



TUESDAY



A18 \*A88D4NLV\* 25/06/2019 #137  
COMPANIES HOUSE

## THE COMPANIES ACT 2006 PUBLIC COMPANY LIMITED BY SHARES

### RESOLUTIONS OF TED BAKER Plc

At the Annual General Meeting of Ted Baker Plc duly convened and held at 25 Charterhouse Square, London, EC1M 6AE on 11 June 2019, the following resolutions were duly passed:

#### ORDINARY RESOLUTIONS

15. THAT the Directors are generally and unconditionally authorised, in accordance with 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 such shares up to a maximum aggregate nominal amount of £742,754. This authority shall, unless renewed, varied or revoked by the Company, expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 31 July 2020), save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights in pursuance of any such offer or agreement as if the authority under this Resolution 15 had not expired. All authorities vested in the Directors on the date of this Notice of Annual General Meeting to allot shares and to grant rights that remain unexercised at the commencement of the meeting are revoked.

#### SPECIAL RESOLUTIONS

16. THAT, subject to Resolution 12 set out in this Notice of Annual General Meeting being passed, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined by section 560 of that Act) for cash, either pursuant to the authority conferred by Resolution 12 or by way of a sale of treasury shares, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

(A) the allotment of equity securities in connection with rights issues, open offers or other pre-emptive offers in favour of holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings or in accordance with the rights attaching thereto (but with such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates or other legal or practical problems in or under the laws of, or any requirements of, any recognised regulatory body or stock exchange, in any territory or as regards shares held by an approved depository or in issue in uncertificated form or otherwise howsoever); and

(B) the allotment of equity securities (otherwise than pursuant to sub-paragraph (A) above) up to a maximum aggregate nominal amount of £111,413;

such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 15 in this Notice of Annual General Meeting, save that the Company may, before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the

Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

17. THAT, subject to Resolution 15 set out in this Notice of Annual General Meeting being passed and in addition to the power contained in Resolution 16 set out in this Notice of Annual General Meeting, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined by section 560 of that Act) for cash, either pursuant to the authority conferred on them by Resolution 15 in this Notice of Annual General Meeting or by way of a sale of treasury shares, as if section 561(1) of that Act did not apply to any such allotment, provided that this power is:

(A) limited to the allotment of equity securities up to a maximum aggregate nominal amount of £111,413; and

(B) used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the Directors determine 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 this Notice of Annual General Meeting;

such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 15 in this Notice of Annual General Meeting, save that the Company may, before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

18. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.