

The Chairman of SuperGroup Plc invites you to attend the Annual General Meeting of the Company to be held at **the Company's Head Office, The Runnings, Cheltenham, Gloucestershire GL51 9NW** on **14 September 2016 at 10.30am**.

Shareholder Reference Number

Please detach this portion before posting this Form of Proxy.

### Form of Proxy - Annual General Meeting to be held on 14 September 2016



Cast your proxy online - **it's fast, easy and secure!**  
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 913899

SRN:

PIN:



View the Annual Report and Notice of Annual General Meeting online: [www.supergroup.co.uk](http://www.supergroup.co.uk)

Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
**Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 12 September 2016 at 10.30am.**

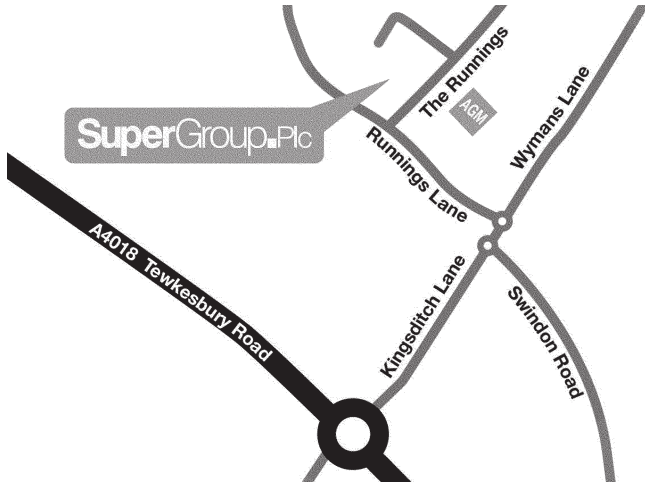
#### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights, to attend, speak and vote on their behalf at the Annual General Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see overleaf) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his or her discretion as to whether, and if so how, he or she votes (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the proxy will exercise his or her discretion as to whether, and if so how, he or she votes).
- To appoint more than one proxy, additional Form(s) of Proxy may be obtained by contacting the Registrar's information line on 0370 889 3102 or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name (see overleaf) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Annual General Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day that is 2 working days before the day of the Annual General Meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 10.30am on the day that is 2 working days prior to the Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's information line on 0370 889 3102 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this Form of Proxy should be initialled.
- The completion and return of this Form of Proxy will not preclude a member from attending the Annual General Meeting and voting in person.

**Kindly Note:** This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised Form of Proxy is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Named Holders

MAP



Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/We hereby appoint the Chairman of the Annual General Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of SuperGroup Plc to be held at **the Company's Head Office, The Runnings, Cheltenham, Gloucestershire GL51 9NW on 14 September 2016 at 10.30am**, and at any adjourned Annual General Meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see overleaf).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions	For	Against	Vote Withheld
1. To receive the audited accounts of the Company for the year ended 30 April 2016 and the Directors' Report and the Auditors' Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, for the year ended 30 April 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 17.0 pence per ordinary share in respect of the year ended 30 April 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Peter Bamford as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Julian Dunkerton as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Keith Edelman as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Penny Hughes as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Minnow Powell as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Euan Sutherland as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Nick Wharton as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
11. To elect Steve Sunnucks as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Directors to agree the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Company to make political donations and incur political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
16. To authorise the Directors to allot shares for cash and to disapply pre-emption rights up to a nominal value of £203,093.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Directors to allot shares for cash and to disapply pre-emption rights up to an additional nominal value of £203,093.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the Company to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To authorise the Company to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the Annual General Meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

