

SUPERGROUP PLC
(Company number: 07063562)

WEDNESDAY



A17 08/10/2014 #187
COMPANIES HOUSE

RESULT OF MEETING

At the Annual General Meeting of Supergroup plc held at the Cheltenham Ladies' College, Bayshill Road, Cheltenham, Gloucestershire GL50 3EP on Friday 19 September 2014 the following resolutions were passed:

ORDINARY RESOLUTION

- A That pursuant to Article 6 of the Company's articles of association and section 551 of the Companies Act 2006 (the "Act"), the Board be authorised to allot relevant securities (as defined in the Act) or grant rights to subscribe for or to convert any securities into shares:

(a) up to a nominal amount of £1,349,356; and

(b) comprising equity securities (as defined in the Act) up to a nominal amount of £2,698,712 (including within such limit any shares issued under (a) above) in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and 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 Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Such authorities shall apply until the end of the AGM of the Company to be held in 2015 (or, if earlier, 15 months from the date of this resolution) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends and the Board may allot relevant securities under any such offer or agreement as if the authority had not ended. This resolution revokes and replaces all unexercised authorities previously granted to the Board to allot shares or grant rights for or to convert any securities into shares but without prejudice to any such allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

- B That, subject to and conditional on the passing of Resolution [A] and pursuant to Article 6 of the Company's articles of association, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by Resolution 16 or by way of a sale of treasury shares as if section 561(1) of the 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 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 Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors 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 up to an aggregate nominal value of £202,403

Such power shall apply until the end of the AGM of the Company to be held in 2015 (or, if earlier, 15 months from the date of this resolution) but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended

C 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 8,096,137;

(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 2015 (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:

(i) cancelled immediately upon completion of the purchase, or

(ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

ORDINARY RESOLUTION

D That the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and is hereby authorised to.

(a) make donations to political parties and independent election candidates,

(b) make donations to political organisations other than political parties, and

(c) incur political expenditure, during the period commencing on the date of this resolution and ending at the close of the AGM of the Company to be held in 2015, provided that in each case any such donations and expenditure made by the Company and any such subsidiary shall not exceed £40,000 per company and together with those made by any such subsidiary and the Company shall not in aggregate exceed £150,000 Any terms

used in this resolution which are defined in Part 14 of the Act shall bear the same meaning for the purposes of this resolution

SPECIAL RESOLUTION

- D That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice

Wendy Edwards

A handwritten signature in black ink, appearing to be 'Wendy Edwards', written in a cursive style.

Company Secretary