

SUPERDRY PLC

Unit 60, The Runnings, Cheltenham, Gloucestershire, United Kingdom GL51 9NW
Company number 07063562

CERTIFIED EXTRACT FROM THE MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SUPERDRY PLC HELD ON 11 SEPTEMBER 2018 AT 10.30AM

SPECIAL RESOLUTION 15

“That, if resolution 14 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares 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 in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Board otherwise consider necessary, but subject to such exclusions or other arrangements as the Board deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal value of £204,098.

Such authority to expire at the end of the AGM of the Company to be held in 2019 (or, if earlier, 15 months from the date of this resolution) 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.”

This resolution was voted on by poll, with the following result:

For: 67,797,962

Against: 1,182,940

As a majority of not less than 75% of members voted in favour of this resolution, who represented not less than 75% of the total voting rights of the members, the resolution was passed as a special resolution.

SPECIAL RESOLUTION 16

“That, if resolution 14 is passed, the Board be authorised in addition to any authority granted under Resolution 15 to allot equity securities (as defined in 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:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal value of £204,098; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other 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 the notice.

Such authority to expire at the end of the AGM of the Company to be held in 2019 (or, if earlier, 15 months from the date of this resolution) 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.”

This resolution was voted on by poll, with the following result:

For: 66,860,153

Against: 2,120,748

As a majority of not less than 75% of members voted in favour of this resolution, who represented not less than 75% of the total voting rights of the members, the resolution was passed as a special resolution.

SPECIAL RESOLUTION 17

“That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of s.693 of the Act) of its ordinary shares of 5 pence each in the capital of the Company, subject to the following conditions:

- a) the maximum number of ordinary shares authorised to be purchased is 8,163,931;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5 pence (being the nominal value of an ordinary share);
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);
- d) this authority shall expire at the close of the AGM of the Company to be held in 2019 (or, if earlier, 15 months from the date of this resolution);
- e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority; and
- f) all ordinary shares purchased pursuant to the said authority shall be either:
 - a. cancelled immediately upon completion of the purchase; or
 - b. held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.”

This resolution was voted on by poll, with the following result:

For: 68,839,639

Against: 145,033

As a majority of not less than 75% of members voted in favour of this resolution, who represented not less than 75% of the total voting rights of the members, the resolution was passed as a special resolution.

SPECIAL RESOLUTION 18

“That a general meeting (other than an AGM) may be called on not less than 14 clear days’ notice.”

This resolution was voted on by poll, with the following result:

For: 68,105,412

Against: 879,111

As a majority of not less than 75% of members voted in favour of this resolution, who represented not less than 75% of the total voting rights of the members, the resolution was passed as a special resolution.

IT IS HEREBY CERTIFIED THAT THE ABOVE IS A TRUE EXTRACT FROM THE MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SUPERDRY PLC HELD ON 11 SEPTEMBER 2018 AT 10.30AM



Signature: _____

Name of signatory: **Simon Callander**

Position: **Group General Counsel and Company Secretary**

Dated: **11 September 2018**