NOTICE OF ANNUAL 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, ACOUNTANT, 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 STOCKBORKER, 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)

20 September 2024

Dear Shareholder,

Notice of annual general meeting

I am pleased to be writing to you with details of our annual general meeting ("AGM") for the period ended 27 April 2024, which we are holding at 09:00 a.m. on 24 October 2024. The meeting will be held at the Company's head office at The Runnings, Cheltenham, Gloucestershire, GL51 9NW. The formal notice of our AGM is set out in Part I of this document. Explanatory notes on each of the resolutions in the notice of AGM are set out in Part II of this document.

We encourage shareholders to submit any questions to the Company in advance of the AGM by email. If you have a question in relation to the business of the meeting, 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 09.00 a.m. on 23 October 2024.

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

Your vote is important to us and we strongly encourage you to vote by proxy in advance of the meeting. If you appoint the Chair of the meeting 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 AGM, please vote using the options as shown in the notes to the notice of AGM. Our registrar, Computershare, must receive your vote by 09:00 a.m. on 22 October 2024.

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

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

The Board believes that all the proposed resolutions in this Notice of AGM 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

Julian Dunkerton

Chair

Part I

NOTICE OF ANNUAL GENERAL MEETING

Company No. 07063562

SUPERDRY PLC

NOTICE OF ANNUAL GENERAL MEETING

Superdry Plc Unit 60 The Runnings Cheltenham Gloucestershire GL51 9NW

Notice is hereby given that the annual general meeting of Superdry Plc will be held at the Company's head office at The Runnings, Cheltenham, Gloucestershire, GL51 9NW on 24 October 2024 at 09:00 a.m. for the purposes set out below:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass resolutions 1 to 5 (inclusive) as ordinary resolutions.

Report and Accounts

1. To receive the annual accounts of the Company and the reports of the directors and the auditors for the period ended 27 April 2024.

Auditors

- 2. To re-appoint RSM UK Audit LLP as the Company's auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 3. To authorise the directors to determine the auditors' remuneration.

Political donations

- 4. That, in accordance with ss.366 and 367 Companies Act 2006 (the "2006 Act"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised, during the period beginning with the date on which this resolution is passed and ending at the next annual general meeting of the Company, or if sooner on 24 January 2026:
 - 4.1 make donations to political parties or independent election candidates or both not exceeding £40,000 in total;
 - 4.2 make donations to political organisations (other than political parties) not exceeding £40,000 in total; and
 - 4.3 incur political expenditure not exceeding £40,000 in total,

provided that the aggregate amount of all such political donations and political expenditure in such period shall not exceed £150,000 or £40,000 per company.

Any terms used in this resolution which are defined in Part 14 of the 2006 Act shall bear the same meaning for the purposes of this resolution.

Directors' authority to allot shares

- 5. That the directors be generally and unconditionally authorised pursuant to s.551 Companies Act 2006 to exercise all the powers of the Company to allot:
 - 5.1 shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Relevant Securities"), up to a maximum aggregate nominal amount of £4,987,565; and further
 - 5.2 Relevant Securities comprising equity securities (within the meaning of s.560 Companies Act 2006) up to an aggregate nominal amount of £4,987,565 in connection with an offer in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares, but subject to such exclusions, limits, restrictions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter,

for a period expiring (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, on 24 January 2026, but in each case the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

All previous unutilised authorities given to the directors pursuant to s.551 Companies Act 2006 shall cease to have effect at the conclusion of this annual general meeting, save to the extent that those authorities are exercisable pursuant to s.551(7) Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date.

SPECIAL RESOLUTIONS

To consider, and if though fit, to pass resolutions 6 and 7 as special resolutions.

Disapplication of pre-emption rights

- 6. That, subject to the passing of Resolution 5 above, the directors be empowered pursuant to s.570 and s.573 Companies Act 2006 to allot equity securities (within the meaning of s.560 Companies Act 2006) for cash pursuant to the authority conferred by Resolution 5 and/or to sell ordinary shares held by the Company as treasury shares for cash as if s.561(1) Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:
 - 6.1 to the allotment of equity securities in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares but subject to such

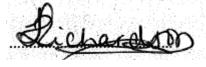
exclusions, limits, restrictions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter;

- 6.2 to the allotment of equity securities or sale of treasury shares, otherwise than pursuant to paragraph 6.1, up to an aggregate nominal amount of £1,496,269; and
- 6.3 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 6.1 or paragraph 6.2 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 6.2 above, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 power to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 24 January 2026) 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 power expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.
- 7. That, subject to the passing of Resolution 5 above, the directors be empowered pursuant to s.570 and s.573 Companies Act 2006, in addition to any power granted under Resolution 6, to allot equity securities (within the meaning of s.560 Companies Act 2006) for cash pursuant to the authority conferred by Resolution 5 and/or to sell ordinary shares held by the Company as treasury shares for cash as if s.561(1) Companies Act 2006 did not apply to any such allotment or sale, such power to be:
 - 7.1 limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,496,269, and such power to be used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the directors determine to be an acquisition or a specified 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; and
 - 7.2 limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 7.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 7.1 above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 power to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 24 January 2026) 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 power expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Dated: 20 September 2024



By order of the Board Jennifer Richardson Company Secretary

Superdry Plc

Registered Office

Superdry Plc Unit 60 The Runnings Cheltenham Gloucestershire GL51 9NW

NOTES TO NOTICE OF AGM:

Documents enclosed

1. 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.

Entitlement to attend and vote

2. To be entitled to attend and vote at the annual general meeting (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 at 18.00 p.m. on Tuesday 22 October 2024 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). 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 meeting.

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 meeting 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 09:00 a.m. on 22 October 2024. 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 AGM 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 and International'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

so as to be received by Computershare (ID. Number 3RA50) by no later than 09:00 a.m. 22 October 2024 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 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.
- 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.

AGM business

- 10. Any member attending the meeting 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 AGM 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 AGM 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 AGM, the result of the voting at the meeting 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 meeting 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, 08.30 a.m. to 17.30 p.m. (+44 370 889 3102 if calling from outside the UK).
- Email: company.secretary@superdry.com.
- 13. 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.

Part II

EXPLANATORY NOTES TO NOTICE OF AGM

Resolution 1 – to receive and adopt the annual accounts and reports

The Companies Act 2006 requires the directors of a public company to law its annual accounts and reports before the company in general meeting. The Company proposes, as an ordinary resolution, a resolution on its annual accounts and reports.

Resolutions 2 and 3 - to re-appoint RSM Audit UK as auditors and auditor's remunerations

These resolutions propose that RSM Audit UK should be re-appointed as the Company's auditors and authorises the directors to determine their remuneration.

Resolution 4 - authority for political donations and expenditure

It is not proposed or intended to alter the Company's practice of not making donations to political parties. However, the Companies Act 2006 contains restrictions on companies making political donations to a political party or other political organisation, or to an independent election candidate, or incurring political expenditure. The relevant provisions define political donations, political expenditure and political organisations widely. As a result, for example, the provisions might catch activities such as funding seminars and other functions to which politicians are invited or supporting bodies concerned with policy review or law reform, with the representation of the business community (or sections of it), or with the representation of other communities or special interest groups which it may be in the interests of the Company to support.

Resolution 4 in the notice of AGM, which will be proposed as an ordinary resolution, seeks authority from shareholders to enable the Company and each of its subsidiaries to make political donations and to incur political expenditure which they would otherwise be prohibited from making or incurring.

The directors believe that the authority proposed under resolution 4 to fund political donations to political parties or independent election candidates to a limit of £40,000, to fund political donations to political organisations (other than political parties) to a limit of £40,000 and to incur political expenditure to a limit of £40,000 (provided that the aggregate amount of all such political donations and political expenditure shall not exceed £150,000 or £40,000 per company) is necessary to be sure that, if it is in the Company's or any subsidiary's interests, support can be given to organisations that are not believed to be political but which might come within the extended and uncertain scope of the relevant provisions of the Companies Act 2006.

The resolution does not authorise any specific donations or expenditure. As required by the Companies Act 2006, the Company will make disclosure in its next annual report of any political donations made, or political expenditure incurred, by it or any of its subsidiaries which is in excess of £2,000. The authority conferred by this resolution will expire at the end of next year's annual general meeting or, if sooner, on 24 January 2026.

Resolution 5 - authority to allot shares

Under the Companies Act 2006, the directors may only allot shares (or grant certain rights over shares) with the authority of shareholders in general meeting (other than pursuant to an employee share scheme. The authority conferred on the directors at last year's AGM to allot shares will expire at the end of this year's AGM.

Resolution 5 in the notice of annual general meeting will be proposed, as an ordinary resolution, to authorise the directors to allot ordinary shares of 5p each up to a maximum nominal amount of £4,987,565 and, up to a further nominal amount of £4,987,565 in connection with a pre-emptive offer to existing shareholders, representing approximately one-third and a further one-third respectively of the nominal value of the ordinary shares in issue as at 19 September 2024, being the last practicable date prior to the publication of the notice of AGM. These limits are in accordance with the guidelines issued by the Investment Association.

The authority conferred by the resolution will expire at the end of next year's annual general meeting or, if sooner, on 24 January 2026.

The directors have no present intention to exercise this authority. However, renewal of this authority will ensure that the directors have flexibility to manage the Company's capital resources so that the Board can act in the best interests of shareholders generally.

Resolution 6 and 7 - Disapplication of pre-emption rights

Unless they are given an appropriate authority by shareholders, if the directors wish to allot ordinary shares, or grant rights over any shares, or sell treasury shares, in each case 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. These are known as pre-emption rights.

Accordingly, resolution 6 in the notice of annual general meeting will be proposed, as a special resolution, to give the directors power to allot shares for cash or sell treasury shares for cash without the application of these statutory pre-emption rights:

- first, in relation to offers of equity securities by way of rights issue, open offer or similar arrangements in favour of existing shareholders in proportion to their existing shareholdings (subject to certain exclusions);
- second, up to a maximum aggregate nominal amount of £1,496,269 (representing approximately
 ten per cent of the nominal value of the ordinary shares in issue on 19 September 2024, being
 the latest practicable date prior to the publication of the notice of the AGM); and
- third, up to a maximum aggregate nominal amount of £299,253 (representing approximately two
 per cent of the nominal value of the ordinary shares in issue on 19 September 2024) for the
 purposes only of a follow-on offer as described in the Pre-emption Group's Statement of
 Principles.

Resolution 7 in the notice of annual general meeting will be proposed, as a special resolution, to give the directors power to allot shares for cash or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing shareholdings:

- first, up to a maximum aggregate nominal amount of £1,496,269 (representing approximately ten per cent of the nominal value of the ordinary shares in issue on 19 September 2024, being the latest practicable date prior to the publication of the notice of annual general meeting) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment; and
- second, up to a maximum aggregate nominal amount of £299,253 (representing approximately two per cent of the nominal value of the ordinary shares in issue on 19 September 2024) for the

purposes only of a follow-on offer as described in the Pre-emption Group's Statement of Principles.

Resolutions 6 and 7 both seek authority to allot shares representing up to a further two per cent of issued ordinary share capital in each case for the purposes of a follow-on offer. The Pre-emption Group's Statement of Principles provides for this as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in the offer. The Principles set out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe and the issue price of the shares.

The aggregate nominal amount to be allotted under resolutions 6 and 7 combined represents 24 per cent of the issued share capital of the Company as at 19 September 2024, being the latest practicable date prior to the publication of the notice of AGM.

In respect of resolutions 6 and 7, the directors confirm their intention to follow the provisions of the Pre-emption Group Statement of Principles, wherever practicable, and to consult with major shareholders (to the extent reasonably practicable and permitted by law) in advance of the directors exercising their authority under either resolution 6 and/or resolution 7 to issue shares, except in connection with routine allotments under employee share schemes.

The directors have no present intention of exercising these authorities but they consider their grants 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.

Both authorities will expire on the earlier of either the conclusion of the next annual general meeting of the Company or, if sooner, the close of business on 24 January 2026.

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 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, 08.30 a.m. to 17.30 p.m. (+44 370 889 3102 if calling from outside the UK).

AGM

The AGM will be held on 24 October 2024 at 09:00 a.m. The notice of meeting is in this document 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.

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.