

SuperGroup Plc

Notice of Annual General Meeting. (AGM)

19 September 2014
11:30 am

Annual General Meeting (AGM)

This Document Is Important And Requires Your Immediate Attention: Action Required

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other appropriate independent professional adviser. If you have sold or otherwise transferred your SuperGroup Plc shares, please pass this notice of AGM together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to whomever now holds the shares.

Dear Shareholder

I have pleasure in sending you the notice of the AGM of SuperGroup Plc (the “Company”) which will be held at The Cheltenham Ladies’ College, Bayshill Road, Cheltenham, Gloucestershire GL50 3EP on Friday 19 September 2014 at 11:30 am. A location map is provided on the form of proxy. An attendance card is attached to the top of the proxy form which you should detach and bring with you if you attend the meeting. Explanatory notes on all the resolutions accompany this notice of meeting.

Biographical details of the directors seeking re-election are set out in the notes to the resolutions which follow the notice of meeting.

The Board believes that all of the proposed resolutions set out in the following notice of meeting are in the best interests of the Company and the shareholders as a whole and recommends you to vote in favour of the resolutions to be put to the meeting, as members of the Board intend to do in respect of their own beneficial shareholdings.

I hope that you will be able to attend the AGM and raise any questions you may have on the matters to be considered at the meeting. If you would like to vote on the resolutions but cannot come to the meeting, please complete the proxy form sent with the notice and return it to Computershare Investor Services Plc by no later than 11:30 am on Wednesday 17 September 2014. Information about how to appoint a proxy electronically is given in note 4 on page 10 of this document.

All resolutions will be put to a poll. This reflects best practice and will ensure that shareholders who are not able to attend the meeting, but who have appointed proxies, have their votes fully taken into account. Shareholders who attend the meeting will still have the opportunity to ask questions and form a view on any points raised before voting on each resolution. The poll results will be announced on Monday 22 September 2014.

Yours faithfully,



Peter Bamford
Chairman
12 August 2014

SuperGroup Plc
Unit 60
The Runnings
Cheltenham
Gloucestershire
GL51 9NW

Tel: +44 (0) 1242 578376
www.supergroup.co.uk

Registered office: as above
Registered in England and Wales

Notice Of Annual General Meeting 2014

Supergroup Plc

Company number: 07063562

Notice is hereby given that the Annual General Meeting ("AGM") of SuperGroup Plc will be held at The Cheltenham Ladies' College, Bayshill Road, Cheltenham, Gloucestershire GL50 3EP on Friday 19 September 2014 at 11:30 am for the purposes set out below:

Resolutions 1 to 16 and 19 will be proposed as ordinary resolutions. Resolutions 17, 18 and 20 will be proposed as special resolutions.

Report and Accounts

- To receive the audited accounts of the Company for the year ended 26 April 2014 and the report of the directors and auditors.

Remuneration Policy and Remuneration Report

- To approve the Directors' Remuneration Policy in the form set out on pages 59 to 65 of the Directors' Remuneration Report forming part of the Annual Report and Accounts for the year ended 26 April 2014, such Directors' Remuneration Policy to take effect from the date of the 2014 AGM, being Friday 19 September 2014.
- To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy as set out in the Report and Accounts for the year ended 26 April 2014.

Directors

- To re-elect Peter Bamford, who retires with effect from the end of the meeting, as a director of the Company.
- To re-elect Julian Dunkerton, who retires with effect from the end of the meeting, as a director of the Company.
- To re-elect Susanne Given, who retires with effect from the end of the meeting, as a director of the Company.
- To re-elect Shaun Wills, who retires with effect from the end of the meeting, as a director of the Company.
- To re-elect James Holder, who retires with effect from the end of the meeting, as a director of the Company.
- To elect Hans Schmitt as a director of the Company.
- To re-elect Keith Edelman, who retires with effect from the end of the meeting, as a director of the Company.
- To re-elect Minnow Powell, who retires with effect from the end of the meeting, as a director of the Company.
- To re-elect Ken McCall, who retires with effect from the end of the meeting, as a director of the Company.
- To re-elect Euan Sutherland, who retires with effect from the end of the meeting, as a director of the Company.

Auditors

- To re-appoint PricewaterhouseCoopers 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.
- To authorise the directors to agree the auditors' remuneration.

Directors' Authority to Allot Shares

- To consider the following resolution as an ordinary resolution:

"That pursuant to Article 6 of the Company's articles of association and section 551 of the Companies Act 2006 (the 'Act'), the Board be authorised to allot relevant securities (as defined in the Act) or grant rights to subscribe for or to convert any securities into shares:

- up to a nominal amount of £1,349,356; and

- comprising equity securities (as defined in the Act) up to a nominal amount of £2,698,712 (including within such limit any shares issued 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 2015 (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 relevant securities to be allotted after the authority ends and the Board may allot relevant securities 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."

- To consider the following resolution as a special resolution:

"That, subject to and conditional on the passing of Resolution 16 and pursuant to Article 6 of the Company's articles of association, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by Resolution 16 or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- 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 Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £202,403.

Such power shall apply until the end of the AGM of the Company to be held in 2015 (or, if earlier, 15 months from the date of this resolution) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended."

- 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:

- the maximum number of ordinary shares authorised to be purchased is 8,096,137;
- 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);
- the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last -

Explanatory Notes

- 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 2015 (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."

19. 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 2015, 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 Act shall bear the same meaning for the purposes of this resolution."

Notice Period For General Meetings, Other Than Annual General Meetings

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

"That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice."

By order of the Board

Lindsay Beardsell
Company Secretary
12 August 2014

Registered office:
Unit 60
The Runnings
Cheltenham
Gloucestershire
GL51 9NW

Receiving The Directors' Report And Accounts (Resolution 1)

The directors must present the report of the directors and the accounts of the Company for the year ended 26 April 2014 to shareholders at the AGM. The report of the directors, the accounts, and the report of the Company's auditors 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 Policy Report And Directors' Annual Remuneration Report (Resolution 2 And Resolution 3)

There are new requirements this year that relate to the content and approval of the Directors' Remuneration Report following changes made from 1 October 2013 to the Act and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (the "Directors' Remuneration Report Regulations"). The Directors' Remuneration Report now contains:

- a statement by the chairman of the Remuneration Committee, Keith Edelman;
- the Directors' Remuneration Policy in relation to future payments to directors; and
- the Annual Remuneration Report, which sets out the payments made to directors for the financial year ended 26 April 2014.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and accordingly, in compliance with the Act and the Directors' Remuneration Report Regulations, shareholders will be invited to approve the various elements of the Directors' Remuneration Report.

The Directors' Remuneration Policy sets out the Company's forward looking policy on directors' remuneration and is subject to a binding vote at this 2014 AGM (resolution 2). Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Policy as set out in full on pages 59 to 65 of the annual report and accounts and if approved will come into force on 19 September 2014. Payments will continue to be paid to directors in line with existing contractual arrangements until such date. Once the Directors' Remuneration Policy has been approved and commences, then all payments by the Company to directors must be made in accordance with this policy (unless a payment is separately approved by shareholder resolution). If resolution 2 is approved, the Directors' Remuneration Policy will continue to apply until a new Directors' Remuneration Policy is approved by shareholders. The Company is required to seek shareholder approval for its Directors' Remuneration Policy at least every three financial years. If the Directors' Remuneration Policy is to be changed in any way in the future then a revised policy will need to be put to a shareholder vote before any new policy can be implemented. If resolution 2 is not approved for any reason, the Company will, to the extent permitted by the Act, continue to make payments to directors in accordance with existing contractual arrangements and will seek shareholder approval for a revised Directors' Remuneration Policy as soon as practicable.

The statement by the chairman of the Remuneration Committee and the Annual Remuneration Report will, as in past years, be put to an annual advisory shareholder vote by ordinary resolution (resolution 3). The Annual Remuneration Report which may be found on pages 59 to 77 of the annual report and accounts gives details of your directors' remuneration for the year ended 26 April 2014 and sets out the Company's implementation of its policy on directors' remuneration. Resolution 3 is an advisory resolution in that payments made or promised to directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed.

The Company's auditors, PricewaterhouseCoopers LLP, have audited those parts of the Directors' Remuneration Report required to be audited and their report may be found on page 83 of the annual report and accounts.

Re-Election Of Directors (Resolutions 4 To 13)

Resolutions 4 to 13 (inclusive) propose the re-election of each of the directors of the Company (save for Hans Schmitt, who is proposed for election) in accordance with best practice as set out in the UK Corporate Governance Code. The re-elections and election of directors will take effect at the conclusion of the AGM. The Board is content that each non-executive director proposed for re-election and election is independent in character and there are no relationships or circumstances likely to affect their character or judgement.

All of the directors seeking re-election and election have wide business knowledge and bring valuable skills and experience to the Board. Following the annual evaluation exercise conducted during the year, the Chairman considers that each of the directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. Separate resolutions will be proposed for each of these re-elections and election. Biographies of each of the directors' seeking re-election and election can be found in the annual report and accounts on pages 38 to 39 and they are repeated below.

Peter Bamford

Chairman

Peter is Chairman of the Nomination Committee.

Peter is also Chairman of Six Degrees Technology Limited, PRS for Music Limited and Brandtone Holdings Limited (appointed on 1 May 2014). He is also non-executive director of Rentokil Initial Plc.

Peter was a director of Vodafone Group Plc from 1998 to 2006 where he held senior executive roles, including Chief Marketing Officer, Chief Executive of Northern Europe, Middle East and Africa and Chief Executive of Vodafone UK. Prior to this he held senior positions with WH Smith Plc, Tesco Plc and Kingfisher Plc. Peter has served on the Boards of public companies for the last 19 years and has extensive experience in developing and growing businesses and brands internationally.

Julian Dunkerton

Chief Executive Officer

Julian is a member of the Nomination Committee.

Julian has worked exclusively in the retail sector for over 27 years, co-founding the Cult retail chain from a market stall in Cheltenham and turning it into a successful retail chain. Together with James Holder, Julian established the Superdry clothing brand eleven years ago. Julian has a deep understanding of the Superdry brand, strong commercial instincts and a feel for its target customers, developed through his hands-on experience of building SuperGroup from the ground up.

Susanne Given

Chief Operating Officer

Susanne is responsible for the UK Retail division together with the central support functions. Susanne has held senior positions in a number of leading retailers including John Lewis, TK Maxx, Harrods, Homebase and House of Fraser. She brings a disciplined and structured approach to the Group developed from over 22 years' retailing experience across a diverse range of retailers and product sectors.

Shaun Wills

Chief Financial Officer

Shaun was previously Chief Operating Officer at Habitat and Finance Director of Fat Face. Prior to these appointments, Shaun held senior roles at New Look and Debenhams plc. Shaun has over 22 years' experience in the retail sector in finance, strategy, and business development roles. He is a qualified accountant.

Hans Schmitt

Managing Director International & Wholesale

Hans was appointed to the Board on 1 May 2014.

Hans is responsible for international expansion and the Wholesale division. He joined SuperGroup in June 2013, having previously been President of Europe, Middle East, Africa and the United Kingdom for Warnaco Plc between 2010 and 2012, where he was responsible for brands such as Calvin Klein. Prior to this, Hans held senior positions at Hugo Boss AG between 1997 and 2010.

James Holder

Brand and Design Director

James is responsible for brand and product development, and heads up SuperGroup's team of in-house designers.

James created the Bench clothing brand in 1992, which became the premier English skate-wear brand in the niche skate/BMX market. In 2003 he teamed up with Julian Dunkerton and developed the Superdry brand. James brings exceptional clothing design skills to the Group and has been central to the success of the Superdry brand in appealing to its target market.

Keith Edelman

Senior Independent Non-executive Director

Keith is Chairman of the Remuneration Committee and a member of the Nomination Committee. He is also non-executive chairman of Goals Soccer Centres Plc and a non-executive director at Safestore Holdings Plc, the London Legacy Development Corporation and Thorntons Plc.

Keith was Managing Director of Arsenal Holdings Plc from 2000 to 2008 and Chief Executive of Storehouse Plc (encompassing BHS and Mothercare) from 1993 to 1999. Keith has extensive retail and international experience and has served on the Boards of public companies for 30 years across a wide range of businesses and markets.

Ken McCall

Independent Non-executive Director

Ken is a member of the Audit Committee.

Ken is also Managing Director of Europcar Group UK Limited.

Ken was previously Chief Executive Officer of DHL Express UK & Ireland, Chief Executive Officer of TNT Middle East, Africa and Asia and Chief Executive Officer of TNT China. He brings over 30 years' experience in the logistics sector and of running international businesses in Europe and Asia.

Minnow Powell

Independent Non-executive Director

Minnow is Chairman of the Audit Committee and is a member of the Remuneration Committee. Minnow is a non-executive director at Tui Travel Plc, having previously spent 25 years with Deloitte, where he was made a partner in 1985. He is a chartered accountant and was a member of the UK's Audit Practices Board for six years.

Euan Sutherland

Independent Non-executive Director

Euan is a member of the Audit, Nomination and Remuneration Committees.

Euan has previously served as Group Chief Executive Officer for the Co-op group of companies, Group Chief Operating Officer at Kingfisher Plc and as a non-executive director with the Co-op Food Board. Prior to this he was Chief Executive of AS Watson UK, owner of Superdrug.

Euan has over 19 years' experience within the retail sector having held roles with Boots, Dixons, Coca-Cola, Matalan and Mars.

Appointment Of Auditors (Resolution 14)

The auditors of a company must be re-appointed at each general meeting at which accounts are laid, to hold office until the conclusion of the next such meeting. It is proposed that PricewaterhouseCoopers LLP are re-appointed as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next Company general meeting at which the accounts are laid.

Auditors' Remuneration (Resolution 15)

This resolution gives authority to the directors, in accordance with standard practice, to determine the auditors' remuneration.

Authority To Allot Shares (Resolution 16)

The Company's directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The authority conferred on the directors at last year's AGM under section 551 of the Act to allot shares expires on the date of the forthcoming AGM.

Accordingly, this resolution 16 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 £1,349,356 and, in the case of paragraph (b), to give the Board authority to allot ordinary shares (including the shares referred to in paragraph (a)) up to a nominal amount of £2,698,712 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 £1,349,356 represents approximately 33.3 per cent of the Company's issued ordinary share capital as at 1 August 2014, being the last practicable date prior to the publication of this notice. The amount of £2,698,712 represents approximately 66.6 per cent of the Company's issued ordinary share capital as at 1 August 2014, 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 2015 (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 Association of British Insurers. 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 annual general meeting following the decision to make the relevant share issue.

Disapplication Of Pre-Emption Rights (Resolution 17)

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 17 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, or (b) up to

an aggregate nominal amount of £202,403 (which includes the sale on a non-pre-emptive basis of any shares held in treasury) and which represents less than 5 per cent of the issued ordinary share capital of the Company as at 1 August 2014, being the latest practicable date prior to publication of this notice.

This resolution seeks a disapplication of the pre-emption rights on a rights issue 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. This renewed authority will remain in force until the AGM to be held in 2015 (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. In accordance with the guidelines issued by the Association of British Insurers' Pre-emption Group, the Board confirms its intention that no more than 7.5 per cent of the issued share capital will be issued for cash on a non-pre-emptive basis during any rolling three-year period.

The directors have no present intention of exercising this authority. 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.

Authority To Purchase Own Shares (Resolution 18)

Resolution 18 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 8,096,137 (representing 10 per cent of the issued share capital of the Company as at 1 August 2014, being the latest practicable date prior to publication of this notice) and sets minimum and maximum prices. This authority will expire at the conclusion of the AGM of the Company next year (or, if earlier, 15 months from the date of this resolution).

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the cash reserves of the Company, the Company's share price and other investment opportunities. The authority will be exercised only if the directors believe that to do so will result in an increase in earnings per share and will be in the interests of shareholders generally.

Any purchase of ordinary shares will be by means of market purchases through the London Stock Exchange. Any shares purchased under this authority may either be cancelled or held as treasury shares. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options issued to employees pursuant to the Company's employees' share schemes. As at 1 August 2014, being the latest practicable date prior to publication of this notice, there were options over 969,322 ordinary shares in the capital of the Company which represent 1.19 per cent of the Company's issued ordinary share capital.

If the authority to purchase the Company's ordinary shares was exercised in full, these options would thereafter represent 1.33 per cent of the Company's issued ordinary share capital.

The authority will only be valid until the conclusion of the next AGM in 2015 (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.

Authority To Make Political Donations (Resolution 19)

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

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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 19 is necessary to allow it (and its subsidiaries) to fund activities which it is in the interests of shareholders that the Company should support. Such authority will enable the Company and its subsidiaries to be sure that they do not, because of any uncertainty as to the bodies or the activities covered by the Act, unintentionally commit a technical breach of the Act. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report.

Notice Of General Meetings (Resolution 20)

This resolution is required to reflect the Shareholder Rights Regulations which had the effect of implementing the Shareholder Rights Directive and increasing the notice period for general meetings of the Company under the Act to 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 14 clear days' notice. Resolution 20 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.

1. Documents Enclosed

This notice of meeting is being sent to all shareholders who have requested to receive shareholder communications in paper form. It is also available at www.supergroup.co.uk. A proxy form incorporating an attendance card is enclosed with this notice. If you have received advice of the notice of meeting via an e-mail in which you are invited to vote online, then an attendance card can be printed off from the online voting site.

2. Admission Card

If you are attending the meeting, you should bring the attendance card with you.

3. Entitlement To Attend And Vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the register of members of the Company at the close of business on 17 September 2014, or, if this meeting is adjourned, in the register of members at the close of business two days before any adjourned meeting, shall be entitled to attend and vote at the 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 17 September 2014, or, if this 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 attend or vote at the meeting.

4. Proxies, Corporate Representatives And Nominated Persons

Proxies

Registered shareholders who are unable to attend the meeting may appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. For either format of proxy to be valid it must be received not less than 48 hours before the time appointed for holding the meeting. Further details relating to the appointment of proxies are included in the proxy form.

A shareholder may appoint more than one proxy in relation to the meeting 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 proxy form 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 proxy card and agree to certain terms and conditions.
- (c) Shareholders in the Nominee Service must complete the enclosed Form of Instruction. If you or someone appointed by you wish to attend the meeting then please ensure that your or his/her name is entered in the box provided on the back of the form. This will enable Computershare Company Nominees Limited (CCNL) to appoint you as its proxy to attend, speak and vote at the AGM. If you are not attending the meeting then please complete the form leaving the appointment box blank. You will then be deemed to instruct CCNL to appoint the Chairman of the AGM to vote on your behalf. Please read the additional notes on the Form of Instruction before completing the form, which must be returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, not later than four business days before the AGM; or
- (d) if you are a user of the CREST system (including CREST Personal Members), having an appropriate CREST message transmitted.

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

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Company's agent (ID. Number 3RA50) 48 hours before the 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 proxy form must be received by the Company's registrars no later than 11.30 am on Wednesday 17 September 2014. Further details regarding the appointment of proxies are given in the notes to the proxy form. The rights of shareholders in relation to the appointment of proxies as stated above do not apply to a person nominated under s.146 of the Companies Act 2006 (the 'Act') to enjoy information rights (a 'Nominated Person'). Such rights can only be exercised by shareholders of the Company.

Corporate Representatives

Corporate shareholders may appoint one or more corporate representatives, who may exercise on its behalf all its powers, provided that if two or more representatives are appointed they do not do so in relation to the same shares.

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 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.

5. AGM Business

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

6. Website Publication Of Audit Concerns

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to request publication on the Company's website of any concerns that they propose to raise at the meeting 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 meeting, 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 annual general meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

7. Total Voting Rights

As at 1 August 2014 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 80,961,378 ordinary shares, carrying one vote each. Therefore, the total exercisable voting rights in the Company as at 1 August 2014, being the last practicable date prior to the publication of this notice, are 80,961,378.

8. Sending Documents Relating To The Meeting To The Company

Any documents or information relating to the proceedings at the meeting may only be sent to the Company in one of the ways set out in this notice of meeting. Shareholders may not use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than expressly stated.

9. Documents Available For Inspection

The following documents are available for inspection during normal business hours at the Company's offices at Unit 60, The Runnings, Cheltenham, Gloucestershire GL51 9NW from 09:00am on the date of publication of this notice until the conclusion of the AGM and will also be available for inspection at the AGM venue for at least 15 minutes prior to and during the AGM itself:

- (a) the register of directors' interests, together with copies of the executive directors' service contracts and the non-executive directors' letters of appointment by the Company; and
- (b) the biographies of directors seeking re-election or appointment.

11. Voting Outcome

The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on the Company's website www.supergroup.co.uk on Monday 22 September 2014.

Shareholder Notes

Shareholder Notes



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Superdry.



The Cheltenham Ladies' College
Bayshill Road
Cheltenham
Gloucestershire
GL50 3EP

Tel: +44 (0) 1242 578376
www.supergroup.co.uk

SuperGroup.Plc