtually, please contact Computershare Investor Services plc by email on corporate-representatives@computershare.co.uk or alternatively call +44 (0370) 889 3102, providing details of your proxy appointment including their email address so that unique credentials can be issued to allow the proxy to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. Lines are open 8.30am to 5.30pm Monday to Friday (excluding bank holidays).

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).

If you are appointing a corporate representative, or have been appointed a corporate representative and wish to attend the meeting virtually, please contact Computershare Investor Services plc by emailing corporate-representatives@computershare.co.uk providing details of your appointment including their email address, confirmation of the meeting they wish to attend and a copy of the Letter of Representation, so that unique credentials can be issued to allow the corporate representative to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. If documentation supporting the appointment of the corporate representative is supplied later than the deadline for appointment of a proxy (48 hours prior to the meeting), issuance of unique credentials to access the meeting will be issued on a 'best endeavours' basis.

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. **Entry to the live webcast**

In order to participate in the live webcast, you will need to visit meetnow.global/MAA4A5N on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. **It is highly recommended that you check your system capabilities in advance of the meeting day.**

If you are a shareholder, you can use your unique Shareholder Reference Number and PIN as displayed on your Form of Proxy/Attendance Card. If you are an appointed proxy or a corporate representative you will have had to be provided with a unique invite code to access the meeting and exercise your rights. These credentials will be issued one working day prior to the meeting, conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare on the morning of the meeting, but no later than one hour before the start of the meeting.

Access to the meeting via meetnow.global/MAA4A5N will be available from 22 October 2021 at 9:30am. During the meeting, you must ensure you are connected to the internet **at all times** in order to participate in the meeting. Therefore, it is your responsibility to ensure connectivity for the duration of the meeting.

6. **Technical issues**

If you experience any technical issues with the site, you may either call our registrar on the telephone number provided on the site or once you have entered the meeting, you can raise your question using the chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder helpline.

7. **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 Auditor's 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 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 Act to publish on a website.

8. **Total voting rights**

On 14 September 2021, being the last practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 82,048,045 ordinary shares, carrying one vote each. Therefore, the total exercisable voting rights in the Company on 14 September 2021 are 82,048,045.

9. **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.

10. **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, Non-Executive Directors' letters of appointment, a copy of the Articles of Association of the Company and a copy of the rules of the Superdry Performance Share Plan.

11. **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.

12. **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 22 October 2021.