



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 The Ugly Brown Building, 6a St Pancras Way, London NW1 0TB on 21 July 2020 at 11.00 am, the following resolutions were duly passed:

**ORDINARY RESOLUTIONS**

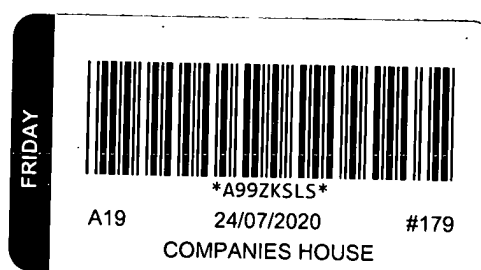
16. To increase the limit on the aggregate sum that may be paid per year as Non-Executive Directors' fees under article 93(A) of the Company's Articles of Association from £500,000 to £1,000,000.

17. 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 to convert any security into such shares, but so that:

- (a) the maximum amount of shares that may be allotted or made the subject of rights under this authority are shares with an aggregate nominal value of £3,045,678;
- (b) this authority shall (unless renewed, varied or revoked by the Company) expire at the close of business on 30 July 2021 or, if earlier, on the conclusion of the Company's next annual general meeting following the passing of this Resolution;
- (c) the Company may make any offer or agreement before such expiry 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 had not expired; and
- (d) all authorities vested in the Directors on the date of this Notice of Annual General Meeting to allot shares or to grant rights that remain unexercised at the commencement of the meeting are revoked.

**SPECIAL RESOLUTIONS**

18. That, subject to the passing of Resolution 17 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 in section 560 of that Act) for cash, either pursuant to the authority conferred by Resolution 17 set out 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 limited to:

- (a) the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of equity securities on the register on any fixed record date in proportion (as nearly as may be practicable) to their respective holdings or in accordance with the rights attaching thereto, subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such securities being represented by depositary receipts, treasury shares or any other legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
- (b) the allotment of equity securities (other than pursuant to sub-paragraph (a) above) up to a maximum aggregate nominal amount of £461,466,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 17 in this Notice of Annual General Meeting, save that, before the expiry of this power, the Company may 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 any such offer or agreement as if the power had not expired.

19. That, subject to the passing of Resolution 17 set out in this Notice of Annual General Meeting and in addition to the power contained in Resolution 18 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 in section 560 of that Act) for cash, either pursuant to the authority conferred on them by Resolution 17 set out 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 £461,466; 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,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 17 in this Notice of Annual General Meeting, save that, before the expiry of this power, the Company may 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 any such offer or agreement as if the power had not expired.

Company No. 3393836

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

Rita Pearson Zimbie  
Company Secretary  
21. 7. 2020