

COMPANIES ACT 2006  
SHAREHOLDER RESOLUTIONS

Company Number: 12960219

Company Name: Dr. Martens plc

On the 28<sup>th</sup> day of January 2021, the following resolutions were passed by the members:

ORDINARY RESOLUTION

Resolution 1: Ordinary resolution to grant the directors authority to allot shares

THAT, subject to and conditional upon Admission:

(a) the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the Act) to:

(i) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

(A) up to an aggregate nominal amount of £3,333,333; and

(B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £6,666,666 (including within such limit any shares or rights issued under paragraph (A) above) in connection with an offer by way of a rights issue:

(I) to holders of ordinary shares in proportion (as nearly as practicable) to their existing holdings; and

(II) to people who are holders of other equity securities if this is required by the rights of those equity securities, or if the directors of the Company consider it necessary, as permitted by the rights of those equity 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, or under the 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 end of the next annual general meeting of the Company (or, if earlier, at the close of business on 28 April 2022); and

(ii) subject to the limits set out in paragraph (i) above, make an offer or agreement 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;

- (b) subject to paragraph (c) below, all existing authorities given to the directors pursuant to section 551 of the Act be revoked by this resolution; and
- (c) paragraph (b) above 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

##### Resolution 5: Special resolution to dis-apply pre-emption rights

THAT, subject to and conditional upon Admission and subject to the passing of Resolution 1 in the notice of the meeting and in place of all existing powers, the directors of the Company be generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in the Act) in the Company for cash pursuant to the authority conferred by Resolution 1 in the notice of the meeting as if section 561 of the Act did not apply to such allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 28 April 2022, but the Company may before such expiry make an 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 that offer or agreement as if this power had not expired;
- (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 1(a)(i)(B), by way of a rights issue only):
  - (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to people who hold 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 arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (c) in the case of the authority granted under Resolution 1(a)(i)(A), such authority shall be limited to the allotment of equity securities for cash (otherwise than pursuant to paragraph (b) above) up to an aggregate nominal amount of £500,000.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if, in the first paragraph of this resolution, the words “pursuant to the authority conferred by Resolution 1 in the notice of the meeting” were omitted.

**Resolution 6: Special resolution to dis-apply pre-emption rights for acquisition and specified capital investments**

THAT, subject to the passing of Resolution 1 and Resolution 5 in the notice of the meeting and in addition to any power given to them pursuant to Resolution 5 in the notice of the meeting, the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by Resolution 1 in this notice of meeting, as if section 561(1) of the Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 28 April 2022), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) in the case of the authority granted under Resolution 1(a)(i)(A) shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £500,000 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months 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 the notice of the meeting.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if, in the first paragraph of this resolution, the words “pursuant to the authority conferred by Resolution 1 in the notice of the meeting” were omitted.

**Resolution 7: Special resolution to grant the directors authority to make market purchases**

THAT, subject to and conditional upon Admission, the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares, subject to the following conditions:

- (a) the maximum number of ordinary shares in the Company authorised to be purchased is 100,000,010;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share in the capital of the Company is the nominal value of that share;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share in the capital of the Company is the higher of:
  - (i) an amount equal to 105% of the average 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 in the capital of the Company and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) this authority shall expire at the close of the next annual general meeting of the Company or 18 months from the date of this resolution (whichever is earlier); and
- (e) a contract to purchase shares under this authority may be made before the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

**Resolution 8: Special resolution to authorise general meetings to be held on short notice**

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

**Resolution 10: Special resolution to redesignate shares**

THAT each A ordinary share of nominal value £1.00 each in the issued share capital of the Company be redesignated as 1 ordinary share of nominal value £1.00 and each B ordinary share of nominal value £1.00 each in the issued share capital of the Company be redesignated as 1 ordinary share of nominal value £1.00 (together, the Redesignations) such that following the Redesignations, there will be 10,000,001 ordinary shares of nominal value £1.00 each in the issued share capital of the Company, such ordinary shares ranking pari passu, in each case, for voting purposes, any entitlement to a dividend and in respect of rights to capital (including on a winding up).