

COMPANY NO. 12960219

DR. MARTENS LIMITED
(the *Company*)

Private Company Limited by Shares

8 January 2021

WRITTEN RESOLUTION

The directors of the Company propose that the following resolutions (the ***Resolutions***) be passed as written resolutions of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolutions are proposed as special resolutions.

SPECIAL RESOLUTION

1. **THAT**, the Company be re-registered as a public limited company by the name of 'Dr. Martens plc', in accordance with section 90 of the Companies Act 2006 and the directors and the secretary of the Company are hereby authorised to take any and all steps, including the filing or publication of all the necessary notices, forms or returns to effect the re-registration of the Company.
2. **THAT**, subject to the re-registration of the Company as a public limited liability company, the draft articles of association in the form attached at the Annex to these Resolutions (the ***Re-registration Articles***) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, each a person entitled to vote on the Resolutions on 8 January 2021, hereby irrevocably agree to the Resolutions.



NOTES:

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **by hand:** delivering the signed copy to Victoria Stausholm, Dr. Martens, Camden Wharf, 28 Jamestown Rd, Camden Town, London NW1 7HW;
- **by post:** returning the signed copy by post to Victoria Stausholm, Dr. Martens, Camden Wharf, 28 Jamestown Rd, Camden Town, London NW1 7HW; or
- **by email:** by attaching a scanned copy of the signed document to an email and sending it to victoria.stausholm@drmartens.com.

2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

4. Unless, by 8 February 2021, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us by this date.