



THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF TED BAKER PLC

At the Annual General Meeting of the members of Ted Baker Plc (the "Company") duly convened and held on 28 July 2022, the following resolutions were duly passed:

ORDINARY RESOLUTION

12. That the Directors are generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 to:
- i. allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
 1. up to an aggregate nominal amount of £3,046,166; and
 2. comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of £3,046,166 (including within such limit any shares issued or rights granted under sub-paragraph (1) above) in connection with an offer by way of rights issue:
 - a. to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - b. to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems, in our under laws of, any territory or any other matter; for a period expiring (unless previously renewed, varied, or revoked by the Company in general meeting) at the close of business on 28 July 2023 or, if earlier, on the conclusion of the Company's next Annual General Meeting following the passing of this Resolution; and
 3. make an offer or arrangement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
- ii. subject to sub-paragraph (c), all existing authorities given to the Directors pursuant to section 551 of the Companies Act 2006 be revoked by this resolution; and
 - iii. sub-paragraph (b) shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.



SPECIAL RESOLUTIONS

13. That the Company and any company which is a subsidiary of the Company at the time this Resolution is passed or becomes a subsidiary of the Company at any time during the period for which this Resolution has effect, be generally authorised to:
 - a. make donations to political parties and independent election candidates not exceeding £100,000 in total;
 - b. make donations to political organisations other than political parties not exceeding £100,000 in total; and
 - c. incur political expenditure not exceeding £100,000 in total,provided that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £100,000. This authority shall expire at the close of business on 28 July 2023 or, if earlier, on the conclusion of the Company's next Annual General Meeting following the passing of this Resolution. Words and expressions used in this Resolution that are defined for the purpose of Part 14 of the Companies Act 2006 shall have the same meaning for the purpose of this Resolution.
14. That, subject to the passing of Resolution 12 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 12 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 £461,540,and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 12 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.
15. That, subject to the passing of Resolution 12 set out in this Notice of Annual General Meeting and in addition to the power contained in Resolution 14 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 12 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:

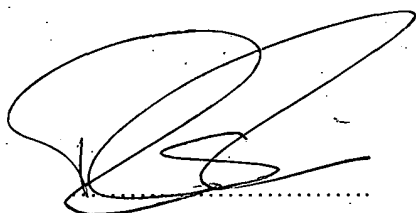
- a. limited to the allotment of equity securities up to a maximum aggregate nominal amount of £461,540; and
- b. used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the Directors determine 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 12 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.

16. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares in its capital, provided that:

- a. the maximum aggregate number of such shares that may be acquired under this authority is 18,461,616;
- b. the minimum price (exclusive of expenses) which may be paid for such a share is its nominal value;
- c. the maximum price (exclusive of expenses) which may be paid for such a share is an amount equal to the higher of: (i) 105% of the average market value of an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) the higher of the price of the last independent trade of an ordinary share in the Company and the highest current independent bid for an ordinary share in the Company on the trading venue where the purchase is carried out at the relevant time;
- d. this authority shall expire at the close of business on 28 July 2023 or, if earlier, on the conclusion of the Company's next Annual General Meeting following the passing of this Resolution; and
- e. before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

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



Company Secretary