

NOTICE OF GENERAL MEETING (GM)

THURSDAY 17 NOVEMBER AT 09.00AM

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

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

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

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

Questions

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

- Submit a question in advance of the meeting – please send your question by email to company.secretary@superdry.com. We will, to the extent appropriate and not already covered in publicly available materials, respond to your question(s) as soon as possible. Please note that all questions should be submitted by 9.00am on Tuesday 15 November 2022. Responses to shareholder questions will be placed on the Investor section of our corporate website at corporate.superdry.com; or
- Ask a question at the meeting.

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

Dear Shareholder

Notice of General Meeting

I have pleasure in sending you the Notice of the General Meeting of Superdry plc. The meeting will be held at the Company's head office at The Runnings, Cheltenham, Gloucestershire GL51 9NW.

As announced on 5 October 2022, this General Meeting is being held to consider certain standard resolutions that would ordinarily have been put to shareholders at the Company's Annual General Meeting ("AGM") which is due to be held on 31 October 2022. However, as shareholders are aware, additional time was required to finalise the Group's results for, and the annual report and accounts in relation to, the year ended 30 April 2022. As such the resolutions to be considered at this General Meeting could not be put to shareholders at the AGM. I would like to thank our shareholders for their understanding.

The resolutions to be considered at this General Meeting, which are substantially the same as those put to shareholders at the AGM in previous years, are to receive the Company's Annual Report and Accounts for the year ended 30 April 2022, and approve the Directors' Remuneration Report. Explanatory notes on the resolutions accompany this Notice of General Meeting. Full details and instructions of how you can put questions to the Board are also provided in this notice.

As announced on 7 October 2022, during the year, Deloitte LLP advised the Company that they intended to step down as its auditor, following the completion of the audit of the Group's results for the 53 weeks ended 30 April 2022. In light of this, the Audit Committee initiated a process to find a new auditor, inviting expressions of interest from a number of audit firms. Deloitte LLP formally resigned as the Company's auditor on 11 October 2022.

The process to find a new auditor is ongoing and as such, no resolution will be proposed at this meeting in connection with the appointment of an auditor of the Company. We expect to confirm the outcome of that process in due course.

Deloitte LLP has provided the Company with the required 'statement of circumstances' in connection with its resignation as auditor. As required by company law, a copy of this statement must be sent to shareholders and is set out in Appendix 1 to this Notice of General Meeting on page 5.

Deloitte's statement of circumstances highlights certain accounting and control issues as the reason for their resignation. The Audit Committee has undertaken a review of the Company's internal controls environment and this resulted in the design and implementation of a three year remediation plan for the finance department to address these issues. This remediation process and the Company's finance transformation plan remains a top priority for the Company.

The Board believes that all the proposed resolutions in this Notice of General Meeting 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.

The Board and I look forward to welcoming you to the General Meeting, but if you are unable to attend and would like to vote on the resolutions, please complete the blue colour Form of Proxy sent with this Notice and return it to Computershare Investor Services plc, by no later than 9.00am on Tuesday 15 November 2022. Information about how to appoint a proxy electronically is also given in page 2 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 17 November 2022.

Yours faithfully

Peter Sjölander

Chair

24 October 2022

Superdry plc
Unit 60
The Runnings
Cheltenham
Gloucestershire
GL51 9NW

Tel: +44 (0) 1242 578376

corporate.superdry.com

Registered office: as above

Registered in England and Wales

Company number: 07063562

Notice of General Meeting 2022

Notice is hereby given that a General Meeting of Superdry plc will be held at the Company's head office at The Runnings, Cheltenham, Gloucestershire GL51 9NW on 17 November 2022 for the purposes set out below:

All resolutions will be proposed as ordinary resolutions.

Report and Accounts

1. To receive the audited accounts of the Company and the reports of the directors for the year ended 30 April 2022.

Remuneration Report

2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 30 April 2022 as set out in the Annual Report and Accounts.

Explanatory Notes to Notice of GM

Receiving the Directors' Report and Accounts (resolution 1)

The Directors must present their reports and the accounts of the Company for the year ended 30 April 2022 to shareholders at the General Meeting. The Directors' reports, 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 30 April 2022, which can be found in the Annual Report and Accounts and gives details of the Directors' remuneration for the same year ended 30 April 2022. The vote is advisory only and does not affect the actual remuneration paid to any individual Director.

Notes to Notice of GM

1. Documents enclosed

This Notice of General Meeting 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 Tuesday 15 November 2022 or, if this General Meeting 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 General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after close of business on Tuesday 17 November 2022 or, if this General Meeting is adjourned, in the register of members at the close of business two days before any adjourned meeting, shall be disregarded in determining the rights of any person to vote at the General 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:

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

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

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear'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 General Meeting. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

IMPORTANT: To be effective your Form of Proxy must be received by the Company's registrars no later than 9.00am on Tuesday 15 November 2022. Further details regarding the appointment of proxies are given in the notes to the Form of Proxy. The rights of shareholders in relation to the appointment of proxies as stated above do not apply to a person nominated under s.146 of the Companies Act 2006 ("**Act**") to enjoy information rights (a "**Nominated Person**"). Such rights can only be exercised by shareholders of the Company.

Corporate representatives

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

Nominated Person(s)

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

4. General Meeting business

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

5. 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 General Meeting relating to:

- the audit of the Company's accounts (including the Auditor's Report and conduct of the audit) that are to be submitted to the General Meeting; or
- any circumstance connected with an auditor of the Company ceasing to hold office since the last General Meeting 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 General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

6. Total voting rights

On 30 September 2022, being the last practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 82,163,457 ordinary shares, carrying one vote each. Therefore, the total exercisable voting rights in the Company on 30 September 2022 are 82,163,457.

7. Sending documents relating to the General Meeting to the Company

Any documents or information relating to the proceedings at the General Meeting 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.

8. 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 General Meeting (email during normal business hours as noted above to company.secretary@superdry.com) Executive Directors' service contracts and Non-Executive Directors' letters of appointment.

9. Information available on website

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

10. Voting outcome

The results of the voting will be announced through a Regulatory Information Service and will appear on the Company's website at corporate.superdry.com on 17 November 2022.

Appendix 1: Statement of circumstances from Deloitte LLP



Deloitte LLP
1 New Street Square
London EC4A 3HQ
Phone: +44 (0)20 7936 3000
Fax: +44 (0)20 7583 0112
www.deloitte.co.uk

11 October 2022

Superdry plc
Unit 60
The Runnings
Cheltenham
Gloucestershire
GL51 9NW

Dear Board of Directors

Resignation as auditors of Superdry plc (registered number: 07063562)

This letter is formal notice of our resignation as auditors of Superdry plc with effect from 11 October 2022.

Our statement of reasons, together with circumstances which we believe should be brought to the attention of members and creditors, is attached.

Yours faithfully

Deloitte LLP

Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 1 New Street Square, London, EC4A 3HQ, United Kingdom.

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Statement of reasons relating to the resignation of Deloitte LLP as auditors to Superdry plc

We are resigning as auditors and, accordingly, will cease to hold office as at the date of this letter. The reasons for our ceasing to hold office relate to deficiencies in internal financial controls which are set out in our Independent Auditor's Report in the Annual Report and Accounts for the 53 weeks ended 30 April 2022. In summary, the Group's control environment requires significant improvement, particularly related to management review controls, balance sheet reconciliations and transactional processing controls (particularly in accounts payable and inventory). In addition, general IT control deficiencies relating to access and change management controls also need to be addressed.

Unless you apply to the Court, this statement must be sent by you within 14 days to every person entitled under Section 423 of the Companies Act 2006 to be sent copies of the company's accounts. This is a requirement of Section 520(2) of that Act. Unless you inform us that you have applied to the court, we are required to file a copy of this statement at Companies House.

Deloitte LLP – Audit registration C009201919

11 October 2022

Under s523 Companies Act 2006 you are obliged to inform the FRC, as the appropriate audit authority, of the reasons for our ceasing to hold office. You can do this by email to <mailto:auditorresignation@frc.org.uk> or in writing to Change of Auditor Notifications, Financial Reporting Council, 8th Floor, 125 London Wall, London, EC2Y 5AS. You should either (a) attach a copy of our statement of reasons, saying that you agree with the contents of the statement, or (b) set out what you believe the reasons are for our ceasing to hold office, including your company's registered name and number, our name and address (Deloitte LLP, 1 New Street Square EC4A 3HQ) and our audit registration number which is C009201919.

SHAREHOLDER INFORMATION

Registered office

Unit 60 The Runnings
Cheltenham
Gloucestershire
GL51 9NW

Registered in England and Wales
Registered number 07063562

T: +44 (0) 1242 578376

Shareholder enquiries: company.secretary@superdry.com

Investor Relations: investor.relations@superdry.com

Share registrar

For shareholder queries:

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

Shareholder information line 0370 889 3102

Lines are open Monday to Friday, excluding bank holidays and weekends, 8.30am to 5.30pm (+44 370 889 3102 if calling from outside the UK).

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

General Meeting

The General Meeting will be held on 17 November 2022. The notice of meeting is in this report and is also available at corporate.superdry.com. The results of the meeting will be accessible on corporate.superdry.com shortly after the meeting.

Electronic communications

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

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

Share dealing

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

Internet dealing:

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

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

Registry postal share dealing service:

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

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

Share price information

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

Unauthorised brokers (boiler room scams)

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

Cautionary statement

This FY22 Annual Report and Accounts (Report) contains certain forward-looking statements with respect to financial condition, results of the operations and businesses of Superdry plc. These statements and forecasts involve risk, uncertainty and assumptions because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by these forward-looking statements. These forward-looking statements are made only as at the date of this Report. Except as required by law, Superdry plc has no obligation to update the forward-looking statements or to correct any inaccuracies therein.

The information in this Report is deemed to constitute inside information as stipulated by the UK Market Abuse Regulation. Upon the publication of this Report, this information is now considered to be in the public domain.

