

BURBERRY GROUP PLC
(the “Company”)
Company number: 03458224

Annual General Meeting 2024

At the Annual General Meeting of the Company duly convened and held at Conrad London St. James, 22-28 Broadway, London SW1H 0BH on Tuesday 16 July 2024, the following special business resolutions were passed:

Resolution 19 (Special Resolution)

Directors’ authority to disapply pre-emption rights

Subject to the passing of resolution 18, to authorise the Directors, in accordance with sections 570 and 573 of the 2006 Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be limited to:

- i. any such allotment or sale in connection with an offer of, or invitation to apply for, equity securities by way of a pre-emptive offer (including a rights issue or open offer):
 - a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal or practical problems in, or under the laws of, any territory or any other matter; and

- ii. any such allotment of equity securities or sale of treasury shares, otherwise than pursuant to a pre-emptive offer under paragraph (i.) above, up to an aggregate nominal amount of £8,964.

This authority shall expire at the conclusion of the AGM to be held in 2025 (or, if earlier 16 October 2025) except that the Directors shall be entitled, at any time prior to the expiry of this authority, to make offers and enter into any agreements during the relevant period which would, or might require equity securities to be allotted wholly or partly and treasury shares to be sold after such expiry, and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

Resolution 20 (Special Resolution)

Additional disapplication of pre-emption rights

Subject to the passing of resolution 18, and in addition to any authority granted under resolution 19, to authorise the Directors, in accordance with section 570 of the 2006 Act, to allot equity securities wholly for cash, including a sale of treasury shares, as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £8,964 used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be either 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.

This authority shall expire at the conclusion of the Company's AGM to be held in 2025 (or, if earlier, 16 October 2025) except that the Directors shall be entitled, at any time prior to the expiry of this authority, to make offers or enter into any agreements during the relevant period which would, or might, require equity securities to be allotted wholly or partly and treasury shares to be sold after such expiry, and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

Resolution 21 (Special Resolution)

Authority to purchase own shares

That the Company be hereby generally and unconditionally authorised pursuant to section 701 of the 2006 Act to make market purchases (as defined in section 693(4) of the 2006 Act) of ordinary shares provided that:

- i. the maximum number of ordinary shares which may be purchased is 35,858,000 being just under 10% of the Company's issued share capital as at 14 May 2024;
- ii. the minimum price (excluding stamp duty and expenses) which may be paid for each such share is 0.05p;
- iii. the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
 - a. an amount equal to 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the relevant share is purchased; and
 - b. the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out; and
- iv. the authority hereby conferred shall apply until the conclusion of the Company's AGM to be held in 2025 (or, if earlier, 16 October 2025) (except in relation to the purchase of shares the contracts for which are concluded before such expiry and which are executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Resolution 22 (Special Resolution)

Notice of special meeting

That the Directors be hereby authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice.

For and on behalf of
Burberry Group plc



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Gemma Parsons
Company Secretary