

NOTICE OF GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT ABOUT ANY ASPECT OF THE PROPOSALS REFERRED TO IN THIS DOCUMENT OR THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK YOUR OWN ADVICE FROM A STOCKBROKER, SOLICITOR, ACCOUNTANT, OR OTHER PROFESSIONAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000. IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL OF YOUR ORDINARY SHARES IN SUPERDRY PLC (THE “COMPANY”), PLEASE PASS THIS DOCUMENT, TOGETHER WITH THE ACCOMPANYING DOCUMENTS TO THE PURCHASER OR THE TRANSFEREE, OR TO THE PERSON WHO ARRANGED THE SALE OR THE TRANSFER SO THEY CAN PASS THESE DOCUMENTS TO THE PERSON WHO NOW HOLDS THE SHARES. SUCH DOCUMENTS SHOULD NOT, HOWEVER, BE FORWARDED OR TRANSMITTED IN, INTO OR FROM ANY JURISDICTION IN WHICH SUCH ACT WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS IN SUCH JURISDICTION. IF YOU HAVE SOLD OR TRANSFERRED ONLY PART OF YOUR HOLDING OF ORDINARY SHARES, YOU SHOULD RETAIN THESE DOCUMENTS AND CONSULT THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED.

Superdry plc (the “Company”)

(incorporated and registered in England and Wales under number 7063562)

18 July 2025

Dear Shareholder,

Notice of general meeting

I am pleased to be writing to you with details of our general meeting (“GM”), which we are holding at 9.00 a.m. on 4 August 2025. The GM will be held at the Company’s head office at The Runnings, Cheltenham, Gloucestershire, GL51 9NW. The formal notice of our GM is set out in Part I of this document. Explanatory notes on each of the resolutions in the notice of GM are set out in Part II of this document. Parts III & IV of this document contains the disclosures required by the Takeover Panel, these disclosures are required by the Takeover Panel as the Takeover Code will continue to apply to the Company until 3 February 2027, following the re-registration (if approved by shareholders).

Last year, the Company delisted from the London Stock Exchange and delivered a restructuring plan for our UK retail store portfolio. Whilst we have made positive progress against our objectives, the board of directors of the Company (the “Board”) is now requesting shareholder approval to re-register the Company as a private company limited by shares. This proposal is being made in order for the Company to benefit from cost efficiencies and to enable the Company to operate within a more flexible regulatory framework. The Board recommends that you vote in favour of the resolutions proposed.

If any shareholder wishes to sell their shares, I wanted to remind them that they can do so through the matched bargain facility offered by JP Jenkins.

We encourage shareholders to submit any questions to the Company in advance of the GM by email. If you have a question in relation to the business of the GM, please send it by email to company.secretary@superdry.com. We will, to the extent appropriate and not already covered in publicly available materials, respond to them in due course and publish our responses to relevant questions on the Investor section of our corporate website (corporate.superdry.com). Please note that all questions should be submitted by 9.00 a.m. on 31 July 2025.

We will notify shareholders of any new arrangements relating to the GM on the Investor section of our corporate website.

Your vote is important to the Company and we strongly encourage you to vote by proxy in advance of the GM. If you appoint the Chair of the GM as your proxy, this will ensure that your votes are cast in accordance with your wishes and avoids the need for another person to attend as a proxy in your place. If you would like to vote on the resolutions but cannot come to the GM, please vote using the options as shown in the notes to the notice of GM. Our registrar, Computershare, must receive your vote by 9.00 a.m. on 31 July 2025.

In line with best practice, we intend to take all resolutions on a poll at the GM. On a poll, each shareholder has one vote for each share they hold.

We will publish the poll results in the Investor section of our corporate website following the conclusion of the GM.

The Board believes that all of the proposed resolutions in the notice of GM are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully

Alistair Harrison

Chair

Part I

NOTICE OF GENERAL MEETING

Company No. 07063562

SUPERDRY PLC

NOTICE OF GENERAL MEETING

Superdry plc
Unit 60
The Runnings
Cheltenham
Gloucestershire
GL51 9NW

Notice is hereby given that the general meeting (the “GM”) of Superdry plc will be held at the Company’s registered office at The Runnings, Cheltenham, Gloucestershire, GL51 9NW on 4 August 2025 at 9.00 a.m. for the purposes set out below:

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass resolutions 1 to 2 (inclusive) as special resolutions.

Re-registration as a private limited & new articles of association.

1. That the Company be re-registered as a private company limited by shares under the Companies Act 2006 by the name of Superdry Limited.
2. With effect from the Company’s re-registration as a private company limited by shares, the articles of association circulated to shareholders and submitted to the general meeting and, for the purposes of identification, initialed by or on behalf of the Chair be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

Dated: 18 July 2025



By order of the Board
Jennifer Richardson
Company Secretary

Superdry plc
Registered Office
Unit 60
The Runnings
Cheltenham
Gloucestershire
GL51 9NW

NOTES TO NOTICE OF GM:

Documents enclosed

1. This Notice 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 Proxy¹ is enclosed with this notice.

Entitlement to attend and vote

2. To be entitled to attend and vote at the GM (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company by 6.00 p.m. on Thursday 31 July 2025 (or, in the event of any adjournment, 48 hours before the time of the adjourned GM). Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the GM.

Proxies

3. Members of the Company entitled to attend and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company. 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 member of the Company but must attend the GM to represent you.
4. You may appoint a proxy by one of the following methods:
 - completing and returning the Form of Proxy attached to this Notice;
 - appointing 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; or
 - in the case of CREST members, by utilising the CREST proxy appointment service,

and in each case so as to be received by no later than 9:00 a.m. on 31 July 2025. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

CREST proxy appointments

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM by using the procedures described in the CREST Manual (available via 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(s), who will be able to take the appropriate action on their behalf.
6. 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 UK & International Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted

¹ Form of Proxy is available at corporate.superdry.com

so as to be received by Computershare (ID. Number 3RA50) by no later than 9.00 a.m. on 31 July 2025 or, in the event of an adjournment, 48 hours before the adjourned time. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare (ID. Number 3RA50) is able to retrieve the message by enquiry to CREST in the manner required by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In connection with this, 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.
8. 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.

Corporate representatives

9. Any corporation which is a member may appoint one or more corporate representatives, who may exercise on their behalf all of its powers as a member, provided they do not do so in relation to the same shares.

GM business

10. Any member attending the GM has the right to ask questions. The Company must cause such questions to be answered, unless (a) to do so would interfere unduly with the business of the GM or involve the disclosure of confidential information, (b) if the answer has already been published on the Company's website or (c) if it is undesirable in the interests of the Company or the good order of the GM that the question be answered.
11. Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the GM, the result of the voting at the GM and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a regulatory information service and also placed on the Company's website (corporate.superdry.com).

Communications

12. Members who have general enquiries about the GM should use the following means of communication. No other means of communication will be accepted. You may:

- Call the shareholder information line on 0370 889 3102. Lines are open Monday to Friday, excluding bank holidays and weekends, 8.30 a.m. to 5.30 p.m. (+44 370 889 3102 if calling from outside the UK); or
- Email the Company at: company.secretary@superdry.com.

13. Any documents or information relating to the proceedings at the GM 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.

Part II

EXPLANATORY NOTES TO NOTICE OF GM

Resolution 1 – to re-register as a private company limited by shares by the name of Superdry Limited

The Companies Act 2006 provides that a re-registration of a company from a public company limited by shares to a private company limited by shares requires shareholder approval. This approval is being proposed as a special resolution.

Resolutions 2 – adopt new articles of association

If Resolution 1 is passed, the Company will be re-registered as a private company limited by shares and, in connection therewith, the Company proposes to adopt new articles of association. The adoption of the new articles of association requires shareholder approval. This approval is being proposed as a special resolution.

Part III

THE TAKEOVER CODE

Until 2 February 2027, the Takeover Code (the “**Code**”) applies to certain unquoted public companies and private companies which have their registered offices in the UK, the Channel Islands or the Isle of Man and which are considered by the Takeover Panel (the “**Panel**”) to have their place of central management and control in the UK, the Channel Islands or the Isle of Man, but in relation to private companies only if one of a number of conditions are met, including that at any time in the preceding ten years any of the Company’s equity share capital or other transferable securities carrying voting rights have been admitted to trading on a UK regulated market, a UK MFT, or a stock exchange in the Channel Islands or the Isle of Man.

The Code currently applies to the Company as an unquoted public company whose place of central management and control is considered by the Panel to be in the UK. If the Re-registration is approved by Shareholders at the General Meeting and becomes effective, the Company will be re-registered as a private company. In the preceding ten years, the Company’s securities were admitted to trading on the London Stock Exchange, which is a UK regulated market.

Accordingly, provided that the Company’s place of central management and control continues to be considered by the Panel to be in the UK, the Channel Islands or the Isle of Man (the “**residency test**”), the Code will continue to apply to the Company following the Re-registration until 2 February 2027, including the requirement for a mandatory cash offer to be made if either:

- (a) any person acquires an interest in shares which (taken together with the shares in which the person or any person acting in concert with that person is interested) carry 30% or more of the voting rights of the company; or
- (b) any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with that person, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which that person is interested.

Brief details of the Panel, and of the protections afforded by the Code, are set out in Appendix A of this document.

As a result of the amendments to the Code which took effect on 3 February 2025, the Code will, in any event, automatically cease to apply to the Company from 3 February 2027.

In addition, the Company’s place of central management and control could change as a result of, for example, the appointment of additional directors who are not resident in the UK, the Channel Islands or the Isle of Man. In such circumstances, the Company might no longer satisfy the residency test, in which event the Code would cease to apply to the Company for so long as that remains the case (until 2 February 2027).

PART IV

DETAILED APPLICATION OF THE TAKEOVER CODE

The Code is issued and administered by the Panel. The Code currently applies to the Company and, accordingly, Shareholders are entitled to the protections afforded by the Code.

The Code and the Panel operate principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment by an offeror. The Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The Code is based upon a number of General Principles, which are essentially statements of standards of commercial behaviour. The General Principles apply to takeovers and other matters to which the Code applies. They are applied by the Panel in accordance with their spirit in order to achieve their underlying purpose.

In addition to the General Principles, the Code contains a series of rules. Like the General Principles, the rules are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a rule in certain circumstances.

A summary of key points regarding the application of the Code to takeovers is set out in Appendix A.

APPENDIX A

The following is a summary of key provisions of the Code which apply to transactions to which the Code applies.

Equality of treatment

General Principle 1 of the Code states that all holders of the securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the offeree company if there are favourable conditions attached which are not being extended to all shareholders.

Information to shareholders

General Principle 2 requires that the holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the takeover bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

The opinion of the offeree board and independent advice

The board of the offeree company is required by Rule 3.1 to obtain competent independent advice as to whether the financial terms of any offer are fair and reasonable and the substance of such advice must be made known to its shareholders. Rule 25.2 requires the board of the offeree company to send to shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including, specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business. The document sent to shareholders must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except in certain circumstances, information and opinions relating to an offer or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

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

Enquiries

Shareholder enquiries: company.secretary@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, 8.30 a.m. to 5.30 p.m.
(+44 370 889 3102 if calling from outside the UK).

GM

The GM will be held on 4 August 2025 at 9.00 a.m. The notice of GM is in this document and is also available at corporate.superdry.com. The results of the GM will be accessible on corporate.superdry.com shortly after the GM.

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.

You can register for the Investor Centre at www-uk.computershare.com/Investor/#Home.

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 price information

The latest Superdry plc share price is available at JP Jenkins.

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.