

Company number: 12960219

THE COMPANIES ACT 2006

**DR. MARTENS PLC
(the "Company")**

At the Annual General Meeting of the Company duly convened and held at Holiday Inn – Camden Lock, 30 Jamestown Road, Camden, London NW1 7BY on Thursday 13 July 2023, the following ordinary and special resolutions were passed:

ORDINARY RESOLUTION

Resolution 16 – Directors' authority to allot shares

To resolve that the Directors be and are hereby authorised generally and unconditionally pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- A. up to an aggregate nominal amount of £3,336,114.57 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and
- B. comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £6,672,229.14 (such amount to be reduced by any allotments made under paragraph (A) above) in connection with a pre-emptive offer,

such authorities to expire at the conclusion of the AGM of the Company to be held in 2024 or on 1 October 2024, whichever is sooner, unless previously revoked or varied by the Company, and such authority shall extend to the making before such expiry of an offer or an agreement that would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this Resolution:

- I. 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings; and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- II. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

SPECIAL RESOLUTIONS:

Resolution 17 – General disapplication of pre-emption rights

To resolve as a special resolution that, subject to the passing of Resolution 16, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority be limited to:

- A. allotments in connection with a pre-emptive offer; and

- B. otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £1,000,834.57; and
- C. otherwise than under paragraphs (A) and (B) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (B) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the AGM of the Company to be held in 2024 or on 1 October 2024, whichever is sooner (unless previously renewed, revoked or varied by the Company in general meeting), provided that in each case the Company may before that date 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 ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- I. 'pre-emptive offer' has the same meaning as in Resolution 16;
- II. references to an allotment of equity securities shall include a sale of treasury shares; and
- III. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Resolution 18 - Additional disapplication of pre-emption rights for acquisitions and other capital investments

To resolve as a special resolution that, subject to the passing of Resolution 16, the Directors be authorised in addition to any authority granted under Resolution 17 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 16 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority be limited to:

- A. allotments up to an aggregate nominal amount of £1,000,834.57, such authority to be 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 of the Company determine to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- B. otherwise than under paragraph (A) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting,

such authority to expire at the conclusion of the AGM of the Company to be held in 2024 or on 1 October 2024, whichever is sooner (unless previously renewed, revoked or varied by the Company in general meeting), provided that in each case the Company may before that date 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 ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, references to an allotment of equity securities shall include a sale of treasury shares.

Resolution 19 - Company's authority to purchase of own shares

To resolve as a special resolution that subject to the passing of Resolution 20, the Company is authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of £0.01 each ('ordinary shares'), such authority to be limited:

- A. to a maximum number of 100,083,437 ordinary shares; and
- B. by the condition that the minimum price which may be paid for an ordinary share is £0.01 and the maximum price which may be paid for an ordinary share is the higher of:
 - I. an amount equal to 105% of the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - II. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,

in each case, exclusive of expenses, such authority to expire at the end of the AGM of the Company to be held in 2024 or until 1 October 2024, whichever is sooner, provided in each case so that the Company may before that date enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

Resolution 21 - Authorise calling of general meetings on not less than 14 clear days' notice

To resolve as a special resolution that a general meeting other than an Annual General Meeting may be called on no fewer than 14 clear days' notice.



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Emily Reichwald

Company Secretary

Dr. Martens plc

13 July 2023