

FRASERS GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Wednesday 24 September 2025 – 9:00 a.m.

FRASERS GROUP PLC

INCORPORATED AND REGISTERED IN ENGLAND AND WALES UNDER NUMBER 06035106

THIS DOCUMENT IS IMPORTANT

and requires your immediate attention. If you are in any doubt as to what action to take in relation to the Annual General Meeting, you should consult your stockbroker, bank, solicitor, accountant, fund manager or other independent financial advisor authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial advisor. If you have sold or otherwise transferred all of your shares in Frasers Group plc, you should immediately send this document, together with the accompanying form of proxy, to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

NOTICE OF ANNUAL GENERAL

MEETING

Notice is hereby given that the 2025 Annual General Meeting (the “AGM”) of Frasers Group plc (the “Company” or the “Group”) will be held in the Auditorium, Unit D, Brook Park East, Shirebrook, NG20 8RY on **24 September 2025** at 9:00 a.m. to consider the following resolutions. Resolutions 13, 14 and 15 will be proposed as special resolutions, requiring not less than 75% of the votes cast to be in favour to be passed. All other resolutions will be proposed as ordinary resolutions, requiring more than 50% of the votes cast to be in favour to be passed. Voting on all of the proposed resolutions at the 2025 AGM will be conducted on a poll rather than on a show of hands.

RESOLUTION 1:

(to be proposed as an ordinary resolution)

That the audited accounts and the reports of the directors of the Company (together the “Directors” and each a “Director”) and of the auditors for the financial year ended 27 April 2025 be received.

RESOLUTION 2:

(to be proposed as an ordinary resolution)

That the Directors’ Remuneration Report (including the statement by the Chair of the Remuneration Committee) for the financial year ended 27 April 2025 be received and approved.

RESOLUTION 3:

(to be proposed as an ordinary resolution)

That Richard Bottomley be re-elected as a Director.

RESOLUTION 4:

(to be proposed as an ordinary resolution)

That Michael Murray be re-elected as a Director.

RESOLUTION 5:

(to be proposed as an ordinary resolution)

That Cally Price be re-elected as a Director.

RESOLUTION 6:

(to be proposed as an ordinary resolution)

That Nicola Frampton be re-elected as a Director.

RESOLUTION 7:

(to be proposed as an ordinary resolution)

That Chris Wootton be re-elected as a Director.

RESOLUTION 8:

(to be proposed as an ordinary resolution)

That David Al-Mudallal be re-elected as a Director.

RESOLUTION 9:

(to be proposed as an ordinary resolution)

That Sir Jonathan Thompson be re-elected as a Director.

RESOLUTION 10:

(to be proposed as an ordinary resolution)

That RSM UK AUDIT LLP be re-appointed as the Company's auditors, to hold office until the conclusion of the next AGM of the Company.

RESOLUTION 11:

(to be proposed as an ordinary resolution)

That the Directors be authorised to determine the remuneration of the Company's auditors.

RESOLUTION 12:

(to be proposed as an ordinary resolution)

That the board of Directors of the Company (the "Board") be and hereby is generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

(a) up to a maximum aggregate nominal amount of £15,010,534 (representing approximately one third of the nominal value of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, the latest practicable date prior to the publication of this Notice); and

(b) equity securities (as defined by section 560 of the Act) up to a further aggregate nominal amount of £15,010,534 (representing approximately one third of the nominal value of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, the latest practicable date prior to the publication of this Notice) in connection with an offer by way of a rights issue,

and that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange. This authority shall expire at the close of the next AGM of the Company, save that in each case the Company may before the expiry of such period, make offers and enter into agreements which would, or might, require shares in the Company to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the Board may allot shares in the Company and grant rights under any such offer or agreement as if this authority had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

RESOLUTION 13:

(to be proposed as a special resolution)

That, if resolution 12 is passed, the Board be authorised to allot equity securities (as defined in section 560 of the Act) 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 Act did not apply to any such allotment or sale, such authority to be limited to:

(a) the allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors only (in the case of the authority granted under resolution 12(b)), to:

- i. holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be practicable) to the respective number of ordinary shares deemed to be held by them; and
- ii. holders of other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities,

subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever;

(b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 13(a) above) up to a nominal amount of £4,503,160; and

(c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 13(a) or paragraph 13(b) 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 13(b) above, such authority to be used only for the purposes of making a follow-on offer which the Board determines 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 authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 24 December 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 authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

RESOLUTION 14:

(to be proposed as a special resolution)

That if resolution 12 is passed, the Board be authorised in addition to any authority granted under resolution 13 to allot equity securities (as defined in section 560 of the Act) 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 Act did not apply to any such allotment or sale, such authority to be limited to:

(a) the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,503,160, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines 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; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 14(a) 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 14(a) above, such authority to be used only for the purposes of making a follow-on offer which the Board determines 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 authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 24 December 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 authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

RESOLUTION 15:

(to be proposed as a special resolution)

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

RESOLUTION 16:

(to be proposed as an ordinary resolution)

That the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are generally and unconditionally authorised, in accordance with section 366 of the Act, to:

(a) make political donations to:

- political parties or independent election candidates; and
- political organisations other than political parties, not exceeding £50,000 in aggregate for all such companies taken together; and

(b) incur political expenditure not exceeding £50,000 in aggregate for all such companies taken together,

during the period beginning on the date of the passing of this resolution and ending at the conclusion of the next AGM of the Company.

For the purposes of this resolution, "political donation", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings given to them in Part 14 of the Act.

RESOLUTION 17:

(to be proposed as an ordinary resolution)

That the Company be and hereby is generally and unconditionally authorised, in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the Company, provided that:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 67,502,373 representing approximately 14.99% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, the latest practicable date prior to the publication of this Notice, such limit to be reduced by the number of shares purchased (if any) pursuant to the authorities granted at resolution 18 below;
- b. the minimum price (excluding expenses) which may be paid for an ordinary share shall not be less than 10p (being the nominal value of an ordinary share);
- c. the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - i. an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased, and
 - ii. the value of an ordinary share in the capital of the Company, being the higher of:
 - the price of the last independent trade in such a share on the trading venue where the purchase is carried out, and
 - the highest current independent bid for such share on such trading venue;
- d. unless previously renewed, varied or revoked, this authority shall expire at the end of the next AGM of the Company; and
- e. a contract to purchase ordinary shares under this authority may be made prior to the expiry of this authority and executed in whole or in part after the expiry of this authority, and the Company may make a purchase of ordinary shares pursuant to any such contract as if this authority had not expired.

RESOLUTION 18:

(to be proposed as an ordinary resolution)

That the terms of the contract between the Company, MASH Holdings Limited and MASH Beta Ltd (the "MASH Companies") (a copy of which has been produced to the AGM and made available at the Company's registered office for not less than 15 days ending with the date of the AGM) (the "Directed Buyback Contract") providing for off-market purchases (as defined by section 693(2) of the Act) from the MASH Companies or their nominee(s) of fully paid ordinary shares in the capital of the Company at such times and at such prices and on such number of occasions as the Directors may determine: (i) by way of one or more standalone purchases; (ii) in conjunction with any offer or sale by any of the MASH Companies (or their nominee(s)) by way of or including an institutional placing; or (iii) through a broker-managed directed trading programme, subject in each case to certain agreed parameters;

and otherwise on the other terms and conditions set out in the Directed Buyback Contract, be and are hereby approved and authorised for the purposes of section 694 of the Act and the Company be and is hereby authorised to make, subject to the agreement of the MASH Companies, such off-market purchases from the MASH Companies or their nominee(s), provided that:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 67,502,373 representing approximately 14.99% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, the latest practicable date prior to the publication of this Notice, such limit to be reduced by the number of shares purchased (if any) pursuant to the authority granted at resolution 17 above;
- b. unless previously renewed, varied or revoked, this authority shall expire at the end of the next AGM of the Company; and
- c. a contract to purchase ordinary shares under this authority may be made prior to the expiry of this authority and executed in whole or in part after the expiry of this authority, and the Company may make a purchase of ordinary shares pursuant to any such contract as if this authority had not expired.

RESOLUTION 19:

(to be proposed as an ordinary resolution)

That:

- a. in accordance with section 694 of the Act, the proposed put option agreement to be entered into between the Company and Jefferies International Limited (the "Bank") (a copy of which has been produced to the AGM and made available at the Company's registered office for not less than 15 days ending with the date of the AGM) (the "Put Option Agreement") be and is hereby approved;
- b. the Company be and is specifically and unconditionally authorised to enter into the Put Option Agreement and all and any share option trades which may be effected or made from time to time for the off-market purchase by the Company of its ordinary shares of 10p each under or pursuant to the Put Option Agreement, as more fully described in the explanatory notes to this resolution, provided that:
 - i. the maximum aggregate number of ordinary shares authorised to be purchased is 45,031,603 representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, the latest practicable date prior to the publication of this Notice;
 - ii. the price which may be paid for an ordinary share shall be a minimum of £8, increasing in 50p increments to a maximum of £12;
- c. unless previously renewed, varied or revoked, this authority shall expire at the end of the next AGM of the Company; and
- d. a put option trade to purchase ordinary shares under this authority may be made prior to the expiry of this authority and executed in whole or in part after the expiry of this authority, and the Company may make a purchase of ordinary shares pursuant to any such put option trade as if this authority had not expired.

RESOLUTION 20:

(to be proposed as an ordinary resolution)

That:

- (a) the amendments to the rules of the Company's Executive Share Scheme (the "ESS") summarised in the Explanatory Notes to this Notice and in the Appendices to this Notice be approved (the amended ESS rules having been produced to the AGM and initialled by the Chair for the purposes of identification); and
- (b) the Board be authorised to do all acts and things which they may consider necessary or expedient for the purposes of bringing the amended ESS rules into effect.

RESOLUTION 21:

(to be proposed as an ordinary resolution)

That the proposed updated Directors' Remuneration Policy, summarised in the Explanatory Notes to this Notice and in the Appendices to this Notice be approved and take effect upon such approval.

By Order of the Board

Robert Palmer

29 August 2025

Frasers Group plc

Registered office:

Unit A

Brook Park East

Shirebrook

NG20 8RY

Registered in England and Wales under

company no: 06035106

EXPLANATORY NOTES

RESOLUTION 1:

(to be proposed as an ordinary resolution)

To receive the Annual Report and Accounts for 2024-25

The Directors are required to present to the AGM the audited accounts, and the reports of the Directors and auditors, for the financial year ended 27 April 2025. These are contained in the Company's Annual Report and Accounts 2025 (the "Annual Report").

RESOLUTION 2:

(to be proposed as an ordinary resolution)

To approve the Directors' Remuneration Report

Resolution 2 approves the Directors' Remuneration Report for the financial year ended 27 April 2025. The Directors' Remuneration Report is contained in the Annual Report. This vote is advisory and will not affect the way in which the Directors' remuneration policy has been implemented or the future remuneration of any Director. If resolution 2 in respect of the Directors' Remuneration Report is not passed, the Directors' remuneration policy will be presented to shareholders for approval at the next AGM.

RESOLUTIONS 3 to 9:

(each to be proposed as ordinary resolutions)

Re-election of Directors

In accordance with the provisions of the UK Corporate Governance Code, all Directors will retire at each AGM. This year Richard Bottomley, Michael Murray, Cally Price, Nicola Frampton, Chris Wootton, David Al-Mudallal and Sir Jonathan Thompson are standing for re-election. Biographical information for all Directors standing for re-election is contained in the Annual Report. The Board believes that the Directors continue to demonstrate commitment to their role, are effective members of the Board, and contribute to the required balance of skills, knowledge and experience identified by the Board. In compliance with the Listing Rules relating to controlling shareholders, the re-election of our independent non-executive Directors (the "Independent Non-executive Directors") must be approved by a majority of both:

(a) the shareholders of the Company; and

(b) the independent shareholders of the Company (that is the shareholders other than Mike Ashley and his concert parties). For the purposes of the Listing Rules, Mike Ashley is a controlling shareholder as a result of him holding 330,069,000 shares in the Company on 18 August 2025 (the latest practicable date prior to the publication of this Notice).

Resolutions 3, 6 and 9 are proposed as ordinary resolutions and can be voted on by all shareholders of the Company. However, in addition to this, the votes cast by independent shareholders will be counted separately in order to assess whether the second tier of the test is satisfied. In accordance with the Listing Rules, if any of resolutions 3, 6 and 9 are not approved by a majority of both shareholders of the Company and independent shareholders of the Company, the failed resolution may be put to shareholders of the Company, at a general meeting, which must be held between 90

and 120 days from the date of the original vote (being 24 September 2025). In such circumstances, any Independent Non-executive Directors whose appointment has not been approved by both shareholders of the Company and independent shareholders of the Company will be treated as having been re-elected from the date of the original vote until either the date when they are re-elected, being the date of the subsequent general meeting, or the date of any announcement by the Board that the Independent Non-executive Director(s) does not intend to stand for re-election. If a subsequent general meeting does not take place, the appointment will be treated as ceasing 120 days from the date of the original vote. If a subsequent general meeting does take place and the further resolution is approved, the Independent Non-executive Director(s) will be treated as having been re-elected until the following AGM of the Company. However, if at a subsequent general meeting the further resolution fails, the Independent Non-executive Director(s) appointment will cease on that date.

Information about the Directors is set out below.

The Listing Rules require companies with a controlling shareholder to make the following additional disclosures about each independent Director's relationships, independence, effectiveness and appointments:

Relationships and transactions:

The Company has received confirmation from each of the independent Directors that, other than their respective letters of appointment as a Director by the Company, there are no existing or previous relationships transactions or arrangements between any of the independent Directors and the Company, its Directors, Mike Ashley or any associate of Mike Ashley.

Effectiveness:

The Board believes that each of the independent Directors continues to demonstrate commitment to his or her role and is an effective member of the Board.

Independence:

Each year the Board performance evaluations consider the independence of each member of the Board. The Board believes that each independent Director remains independent in character and judgement, and that there are no relationships or circumstances that are likely to affect, or appear to affect, his or her judgement.

Selection:

As disclosed in the report of the Nomination Committee on pages 82 to 84 of the Annual Report, the Nomination Committee aims to ensure that the Board remains well balanced, competent, and diverse in order to meet the needs of the Company. The Nomination Committee draws candidates from its internal and external network, taking into account, where appropriate, recommendations from shareholders and external recruitment consultants. The Nomination Committee has identified that the Board may benefit from the appointment of a non-executive Director with listed company experience and has met with an agency that specialises in recruiting diverse talent for boards.

RESOLUTION 3:

(to be proposed as an ordinary resolution)

That Richard Bottomley be re-elected as a Director

Richard Bottomley was appointed to the Board on 1 October 2018. He is the Senior Independent Director and Chair of the Audit Committee. Richard has over 25 years' experience working with listed companies during his time as a senior partner at KPMG where his specialism was in dealing with listed entity and public interest audits, corporate finance transactions and internal audit assignments. Richard has been a non-executive director of Newcastle Building Society where he chaired the Audit Committee and has also been the Chair of the Greggs plc final salary scheme.

Richard is a Fellow of the Institute of Chartered Accountants in England and Wales.

RESOLUTION 4:

(to be proposed as an ordinary resolution)

That Michael Murray be re-elected as a Director

Michael Murray was appointed Chief Executive Officer of Frasers Group in 2022. Since his appointment, Michael initiated and continues to execute the Elevation Strategy, rebranding from Sports Direct International to Frasers Group plc and further establishing the Group as a strategic partner of choice to the world's best brands across Sports, Premium and Luxury. This strategic initiative has since diversified the Group from a predominantly retail-focused business into the realms of property and financial services, demonstrating significant APBT growth from FY22. Furthermore, he has developed and executed the mergers and acquisitions strategy, as well as spearheaded international expansion across Europe, Asia, Middle East, Africa, and Australia.

RESOLUTION 5:

(to be proposed as an ordinary resolution)

That Cally Price be re-elected as a Director

Cally Price was appointed to the Board on 1 January 2019 and is the Group's Non-executive Workforce Director and Workers' Representative. Cally began her Frasers Group career on the shop floor, joining the business in 2008. By 2015, she was promoted to Store Manager and within a year, won Store of the Season. She has since taken on various key positions within the business, elected as the Workers' Representative in 2018 and then shortly after appointed as Non-Executive Board Member. Cally plays a vital role in ensuring the voice of the workforce is heard and reflected in the decisions of the Board. Influencing the business structure, people and warehouse improvements, Cally is ideally placed to represent the workforce throughout every aspect of the business.

RESOLUTION 6:

(to be proposed as an ordinary resolution)

That Nicola Frampton be re-elected as a Director

Nicola Frampton was appointed to the Board on 1 October 2018. She is the Chair of the Remuneration Committee. Nicola has extensive experience in risk management, assurance, and corporate governance across a wide range of industries, having specialised in these areas in previous roles at William Hill and Deloitte. Nicola has spent the majority of her career in senior executive management roles with the last three years as Chief Operating Officer at Domino's Pizza Group plc where she has primary responsibility for the group's franchisee relationships, delivery of system wide store operational standards and the brand's customer service and experience.

RESOLUTION 7:

(to be proposed as an ordinary resolution)

That Chris Wootton be re-elected as a Director

Chris Wootton was appointed to the Board on 12 September 2019. Chris is a Chartered Accountant and worked at PwC for the early part of his accounting career in the assurance practice, which included work on large corporates and listed entities. Chris continues to provide key support to the senior executive team and is a key driver of the Group's accounting policies, namely being conservative, consistent and simple. He continues to play a leading role in the banking relationships of the Group and recently led the successful refinance of the Group's banking facilities on investment grade terms with the new facility standing at £3bn. Chris also has a leading role in the Group's investment and M&A strategy and was key in the building of the Hugo Boss AG investment.

RESOLUTION 8:

(to be proposed as an ordinary resolution)

That David Al-Mudallal be re-elected as a Director

David Al-Mudallal was appointed to the Board on 26 February 2024. Since joining the Group in 2017, David has held a range of senior roles including Chief of Staff and Head of Operations. In August 2021 he was appointed Chief Operating Officer. David has been a key driver of the Group's transformative Elevation Strategy, playing a pivotal role in acquiring and retaining talent and delivering operational excellence across the Group. David is responsible for integrating newly acquired businesses onto the Frasers platform, which is a key driver in unlocking profitable growth from the Group's M&A strategy. He also led on the creation of the Financial Services Division and the successful development and rollout of Frasers Plus, the Group's FCA regulated credit payment account and rewards product.

RESOLUTION 9:

(to be proposed as an ordinary resolution)

That Sir Jonathan Thompson be re-elected as a Director

Sir Jonathan Thompson was appointed to the Board on 3 June 2024. Sir Jon has had a lengthy finance career including as Director General of Finance at the Ministry of Defence, Director General of Corporate Services at the Department for Education, Finance Director of Ofsted, Chief Executive of the FRC and HMRC. Sir Jon's expertise in corporate governance, reporting and audit, and experience in large-scale project management, will strengthen the execution of Frasers' long-term growth strategy and continue to position the Group as a leading international business.

RESOLUTION 10:

(to be proposed as an ordinary resolution)

To re-appoint RSM UK AUDIT LLP as the Company's auditors

The Act requires that auditors be appointed at each general meeting at which accounts are laid to hold office until the next such meeting. The appointment of RSM UK AUDIT LLP as auditors of the Company terminates at the conclusion of the 2025 AGM. They have indicated their willingness to stand for reappointment as auditors of the Company until the conclusion of the AGM in 2026. The Company's Audit Committee keeps under review the independence and objectivity of the external

auditors and further information can be found in the Annual Report. After considering the relevant information, the Audit Committee has recommended the reappointment of RSM UK AUDIT LLP as auditors to the Board (who subsequently approved the recommendation of the Audit Committee). The Board recommends to the shareholders that RSM UK AUDIT LLP be appointed as the Company's auditors to hold office until the conclusion of the next AGM.

RESOLUTION 11:

(to be proposed as an ordinary resolution)

That the Directors be authorised to determine the remuneration of the auditors

This resolution authorises the Directors to determine the auditors' remuneration for the audit work to be carried out by them in the next financial year.

RESOLUTION 12:

(to be proposed as an ordinary resolution)

To grant authority for the Directors to allot shares

The Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. The authority granted at the last AGM to allot shares or grant rights to subscribe for, or convert any security into, shares is due to expire at the conclusion of this year's AGM.

The Investment Association (the "IA") guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one third of a company's issued share capital. In addition, they will treat as routine a request for authority to allot shares representing an additional one third of a company's issued share capital provided that it is only used to allot shares for the purpose of a fully pre-emptive rights issue.

Accordingly, resolution 12, if passed, would authorise the Directors under section 551 of the Act to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights) up to a maximum nominal amount of £30,020,768 representing the IA guideline limit of approximately 66.666% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 18 August 2025, the latest practicable date prior to the publication of this Notice.

Paragraph (a) of resolution 12 seeks to grant the Directors authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal amount of £15,010,534 representing approximately one third of the nominal value of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025 (the latest practicable date prior to the publication of this Notice).

In addition to the above authority and in accordance with IA guidelines, paragraph (b) of resolution 12 seeks to grant the Directors general authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal amount of £15,010,534, representing approximately a further one third of the nominal value of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025 (the latest practicable date prior to the publication of this Notice) in connection with a rights issue in favour of ordinary shareholders. The authorities sought under paragraphs (a) and (b) of resolution 12 could be exercised in a way such that the whole two thirds could be used in connection with a rights issue. Where the usage of the authority

to allot shares exceeds one third of the Company's issued ordinary share capital, the Directors intend to follow best practice as regards its use.

The authorities sought under resolution 12 will expire at the conclusion of the next AGM of the Company.

Passing this resolution will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. The Board has no present intention to exercise the authority sought under Resolution 12 except in connection with the Company's share schemes.

RESOLUTIONS 13 AND 14:

(each to be proposed as a special resolution)

To authorise the Directors specific power to disapply pre-emption rights

The Act requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. In accordance with investor guidelines, therefore, approval is sought by the Directors to issue a limited number of ordinary shares for cash without first offering them to existing shareholders. It may sometimes be in the interests of the Company for the Directors to have greater flexibility.

Resolutions 13 and 14 are each proposed as special resolutions and ask the shareholders to grant this limited disapplication of pre-emption rights.

Resolution 13 contains a two-part disapplication of pre-emption rights which seeks to renew the Directors' authority to issue equity securities of the Company for cash without application of pre-emption rights pursuant to section 561 of the Act.

Other than in connection with a rights or other pre-emptive issue, scrip dividend or other similar issue, the authority contained in resolution 13 would be limited to a maximum nominal amount of £4,503,160 (which would equate to 45,031,600 ordinary shares of 10p each), representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, the latest practicable date prior to the publication of this Notice, with an additional authority for up to £900,632, representing approximately 2% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, only for the purposes of a follow-on offer which the Board determines 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.

Resolution 13 seeks a disapplication of the pre-emption rights on a rights issue or other pre-emptive offer so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which might arise, for example, with overseas shareholders.

Resolution 14 is an optional disapplication of pre-emption rights limited to an additional 10% of the Company's issued ordinary share capital to be used for transactions which the Directors determine to be an acquisition or specified capital investment. The authority contained in the resolution would be

limited to a maximum nominal amount of £4,503,160 (which would equate to 45,031,600 ordinary shares of 10p each), representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, the latest practicable date prior to the publication of this Notice, with an additional authority for up to £900,632, representing approximately 2% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, only for the purposes of a follow-on offer which the Board determines 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.

If passed, these authorities will expire at the same time as the authority to allot shares given pursuant to resolution 12 (Authority to allot shares).

Save for share issues in respect of employee share schemes and any share dividend alternatives, the Directors have no current plans to utilise either of the authorities sought by resolution 12, 13 or 14, although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise. In addition, and in line with best practice, the Company has not issued more than 7.5% of its issued share capital on a non-pro rata basis over the last three years.

RESOLUTION 15:

(to be proposed as a special resolution)

To reduce the notice period for all general meetings other than AGMs

Under the Act all general meetings of listed companies must be held on at least 21 days' notice but companies can reduce this period to 14 days (other than for AGMs) if shareholders agree to a shorter notice period and the Company has met certain requirements for electronic voting.

Resolution 15 seeks approval for a notice period of 14 clear days to apply to general meetings. The shorter notice period will not be used as a matter of routine but only where flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. AGMs will continue to be held on at least 21 clear days' notice.

RESOLUTION 16:

(to be proposed as an ordinary resolution)

To authorise the making of political donations

The Company does not currently make donations to political organisations or incur political expenditure, as those expressions are commonly understood, and has no intention of doing so.

The Act places restrictions on companies from making political donations or political expenditure. Those expressions are widely defined in the Act and could potentially cover spending on organisations concerned with policy review and law reform, or representation of the business community, which the Company and its subsidiaries might wish to support.

To allow the Company and its subsidiaries to do so and to avoid the possibility of inadvertently breaching the Act, the Company is seeking to allow the Company and its subsidiaries to make donations up to a limit of £50,000 and incur expenditure up to a limit of £50,000.

This authority is sought until the conclusion of the next AGM of the Company. Any political donation or political expenditure made or incurred under the authority of this resolution will be disclosed in next year's annual report and accounts.

RESOLUTION 17:

(to be proposed as an ordinary resolution)

To authorise the Company to purchase its own shares

In this resolution, shareholders are being asked to renew, until the next AGM, the Board's authority to buy the Company's own shares subject to the constraints set out in resolution 17. The Board will only use this authority after taking account of the market conditions prevailing at the time, the needs of the Company, its opportunities for expansion and its overall financial position. The Board will exercise this power only if satisfied that it is in the interest of the shareholders as a whole to do so and that it is likely to result in an increase in earnings per share. Furthermore, any Director with a conflict of interest in respect of a particular exercise of the Company's power to purchase its own shares will not be involved in the decision to so exercise such power.

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 employees' share schemes.

The Company intends to continue its share buyback programme as most recently updated on 18 June 2024. The Company has not purchased any shares pursuant to the authority granted at the 2024 AGM. No shares have been disposed of from treasury by the Company to 18 August 2025, being the latest practicable date prior to the publication of this Notice.

RESOLUTION 18:

(to be proposed as an ordinary resolution)

To authorise the Company to make off-market purchases of its own shares from the MASH Companies

Resolution 18, if approved, would give the Company authority to make off-market purchases of its shares from the MASH Companies (as defined in the resolution), or their nominee(s) under the Directed Buyback Contract. The MASH Companies are ultimately owned by the Company's controlling shareholder, Mike Ashley.

Under the Act, the MASH Companies and their nominee(s) are not permitted to vote the shares to which resolution 18 relates (being approximately 14.99% of the issued share capital of the Company (taking into account the shares in issue but excluding any treasury shares)).

Authority to enter into the Directed Buyback Contract will give the Company the flexibility, if appropriate at the relevant time and with the agreement of the MASH Companies, to reduce the holding of the MASH Companies in the Company.

The Directors will only exercise the power to conduct off-market purchases if they conclude at the relevant time it is in the best interests of the Company and its shareholders as a whole. Amongst other things, they will take into account in making any decision whether, in light of the prevailing market conditions, the terms of any purchase are attractive and it is the best use at the time of the Company's surplus cash.

Neither the Company nor the MASH Companies would be under any obligation to agree to make such off-market purchases pursuant to the proposed terms of the Directed Buyback Contract. As explained below, entry into the Directed Buyback Contract constitutes a related party transaction under Chapter 8 of the UK Listing Rules, and accordingly, the Directors are required under the UK Listing Rules to obtain written confirmation from the Company's sponsor that the terms of the Directed Buyback Contract are fair and reasonable as far as shareholders of the Company are concerned. The Directors will also be required under the UK Listing Rules to obtain written confirmation from the Company's sponsor in respect of each buyback that the terms of the relevant transaction are fair and reasonable as far as shareholders of the Company are concerned.

Under the proposed terms of the Directed Buyback Contract, the Company may agree with the MASH Companies to make off-market purchases of its shares at such times and on such number of occasions as the Directors may determine: (a) by way of one or more standalone purchases; (b) in conjunction with any offer or sale by any of the MASH Companies (or their nominee(s)) by way of or including an institutional placing; or (c) through a broker-managed directed trading programme, subject in each case to certain agreed parameters.

Any such off-market purchases shall be made at the relevant market price on the date the shares are agreed to be purchased, or, if made in conjunction with an institutional placing by any of the MASH Companies (or their nominee(s)), at the placing or offering price as determined through the offering process, and otherwise on the terms and conditions of the Directed Buyback Contract, as described in further detail below.

Entering into the Directed Buyback Contract with the MASH Companies constitutes a related party transaction under Chapter 8 of the UK Listing Rules and accordingly the requirements of that Chapter apply. Any off-market purchases of shares made under the Directed Buyback Contract are expected to be treated as related party transactions under UK Listing Rule 8.1.7R. If the Company wishes to make off-market purchases from the MASH Companies under the Directed Buyback Contract where one or more of the class tests results in a percentage ratio of 5% or more in a 12-month period (including when aggregated with any other relevant transactions), certain other requirements will apply, including the need for the opinion from the Company's sponsor. Accordingly, the Board considers that, having been so advised by Jefferies International Limited (acting in its capacity as the Company's sponsor), the terms of the Directed Buyback Contract are fair and reasonable as far as the Company's shareholders are concerned.

Under the proposed terms of the Directed Buyback Contract, an off-market purchase from the MASH Companies would only be made if:

- a. resolution 18 has been approved by the requisite majority of shareholders (such that the Directed Buyback Contract may be entered into);
- b. the price payable by the Company to the MASH Companies (or their nominee(s)) will be:
 - i. greater than or equal to the nominal value of an ordinary share at the relevant time, and
 - ii. less than or equal to the higher of:
 - an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the Daily Official List of the London Stock Exchange for the five business

days immediately preceding the day on which the share is contracted to be purchased, and

- the value of an ordinary share in the capital of the Company, being the higher of: (A) the price of the last independent trade in such a share on the trading venue where the purchase is carried out; and (B) the highest current independent bid for such share on such trading venue (the range between the values set out in paragraph b.i. to paragraph b.ii. being the “Price Range”); and
- c. the number of shares which the Company proposes to purchase from the MASH Companies (or their nominee(s)) does not exceed 14.99% of the Company’s issued share capital (excluding any treasury shares) as at the time of the relevant off-market purchase or as at the date of the Directed Buyback Contract (whichever is lower).

In addition, an off-market purchase from the MASH Companies in conjunction with an offer or sale by the MASH Companies (or their nominee(s)) of shares by way of an institutional placing would only be made provided that:

- a. the price payable by the Company to the MASH Companies (or their nominee(s)) will be the same price per share payable by institutional investors in the share offering as determined through an open-market bookbuilding process provided that such price is within the range stipulated in the Price Range;
- b. the number of shares which the Company may purchase from the MASH Companies (or their nominee(s)) in an off-market purchase shall not exceed a number of shares equal to 50% of the number of shares which are the subject of the relevant share offering; and
- c. any off-market purchase from the MASH Companies (or their nominee(s)) pursuant to the Directed Buyback Contract will settle immediately following and on the same business day as the settlement of the relevant share offering (each a “Placing Pricing Condition” and together the “Placing Pricing Conditions”).

Any shares purchased off-market pursuant to the authority conferred by resolution 18 may be cancelled or held by the Company as treasury shares, within the limits allowed by law. Such treasury shares may subsequently be cancelled, sold for cash, or used to satisfy options issued to employees pursuant to the Company’s employee share schemes or otherwise disposed of by the Directors in accordance with the requirements of the relevant legislation and the authority relating to rights of pre-emption granted by the shareholders in general meetings. No dividends will be paid on shares while held in treasury, and no voting rights will attach to them.

Shares purchased pursuant to the Directed Buyback Contract will reduce the number of shares that the Company may purchase under the authority granted under resolution 17 for on-market purchases.

RESOLUTION 19:

(to be proposed as an ordinary resolution)

To authorise the Company to make off-market purchases of its own shares under the Put Option Agreement

Sections 693 and 694 of the Act provide that the terms of any contract to make off-market purchases or contingent purchases of its shares must be approved by shareholders. resolution 19, if approved,

would give the Company authority to make off-market purchases of its shares under the Put Option Agreement to be entered into with the Bank (as defined in the resolution).

Under the Act, the Bank is not permitted to vote the shares to which resolution 19 relates (being 45,031,603 shares, representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 18 August 2025, the latest practicable date prior to the publication of this Notice). The Bank has, in any event, agreed not to vote any shares held by it at the time of the 2025 AGM in respect of resolution 19.

If approved, the Put Option Agreement will allow the Company to make contingent off-market share purchases from the Bank. The Directors consider that contingent contracts for off-market share purchases offer the following benefits:

- a. contingent contracts enable the Company to purchase shares over time without risk of distorting the prevailing share price, and also spread the cash outflow; and
- b. contingent contracts entered into prior to any Closed Period (as defined below) allow the Company to take delivery of shares during these periods.

As with any share buyback decision, the Directors will only exercise the power to conduct purchases under the Put Option Agreement if, based on the contract strike price, it is earnings enhancing and if the Directors conclude at the relevant time, it is in the best interests of the Company and its shareholders as a whole. Amongst other things, they will take into account in making any decision whether, in light of the prevailing market conditions, the terms of any purchase are attractive, and it is the best use at the time of the Company's surplus cash.

Any shares purchased off-market pursuant to the authority conferred by resolution 19 may be cancelled or held by the Company as treasury shares, within the limits allowed by law. It is the Directors' present intention to hold any shares purchased under this authority in treasury. Such treasury shares may subsequently be cancelled, sold for cash, or used to satisfy options issued to employees pursuant to the Company's employee share schemes or otherwise disposed of by the Directors in accordance with the requirements of the relevant legislation and the authority relating to rights of pre-emption granted by the shareholders in general meetings. No dividends will be paid on shares while held in treasury, and no voting rights will attach to them.

The Company typically does not purchase its shares during the period commencing 30 days before the announcement of its interim results and full year results respectively each year (each a "Closed Period"). In the absence of the Put Option Agreement, these Closed Periods inevitably reduce the number of shares the Company is able to purchase. To maximise flexibility in its share purchase activities, the Company is permitted outside Closed Periods to enter into irrevocable and non-discretionary programmes and/or contingent purchase contracts such as the Put Option Agreement which allow it to buy shares during Closed Periods.

The Company intends to enter into an agreement with the Bank, under which the Company may (but is not obliged to) enter into put option trades ("Put Option Trades") from time to time. The terms of a Put Option Trade will be determined as set out in the Put Option Agreement, and confirmed on the date the Put Option Trade is entered into (within parameters set out in the Put Option Agreement). The Company is committed to purchase shares under a Put Option Trade on the day it is executed subject to the terms of the Put Option Agreement. The terms of each Put Option Trade will provide for the Company to purchase shares from the Bank if the Company's share price is less than the nominated strike price on an expiry date, which shall, unless the relevant Put Option Trade is exercised early by the Bank, be no later than 24 months after the date of the relevant Put Option Trade (the

“Expiry Date”). The maximum number of shares that can be purchased under the Put Option Agreement is limited to 45,031,603, representing approximately 10% of the Company’s issued ordinary share capital (excluding treasury shares) as at 18 August 2025, the latest practicable date prior to the publication of this Notice.

The price (excluding expenses) at which the Company may purchase shares under a Put Option Trade (the “Purchase Price”) will be a minimum of £8 per share, increasing in 50p increments up to a maximum of £12 per share. The Company will only purchase shares, and the Purchase Price will only be payable, if the Company’s share price on the Expiry Date is less than the strike price confirmed on the date the Put Option Trade is entered into (within parameters set out in the Put Option Agreement). The maximum duration of a Put Option Trade is 24 months from the dated of the Put Option Trade.

Under sections 693 and 694 of the Act, the Put Option Agreement is a contingent purchase contract to purchase shares by the Company off-market. Accordingly, resolution 19 seeks shareholder approval of the terms of the Put Option Agreement to be entered into between the Company and the Bank. The Put Option Agreement will be available until the date of the next AGM and will incorporate the terms of an International Swaps and Derivatives Association Master Agreement and Schedule. The Put Option Agreement will be entered into and each Put Option Trade will be effected outside a Closed Period but shares may be purchased by the Company during a Closed Period.

Should shareholder approval be granted, any number of Put Option Trades may be effected with the Bank, provided that:

- a. the total maximum number of shares which the Company is permitted to purchase pursuant to this authority would be 45,031,603, representing approximately 10% of its issued share capital as at 18 August 2025; and
- b. the price which may be paid for an ordinary share shall be a minimum of £8, increasing in 50p increments to a maximum of £12.

No shares will be purchased under the authority granted under resolution 17 for on-market purchases on the same day that a Put Option Trade is entered into. The authority granted to the Company under this resolution will expire at the end of the next AGM of the Company unless such authority is renewed prior to that time (except in relation to the purchase of shares under any Put Option Trade effected before the expiry of such authority and which might be executed in whole or in part after such expiry). The purchase of shares under the Put Option Agreement will always be physically settled by delivery of shares of the Company (except in the case of certain events of default or termination events).

RESOLUTION 20:

(to be proposed as an ordinary resolution)

Resolution 20 seeks authority from shareholders to amend the current rules of the ESS.

The full text of the ESS rules in their proposed amended form is available for inspection, as noted in “Documents Available for Inspection” below.

The current ESS participants are: Michael Murray (Chief Executive Officer), Chris Wootton (Chief Financial Officer), Sean Nevitt (Chief Supply Chain Officer) and David Al-Mudallal (Chief Operating Officer).

Full details of the proposals to amend the ESS are set out in Appendix 1 and Appendix 2 to this Notice.

RESOLUTION 21:

(to be proposed as an ordinary resolution)

Resolution 21 seeks authority from shareholders for an updated Directors' Remuneration Policy.

The Company's shareholders approved the Company's current Directors' Remuneration Policy ("DRP") at the Company's AGM held on 18 September 2024.

The long-term incentives element of the DRP is the Company's Executive Share Scheme (the "ESS") which is proposed to be amended by resolution 20.

Full details of the proposals to amend the DRP and the related changes required for the DRP are set out in Appendix 1 and Appendix 2 to this Notice.

APPENDIX 1

SUMMARY OF THE PROPOSALS TO AMEND THE EXECUTIVE SHARE SCHEME (AND RELATED CHANGES TO THE DIRECTORS' REMUNERATION POLICY)

At our 2025 AGM we are seeking authority from our shareholders at resolution 20 to amend the Executive Share Scheme ("ESS") to facilitate proposed changes in the operation of the ESS. The original 4-year performance period of the ESS expires on 7 October 2025 and the amendments include that the ESS should continue to operate to 30 September 2030.

We are taking these steps to reinforce the positive impacts for our business and our shareholders which our ESS has had since we introduced the ESS in 2021.

As part of these proposals for ESS we are also proposing amendments to our Directors' Remuneration Policy (resolution 21) so that the Policy refers consistently to the proposed updated ESS terms. No other changes are being made to the Policy which was last approved at our 2024 AGM.

Background to our proposals

We have set out below a summary of the background to the ESS.

- **2021 AGM – ESS approved by shareholders**
 - The ESS was implemented for our four most senior executives: CEO, CFO, COO and Chief Supply Chain Officer (CSCO).
 - A performance period of four years was envisaged to run to 7 October 2025.
 - The performance condition for ESS is a 30 consecutive dealing day share price target which was initially set at £15 for the CEO's award and £12 for the awards for other executives. A further performance condition requires appropriate progress towards delivery of the Company's Elevation strategy.
 - Any shares vesting under the ESS will be exercisable across two tranches (50% at the end of the performance period and 50% 12 months later).
 - The Frasers Remuneration Committee may choose to accelerate vesting if the £15 target is achieved: the release of vested shares would still be in two equal annual tranches, but with Remuneration Committee having the facility to allow the first release after attaining the £15 share price target rather than the end of the performance period.
- **2022 AGM – Shareholders approved amendments to the ESS**
 - £15 target extended to all ESS awards.
 - £500m Adjusted PBT target (for any completed financial year in the performance period) also introduced for ESS awards.

Our reasons for amending the ESS

From the perspective of our Board, the ESS has been very impactful for performance and engagement in all regards since its launch:

- It has generated high levels of engagement and enthusiasm amongst its participants.
- We have a management team highly motivated to attain our share price targets, the elevated brands conditions and the Adjusted PBT targets.

However, as the share price targets for the ESS have not yet been achieved, the Remuneration Committee has reviewed the operation of the ESS and considered whether an alternative incentive plan should be introduced at the end of the original performance period to October 2025 to better support the business.

The Remuneration Committee's conclusion was instead that it was clearly in our shareholders' best interests for the positive impact of the ESS to be reinforced and for the ESS to be extended with a new performance period for attaining related share price hurdles, elevated brands conditions and Adjusted PBT targets being set to 30 September 2030. Also, the potential benefits from the ESS should be enhanced to reinforce further the positive impact of the ESS.

For completeness:

- The Remuneration Committee considered whether alternative structures for incentive pay, such as increased emphasis on annual bonuses or market normal three year LTIPs, would serve Frasers better. The Committee concluded that our successful and entrepreneurial business culture was clearly better supported by the ESS.
- The Committee also felt strongly that direct and simple alignment of reward with shareholder experience by focus on share prices will continue to serve our business and shareholders well.

The Committee also believes that the amendments will enhance the potential benefits of the ESS as these reflect:

- The progress in the business since the ESS started in 2021.
- The extended time period to potentially 2030 for the ESS to deliver value to participants, and the commitment required by our executive team over this period.
- The challenges for businesses in the wider macroeconomic and political environment.

Summary of proposed amendments to the ESS

Amendment	Detail
Revert to £12 per share as our share price target for all ESS awards	<p>£12 was the original share price target for ESS awards, and at the time of initiating the ESS in October 2021, this target required 78% absolute growth in our share price (30 dealing day average share price to end September 2021 was £6.76). It is also above the highest share price attained by Frasers in the last 5 years (£9.49), and so maintains appropriate but realistic stretch for the ESS.</p> <p>The Committee views this as an appropriate share price target for all ESS awards (including those for the CEO) in the current macroeconomic and political environment which is challenging for all businesses in the UK and also internationally.</p>
Increase share award numbers for ESS participants (see below)	This is considered appropriate to reward the commitments and efforts of our executive team over the ESS period to date and to recognise the additional ESS period now being applied (potentially to 2030).

	<p>The increases in share numbers will provide appropriately enhanced reward potentials under ESS at £12 for the COO, CSCO and CFO, reflecting their commitment over the extended period of the plan.</p> <p>For the CEO, his reward potential is maintained at the same level at £12 per share as was potentially available at £15 per share.</p>
Allow potential for vesting to be accelerated if the £12 share price target attained (previously required £15 to be attained)	This is simply to align with reverting to the £12 target for all ESS awards as explained above.
Extension of the current performance period to 30 September 2030	The original 4-year performance period of the ESS expires on 7 October 2025 and the amendments include that the ESS should continue to operate to 30 September 2030.
Scope to grant awards to any new participants	An amendment to permit new awards to be granted during the remainder of the revised performance period to any new participants. No new participants are currently envisaged but this amendment is proposed for flexibility.

Details of proposed revised ESS awards

Executive	Original ESS award shares	Value @ £15	2025 enhanced ESS award shares	Value @ £12
Michael Murray (CEO)*	6,711,409	£99,999,994	8,403,361	£99,999,996
David Al-Mudallal (COO)*	600,000	£9,000,000	2,100,840	£24,999,996
Sean Nevitt (CSCO)	600,000	£9,000,000	833,333	£9,999,996
Chris Wooton (CFO)	600,000	£9,000,000	833,333	£9,999,996

**awards for the CEO (and for the COO from 2025) will be satisfied by newly issued shares and so at settlement will require payment of the 10p per share nominal price of those shares*

Concluding statements

The Remuneration Committee and the Board strongly urges our shareholders to support the proposals to amend the ESS (resolution 20) and to make related changes to the Directors' Remuneration Policy (resolution 21).

The technical detail of the amendments to the ESS and the Directors' Remuneration Policy is further set out in Appendix 2.

Appendix 2

Amendments to ESS rules

The following amendments are proposed to the ESS rules:

- The ESS's existing individual limit rule shall be replaced with a revised individual limit rule that provides that (subject to the ESS's adjustment of awards provisions) the maximum number of shares in the Company over which awards may be granted or held is 8,403,361 in the case of Mr Murray and 2,100,840 in the case of other awards granted to or held by others. Details of these calculations are in Appendix 1
- The ESS's adjustment of awards provisions be extended to provide authority for the Remuneration Committee of the Board to revise the number of shares in awards to the revised numbers for individual participants in ESS as detailed in Appendix 1.
- The ESS's remaining references to a share price target of £15 be replaced throughout the rules of the ESS to reference instead a share price target of £12.
- The extension of the current performance period that applies under the ESS to a revised one ending no later than 30 September 2030.
- An amendment to permit new awards to be granted during the remainder of the revised performance period to any new participants. No new participants are currently envisaged but this amendment is proposed for flexibility.

The changes to the rules of the ESS in respect of the extension of the current performance period and changes to the share price performance conditions do not technically require prior shareholder approval but are presented to shareholders for approval (together with the other changes proposed) for completeness.

The impact of the proposed changes taken together are:

- (i) potential for increased ESS participation levels as noted above;
- (ii) a reduction in the share price target to be achieved during the ESS's measurement period;
- (iii) an extension of the ESS's performance period to ending no later than 30 September 2030; and
- (iv) technical scope to grant new awards during the remainder of the revised performance period to any new participants.

No other changes are proposed to the rules of the ESS.

Amendments to the Directors' Remuneration Policy

The Directors' Remuneration Policy approved by shareholders at the 18 September 2024 AGM is proposed to be amended to read as follows in connection with the Remuneration Policy for Executive

Directors section for long-term incentives (set out on page 105 of the 2024 Annual Report) with the changes proposed as shown in red text: -

ELEMENT OF REMUNERATION	PURPOSE / LINK TO STRATEGY	OPERATION	MAXIMUM	PERFORMANCE MEASURES
LONG TERM INCENTIVES	To motivate and incentivise delivery of sustained performance over the long term, and to promote alignment with shareholders' interests, the Company operates the Executive Share Scheme ('ESS').	<p>Executive Directors may receive awards under the ESS. Awards may be granted as nominal cost options or conditional share awards which vest to the extent the performance conditions are satisfied over a period to 30 September 2030.</p> <p>The Committee shall have discretion to accelerate vesting if the performance conditions are satisfied before the end of the performance period.</p> <p>The Committee shall have discretion to reduce the number of Shares subject to an ESS award by an amount equal to the aggregate gross salary received by a participant during the performance period.</p> <p>As is normal, the Committee retains power to settle awards in cash in exceptional cases only.</p>	<p>For awards with a £12 share price target, the maximum opportunity for an Executive Director will be an award over up to 8,403,361 shares.</p> <p>ESS awards will be made as a single award (payable in two tranches) and it is intended that no further ESS awards will be made after the initial grant.</p>	<p>Awards will vest subject to an absolute share price target of £12. The share price must be over the target for any period of 30 consecutive dealing days during the four year performance period to 30 September 2030 and an additional vesting target of achieving an adjusted PBT of at least £500m was added at the 2022 AGM.</p> <p>The Committee may set additional performance conditions on awards under the ESS, as it considers appropriate.</p>

RECOMMENDATION

Your Board believes that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and, accordingly, unanimously recommends that shareholders vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

NOTES

ELIGIBILITY TO ATTEND AND VOTE/APPOINTING A PROXY

The rights of members to attend and vote at the AGM will be determined by reference to entries on the Company's register of members as at 6.00 p.m. on 22 September 2025 (the "Register of Members"). Only holders of ordinary shares on the Register of Members at that time shall be entitled to attend and/or vote at the AGM (or, in the event of any adjournment of the AGM, the date which is 48 hours before the time of the adjourned AGM). Such shareholders may vote in respect of the number of shares registered in their names at that time, but any subsequent changes to the Register of Members shall be disregarded in determining rights to attend and vote.

A member entitled to attend and vote may appoint one or more proxies (who need not be members of the Company) to attend, speak and vote instead of him or her provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A form of proxy is enclosed (a "Form of Proxy"), which members are invited to complete and return. Lodging a Form of Proxy will not preclude the member from attending the AGM and voting in person should he or she decide to do so. To be valid, the Form of Proxy (together with any power of attorney or other authority under which it is signed) must reach the Company's registrar, Computershare Investor Services PLC (the "Registrar") by post, by courier or by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or electronically via www.eproxyappointment.com not later than 9.00 a.m. on 22 September 2025 (48 hours before the AGM).

Please indicate with an "X" in the boxes provided on the Form of Proxy how you wish your proxy to vote on the resolutions. The "Vote Withheld" option on the form is provided to enable you to abstain on any particular resolution. However, a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution. If the Form of Proxy is returned without an indication as to how the proxy shall vote on any particular matter, the proxy will be permitted to exercise his or her discretion as to whether, and if so how, he or she votes and the Company shall consider the vote valid as if it had been made by the member.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/ CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, must be transmitted so as to be received by the Company's agent (ID number 3RA50) not later than 48 hours before the time appointed for the AGM. For this purpose, the time of receipt will be taken to the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Ltd does not make available special procedures in CREST for any particular message. Normal systems timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. 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 his 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 limitation of the CREST systems and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Security Regulations 2001.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.00 a.m. on 22 September 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

MULTIPLE PROXY VOTING INSTRUCTIONS

The following principles shall apply in relation to the appointment of multiple proxies:

- (a) The Company will give effect to the intentions of members and include votes wherever and to the fullest extent possible.
- (b) Where a proxy does not state the number of shares to which it applies (a "blank proxy") then, subject to the following principles where more than one proxy is appointed, that proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member (the member's entire holding). In the event of a conflict between a blank proxy and a proxy which does state the number of shares to which it applies (a "specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
- (c) Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than the member's entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. That is, there is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member's entire holding.
- (d) When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as having been sent and received at the same time, to minimise the number of conflicting proxies.

(e) If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.

(f) Where the aggregate number of shares in respect of which proxies are appointed exceeds a member's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata.

(g) Where the application of paragraph (f) above gives rise to fractions of shares, such fractions will be rounded down.

(h) If a member appoints a proxy or proxies and then decides to attend the AGM in person and vote, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding, then all proxy votes will be disregarded. If, however, the member votes at the AGM in respect of less than the member's entire holding, then if the member indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.

(i) In relation to paragraph (h) above, in the event that a member does not specifically revoke proxies, it will not be possible for the Company to determine the intentions of the member in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.

RIGHTS OF NOMINATED PERSONS

Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under agreement with the shareholder by whom he was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in the paragraph above entitled "Eligibility to attend and vote/Appointing a Proxy" does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

CORPORATE REPRESENTATIVES

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative (as was previously recommended by the ICSA guidance published in relation to corporate representatives).

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

ISSUED SHARES AND TOTAL VOTING RIGHTS

As at the latest practicable date prior to the publication of this Notice, the Company's issued share capital comprised 640,602,369 ordinary shares of 10p each. Each ordinary share carries the right to one vote at a general meeting of the Company provided that it is not permitted to exercise the voting rights of shares held in treasury.

The Company holds 190,286,334 ordinary shares in treasury, corresponding to 29.7% of the total ordinary share capital in issue, and accordingly the total number of voting rights in the Company as at the latest practicable date prior to the publication of this Notice was 450,316,035.

QUESTIONS AT THE AGM

Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the AGM but no such answer needs to be given, if:

- (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
- (b) the answer has already been given on a website in the form of an answer to a question; or
- (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

WEBSITE PUBLICATION OF AUDIT CONCERNS

Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by a member or members meeting the qualification criteria set out below, the Company must publish on its website, a statement setting out any matter that such members propose to raise at the AGM relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM or any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which Annual Report and Accounts were laid in accordance with section 437 of the Act. Where the Company is required to publish such a statement on its website:

- (a) it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- (b) it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- (c) the statement may be dealt with as part of the business of the AGM.

The request:

- (a) may be in hard copy form or in electronic form (see "Submission of Requests and Authentication Requirements" below);
- (b) either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- (c) must be authenticated by the person or persons making it (see "Submission of Requests and Authentication Requirements" below); and
- (d) be received by the Company at least one week before the AGM.

QUALIFICATION CRITERIA

In order to be able to exercise the members' right to require the Company to publish audit concerns (see "Website Publication of Audit Concerns" above) the relevant request must be made by:

- (a) a member or members having a right to vote at the AGM and holding at least 5% of total voting rights of the Company; or
- (b) at least 100 members have a right to vote at the AGM and holding, on average, at least £100 of paid up share capital in the Company.

For information on voting rights, including the total number of voting rights, see "Issued Shares and Total Voting Rights" above and the website referred to in "Documents Available for Inspection" below.

SUBMISSION OF REQUESTS AND AUTHENTICATION REQUIREMENTS

Where a member or members wish to request the Company to publish audit concerns (see "Website Publication of Audit Concerns" above) such request must be made in accordance with one of the following ways:

- (a) a hard copy request which is signed by you, states your full name and address and is sent to the Company Secretary, Frasers Group plc, Unit A, Brook Park East, Shirebrook, NG20 8RY; or
- (b) a request which is signed by you, states your full name and address and is sent to RSM UK AUDIT LLP, 6th Floor, 25 Farringdon Street, London, EC4A 4AB.

COMMUNICATION

Except as provided above, members who have general queries about the AGM should contact the Company Secretary at Frasers Group plc, Unit A, Brook Park East, Shirebrook, NG20 8RY or Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY (no other methods of communication will be accepted). You may not use any electronic address provided either in this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at Frasers Group plc, Unit A, Brook Park East, Shirebrook, NG20 8RY during normal business hours on any weekday (excluding weekends) from the date of this Notice until the date of the AGM and at the AGM venue from 8.30 a.m. on 24 September 2025 until the conclusion of the AGM:

- (a) copies of all contracts of service under which each executive Director is employed by the Company;
- (b) copies of the letters of appointment of each non-executive Director;
- (c) a copy of the Articles of Association of the Company;
- (d) the annual report and audited financial statements of the Group in respect of the period ended 27 April 2025; and
- (e) biographical details of the Directors which are shown on pages 79 to 81 of the Annual Report.

Copies of the documents set out at c. to e. above and the other information required by section 311A of the Act can also be found at www.frasers.group

Copies of the Directed Buyback Contract and the Put Option Agreement are available at the Company's registered office, Unit A, Brook Park East, Shirebrook, NG20 8RY, during normal business hours on any weekday (excluding weekends) for 15 days ending with the date of the AGM and at the AGM venue from 8.30 a.m. on 24 September 2025 until the conclusion of the AGM.

HOW TO GET TO THE AGM

The AGM will be held in the Auditorium, Unit D, Brook Park East, Shirebrook, NG20 8RY. A map showing the location of the Company's site is printed on the reverse of the Form of Proxy.