

SUPERDRY PLC
(the “**Company**”)
Company number 07063562

ORDINARY AND SPECIAL RESOLUTIONS

At the General Meeting of the Company duly convened and held at Unit 60 The Runnings, Cheltenham GL51 9NW at 9 am on Friday 14 June 2024 the following Resolutions were duly passed:

Resolution 1 – Ordinary resolution to give directors authority to allot shares in the Open Offer

THAT, in addition and without prejudice to all existing authorities, and subject to and conditional upon the passing of Resolutions 2 to 5 (inclusive) and 11, the directors be and are hereby generally and unconditionally authorised:

- (a) pursuant to section 551 of the Companies Act 2006 to exercise all of the powers of the Company to allot New Ordinary Shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company in connection with the Open Offer (“**Relevant Securities**”) up to an aggregate nominal amount of £6,864,596, provided that this authority shall expire on 14 September 2025, save that the directors may: (i) before such expiry make any offer or agreement which would or might require Relevant Securities to be allotted or rights to subscribe for or convert securities into Relevant Securities to be granted after such expiry; and (ii) allot Relevant Securities, or grant rights to subscribe for or convert securities into Relevant Securities, in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired; and
- (b) to issue, allot and/or sell New Ordinary Shares pursuant to (a) above at an issue price of £0.01 per New Ordinary Share, which is at an 87.5 per cent. discount to the Closing Price of the Existing Ordinary Shares.

Resolution 2 – Special resolution to disapply statutory pre-emption rights

THAT, in addition and without prejudice to all existing powers, and subject to and conditional upon the passing of Resolutions 1, 3, 4, 5 and 11, the directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the general authority conferred on the directors pursuant to the Resolution 1 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by Resolution 1, save that the Company may before such expiry make any offer or agreement which would or might require such equity securities to be allotted after such expiry, and the directors may allot such equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Resolution 5 – Special resolution to approve articles changes if the Open Offer is implemented

THAT, subject to and conditional upon the passing of Resolutions 1, 2, 3, 4 and 11, the Company implementing the Open Offer and the Delisting becoming effective, the regulations produced to the meeting and signed, for the purposes of identification, by the chair of the meeting, containing amendments principally consequential on the Capital Reorganisation and the Delisting, be adopted as the Company’s articles of association in substitution for the Current Articles.

Resolution 6 – Ordinary resolution to give directors authority to allot shares in the Placing

THAT, in addition and without prejudice to all existing authorities and subject to and conditional upon the passing of Resolutions 7 to 11 (inclusive), the directors be and are hereby generally and unconditionally authorised:

- (a) pursuant to section 551 of the Companies Act 2006 to exercise all of the powers of the Company to allot Ordinary Shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company in connection with the Placing (“**Relevant Securities**”) up to an aggregate nominal amount of £10,000,000, provided that this authority shall expire on 14 September 2025, save that the directors may: (i) before such expiry make

any offer or agreement which would or might require Relevant Securities to be allotted or rights to subscribe for or convert securities into Relevant Securities to be granted after such expiry; and (ii) allot Relevant Securities, or grant rights to subscribe for or convert securities into Relevant Securities, in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired; and

(b) to issue, allot and/or sell Ordinary Shares pursuant to (a) above at an issue price of £0.05 per Ordinary Share, which is at an 37.5 per cent. discount to the Closing Price of the Existing Ordinary Shares.

Resolution 7 – Special resolution to disapply statutory pre-emption rights

THAT, in addition and without prejudice to all existing powers and subject to and conditional upon the passing of Resolutions 6, 8, 9 and 11, the directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the general authority conferred on the directors pursuant to Resolution 6 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by Resolution 6, save that the Company may before such expiry make any offer or agreement which would or might require such equity securities to be allotted after such expiry, and the directors may allot such equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Resolution 10 – Special resolution to approve articles changes if the Placing is implemented

THAT, subject to and conditional upon the passing of Resolutions 6, 7, 8, 9 and 11, the Company implementing the Placing and the Delisting becoming effective, the regulations produced to the meeting and signed, for the purposes of identification, by the chair of the meeting, containing amendments principally consequential on the Delisting, be adopted as the Company's articles of association in substitution for the Current Articles.

Resolution 11 – Special resolution to approve the Delisting

THAT, subject to and conditional upon either:

(a) the passing of Resolutions 1 to 5 (inclusive); or
(b) the passing of Resolutions 6 to 9 (inclusive),

the directors be and are hereby authorised to apply for: (i) the cancellation of the listing of the Ordinary Shares on the premium listing segment of the Official List of the FCA and the admission of the Ordinary Shares to trading on London Stock Exchange plc's Main Market for listed securities; and (ii) do and/or procure to be done all such acts and/or things as they may consider necessary or desirable in connection therewith.

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Jennifer Richardson

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Signed by

Jennifer Richardson
Company Secretary
14 June 2024