



# NOTICE OF ANNUAL GENERAL MEETING 2024

To be held at Holiday Inn London-Camden Lock,  
30 Jamestown Road, Camden, NW1 7BY on  
Thursday 11 July 2024 at 9.30am (BST)

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR  
IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have sold or otherwise transferred all your shares in Dr. Martens plc, please forward this document and accompanying documents (except any personalised form of proxy, if applicable) to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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## NOTICE OF ANNUAL GENERAL MEETING 2024



### DEAR SHAREHOLDER

I have the pleasure of writing to you with details of Dr. Martens plc's Annual General Meeting (AGM), which will be held on Thursday 11 July 2024 at Holiday Inn London-Camden Lock, 30 Jamestown Road, Camden, London, NW1 7BY. The meeting will commence at 9.30am (BST).

The formal Notice of Meeting (the 'Notice') follows this letter and sets out details of each of the resolutions to be proposed for shareholder approval, together with detailed explanatory notes relating to each individual resolution. Additional useful notes for shareholders wishing to issue proxy voting instructions can be found on pages 9 and 10 of this Notice.

#### Meeting attendance

**We would appreciate it if shareholders planning to attend the meeting notify us in advance by email to [company.secretariat@drmartens.com](mailto:company.secretariat@drmartens.com) by 9 July 2024.** This will enable us to make the necessary arrangements to comfortably accommodate shareholders at our venue.

#### How to vote

Your votes are important to us. You can cast your votes in advance of the meeting in the following ways:

- online by logging on to our Registrar Equiniti's website, [shareview.co.uk](https://www.shareview.co.uk);
- via the electronic proxy appointment service offered by Euroclear UK & Ireland Limited for members of CREST; or
- by completing and returning a paper proxy form.

Details of how to submit your proxy vote by post, online or through CREST are set out on pages 9 and 10 of this Notice.

We recommend that shareholders intending to vote by proxy nominate the Chair of the meeting as their proxy. Doing so will ensure that your shares are voted on your behalf at the meeting and in accordance with your voting instructions.

All of the resolutions at the AGM will be taken on a poll vote. The results of the AGM will be notified to the London Stock Exchange and posted on our website, [www.drmartensplc.com](https://www.drmartensplc.com), as soon as possible after the AGM, along with details of the business conducted at the AGM.

#### Remuneration Policy

Resolution 3 proposes the approval of the Directors' Remuneration Policy (the 'Policy'), which sets out the Company's policy relating to the Directors' remuneration. No significant changes are recommended to the Policy, which was previously approved by shareholders at the AGM in 2021. More details regarding the proposed Directors' Remuneration Policy and the consultation process undertaken by the Remuneration Committee during FY24 can be found on pages 117 and 120 to 123 of the Annual Report.

#### Election and re-election of Directors

There were a number of changes to the Board implemented or announced during FY24. We formally welcomed Andrew Harrison to the Board as an Independent Non-Executive Director in May 2023. Andrew is a seasoned Non-Executive Director with significant prior experience as a Chief Executive Officer. He joined the Audit and Risk, Nomination and Remuneration Committees on his appointment, with Ian Rogers stepping down from the latter on 1 May.

In November 2023, we announced that Giles Wilson would join Dr. Martens as our new Chief Financial Officer, succeeding Jon Mortimore who retired in March 2024 with the sincere thanks and best wishes of the Board and wider organisation after nearly eight years with the business. Giles joined the Board on 13 May 2024 and will be seeking election for the first time at the AGM.

Also in November 2023, we announced that Ije Nwokorie would be joining the business permanently as Chief Brand Officer. Ije commenced this new role in February 2024, stepping down from the Board at that time after three years as an Independent Non-Executive Director.

Subsequent to the year end, in April 2024 we announced that FY25 would be Kenny Wilson's last as Chief Executive Officer and that he would be succeeded by Ije Nwokorie before the end of that financial year. Kenny will therefore be seeking re-election at the 2024 AGM. Ije will rejoin the Board later in the year when he assumes his new role and will seek election at next year's AGM.

All Directors will stand for election or re-election at the AGM, in line with the provisions of the UK Corporate Governance Code. Full biographies of each Director standing for election or re-election can be found in Annex 2 on pages 12 to 14 of this Notice and on our website, [www.drmartensplc.com](https://www.drmartensplc.com). The Board considers that each Director is fully effective and committed to his or her role and is pleased to recommend their election or re-election at the AGM.

#### Final dividend

The Board operates a progressive dividend policy that reflects the long-term earnings and cash flow potential of the Group, taking into account the Group's financial performance, market conditions and need for financial flexibility. Its policy takes into consideration the characteristics of our business, our expectations for future cash flows and our plans for organic investment in innovation and productivity.

In line with this policy, the Board is recommending, under Resolution 4, a final dividend for the year ended 31 March 2024 of 0.99 pence per share, which, subject to approval by shareholders, will become due and payable on 1 October 2024 to shareholders named on the Register of Members at the close of business on 30 August 2024.

#### Recommendation

The Board believes that all the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and are therefore likely to promote the success of the Company. The Board recommends that you vote in favour of each of the resolutions being proposed at the AGM, as the Directors intend to do in respect of their own beneficial shareholdings.

#### How to ask questions

We encourage shareholders who wish to do so to submit any questions for the Board that relate to the resolutions being proposed at the AGM by email to [company.secretariat@drmartens.com](mailto:company.secretariat@drmartens.com) by 9 July 2024. This will enable the Board to answer as many shareholder questions as possible. We will publish a list of answers to any questions received that relate to the business of the AGM at [www.drmartensplc.com](https://www.drmartensplc.com) shortly after the meeting.

Thank you for your continued support of Dr. Martens.

Yours faithfully,

**Emily Reichwald**  
Company Secretary

[drmartensplc.com](https://www.drmartensplc.com)

Dr. Martens plc

drmartensofficial

**DR. MARTENS PLC**

Company number: 12960219

**NOTICE OF MEETING 11 JULY 2024**

Notice is hereby given that the Annual General Meeting of Dr. Martens plc (the ‘Company’) will be held at Holiday Inn London-Camden Lock, 30 Jamestown Road, Camden, London, NW1 7BY, United Kingdom on Thursday 11 July 2024 at 9.30am (the ‘AGM’) for the purposes set out below.

You will be asked to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions, and Resolutions 17 to 20 (inclusive) will be proposed as special resolutions.

**1. Reports and Accounts**

To receive the Strategic Report, Directors’ Report, and the audited accounts for the financial year ended 31 March 2024, together with the report of the auditor.

**2. Directors’ Remuneration Report**

To receive and to approve the Directors’ Remuneration Report for the year ended 31 March 2024, as set out on pages 116 to 133 of the Annual Report, on an advisory basis.

**3. Directors’ Remuneration Policy**

To approve the Directors’ Remuneration Policy, as set out in the Directors’ Remuneration Report on pages 120 to 123 of the Annual Report.

**4. Final dividend**

To declare a final dividend of 0.99p per share for the year ended 31 March 2024, as recommended by the Directors.

**5-12. Election and re-election of Directors**

To elect and re-elect the following Directors who are seeking election or annual re-election in accordance with the UK Corporate Governance Code:

- 5. Giles Wilson**
- 6. Paul Mason**
- 7. Kenny Wilson**
- 8. Andrew Harrison**
- 9. Ian Rogers**
- 10. Lynne Weedall**
- 11. Robyn Perriss**
- 12. Tara Alhadeff**

➔ **TO VIEW OUR FULL BOARD BIOGRAPHIES, SEE ANNEX 2 ON PAGES 12 TO 14 OF THIS NOTICE AND AT WWW.DRMARTENSPLC.COM**

**13. Re-appointment of auditors**

To resolve that PricewaterhouseCoopers LLP be, and is hereby, re-appointed as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

**14. Auditor’s remuneration**

To resolve that the Audit and Risk Committee be authorised to determine the remuneration of the auditor on behalf of the Board.

**15. Political donations**

To resolve that, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and any company which, at any time during the period for which this Resolution has effect, is or becomes a subsidiary of the Company, be and are hereby authorised to:

- (A) make political donations to political parties and/or independent election candidates, not exceeding £100,000 in total;
- (B) make political 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 aggregate amount of any such donations and expenditure under paragraphs (A), (B) and (C) shall not exceed £100,000, during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the Company’s AGM to be held in 2025 or on 1 October 2025, whichever is sooner.

For the purpose of this Resolution the terms ‘political donations’, ‘political parties’, ‘independent election candidates’, ‘political organisations’ and ‘political expenditure’ have the meanings set out in sections 363 to 365 of the Companies Act 2006.

**16. Directors’ authority to allot shares**

To resolve that the Directors be and are hereby authorised generally and unconditionally pursuant to 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 convert any security into shares in the Company:

- (A) up to an aggregate nominal amount of £3,206,573.67 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and

(B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £6,413,147.35 (such amount to be reduced by any allotments made under paragraph (A) above) in connection with a pre-emptive offer,

such authorities to expire at the conclusion of the AGM of the Company to be held in 2025 or on 1 October 2025, whichever is sooner, unless previously revoked or varied by the Company, and such authority shall extend to the making before such expiry of an offer or an agreement that would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this Resolution:

- (I) ‘pre-emptive offer’ means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings; and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- (II) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

**17. General disapplication of pre-emption rights**

To resolve as a special resolution that, subject to the passing of Resolution 16, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority be limited to:

- (A) allotments in connection with a pre-emptive offer; and
- (B) otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £961,972.10; and

(C) otherwise than under paragraphs (A) and (B) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (B) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the AGM of the Company to be held in 2025 or on 1 October 2025, whichever is sooner (unless previously renewed, revoked or varied by the Company in general meeting), provided that in each case the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (I) ‘pre-emptive offer’ has the same meaning as in Resolution 17;
- (II) references to an allotment of equity securities shall include a sale of treasury shares; and
- (III) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

**18. Additional disapplication of pre-emption rights for acquisitions and other capital investments**

To resolve as a special resolution that, subject to the passing of Resolution 16, the Directors be authorised in addition to any authority granted under Resolution 17 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 16 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority be limited to:

(A) allotments up to an aggregate nominal amount of £961,972.10, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or a specified 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; and

(B) otherwise than under paragraph (A) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 Meeting,

such authority to expire at the conclusion of the AGM of the Company to be held in 2025 or on 1 October 2025, whichever is sooner (unless previously renewed, revoked or varied by the Company in general meeting), provided that in each case the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, references to an allotment of equity securities shall include a sale of treasury shares.

**19. Company’s authority to purchase its own shares**

To resolve as a special resolution that the Company is authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of £0.01 each (‘ordinary shares’), such authority to be limited:

- (A) to a maximum number of 96,197,210 ordinary shares; and
- (B) by the condition that the minimum price which may be paid for an ordinary share is £0.01 and the maximum price which may be paid for an ordinary share is the higher of:

- (i) an amount equal to 105% of the average market value of an ordinary share for the five business days immediately preceding the day on which that 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 on the trading venues where the purchase is carried out,

in each case, exclusive of expenses, such authority to expire at the end of the AGM of the Company to be held in 2025 or on 1 October 2025, whichever is sooner, provided in each case so that the Company may before that date enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

**20. Calling of general meetings on 14 days’ notice**

To resolve as a special resolution that a general meeting other than an Annual General Meeting may be called on no fewer than 14 clear days’ notice.

By order of the Board



**Emily Reichwald**  
Company Secretary  
London, 29 May 2024

**Registered office**  
28 Jamestown Road,  
Camden, London,  
NW1 7BY, United Kingdom

Registered in England and Wales No. 12960219



## EXPLANATORY NOTES TO THE RESOLUTIONS

### 1. Receive the reports and accounts

The Board asks that shareholders receive the Strategic Report, Directors' Report, and the audited accounts for the financial year ended 31 March 2024, together with the report of the auditor.

### 2. Approval of the Directors' Remuneration Report

The Directors' Remuneration Report sets out the pay and benefits received by each of the Directors for the year ended 31 March 2024. This vote is advisory in nature and the Directors' entitlement to remuneration is not conditional on it.

### 3. Approval of the Directors' Remuneration Policy

Resolution 3 seeks shareholder approval for the Directors' Remuneration Policy (the 'Policy'), which is set out on pages 120 to 123 of the Annual Report. It sets out the Company's policy on remuneration and potential payments to Directors going forward. The Company will not be able to make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director unless that payment is in accordance with the Policy or has been approved separately by shareholders. The vote on the Policy is binding on the Company. If approved, the Policy will remain in effect for the next three years effective from the date of this AGM, except in the event that a change of policy is proposed or the advisory vote on the Remuneration Report is not passed in any year subsequent to the approval of the Policy.

### 4. Approval of the final dividend

The proposal recommended by the Directors in this Resolution is 0.99 pence for each ordinary share. If approved by shareholders, this final dividend for the financial year ended 31 March 2024 will become due and payable on 1 October 2024 to shareholders named on the Register of Members as at the close of business on 30 August 2024.

### 5-12. Election and re-election of Directors

Giles Wilson is standing for election at this year's AGM following his appointment to the Board on 13 May 2024. In accordance with the UK Corporate Governance Code 2018 (the 'Code') and the Company's Articles of Association, all other Directors are standing for re-election at the AGM this year.

Resolutions 8 to 11 (inclusive) relate to the re-election of Andrew Harrison, Ian Rogers, Lynne Weedall and Robyn Perriss, who are the Directors that the Board has determined are Independent Non-Executive Directors for the purposes of the Code (the 'Independent Non-Executive Directors'). As set out on pages 98 and 110 of the Annual Report, Paul Mason and Tara Alhadeff are not considered by the Board to meet the specific independence criteria set out in the Code. Paul Mason has held various roles within the Group and Tara Alhadeff was appointed as a Non-Executive Director of the Company by its largest (and, for the purposes of the Listing Rules, controlling) shareholder, IngreLux S.à.r.l., pursuant to the terms of its relationship agreement with the Company.

In compliance with the Listing Rules relating to controlling shareholders, the re-election of our Independent Non-Executive Directors must be approved by a majority of both:

- the shareholders of the Company; and
- the independent shareholders of the Company (that is shareholders other than IngreLux S.à.r.l. and its concert parties).

For the purposes of the Listing Rules, IngreLux S.à.r.l. is a controlling shareholder of the Company. A controlling shareholder means any person who exercises, or controls on their own, or together with any person with whom they are acting in concert, 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company.

Resolutions 8 to 11 (inclusive) are proposed as ordinary resolutions and can be voted on by all shareholders of the Company. However, in addition to this, the votes cast by independent shareholders will be counted separately in order to assess whether the second tier of the test is satisfied.

In accordance with the Listing Rules, if any of Resolutions 8 to 11 are not approved by a majority of both shareholders of the Company and independent shareholders of the Company, the failed resolution may be put to shareholders of the Company, at a general meeting, which must be held between 90 and 120 days from the date of the original vote. In such circumstances, any Independent Non-Executive Director(s) whose appointment has not been approved by both shareholders of the Company and independent shareholders of the Company will be treated as having been re-elected from the date of the original vote until either the date when they are re-elected, being the date of the subsequent general meeting, or the date of any announcement by the Board that the Independent Non-Executive Director(s) does not intend to stand for re-election. If a subsequent general meeting does not take place, the appointment will be treated as ceasing 120 days from the date of the original vote. If a subsequent general meeting does take place and the further resolution is approved, the Independent Non-Executive Director(s) will be treated as having been re-elected until the following AGM of the Company.

However, if at a subsequent general meeting the further resolution fails, the Independent Non-Executive Director(s) appointment will cease on that date.

The Listing Rules require companies with a controlling shareholder to make the following additional disclosures about each Independent Non-Executive Director's relationships, independence, effectiveness and appointments:

#### RELATIONSHIPS AND TRANSACTIONS:

The Company has received confirmation from each of the Independent Non-Executive Directors that there are no existing or previous relationships, transactions or arrangements between any of the Independent Non-Executive Directors and the Company, its Directors, any controlling shareholder or any associate of a controlling shareholder.

#### EFFECTIVENESS:

The Board believes that each of the Independent Non-Executive Directors continues to demonstrate commitment to his or her role and is an effective member of the Board.

#### INDEPENDENCE:

Each year the Board performance evaluations will consider the independence of each member of the Board. The Board believes that each Independent Non-Executive Director remains independent in character and judgement, and that there are no relationships or circumstances that are likely to affect, or appear to affect, his or her judgement.

#### SELECTION:

As disclosed in the report of the Nomination Committee on pages 108 to 115 of the Annual Report, the Nomination Committee aims to ensure that the Board remains balanced, knowledgeable and diverse in order to meet the needs of the Company. The Nomination Committee will draw candidates from its internal and external network, taking into account, where appropriate, recommendations from shareholders and external recruitment consultants.

The Directors believe that the Board as a whole comprises an appropriate balance of knowledge, skills and experience and that each of the Directors standing for re-election continues to show the necessary commitment to be an effective member of the Board. Biographical details of all Directors are available in Annex 2 on pages 12 to 14 of this Notice. These include details of each Director's skills, competencies and experience and illustrate why the Board is satisfied that each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

### 13 & 14. Re-appointment and remuneration of auditor

On the recommendation of the Audit and Risk Committee, the Board proposes in Resolution 13 that PricewaterhouseCoopers LLP be re-appointed as auditor of the Company.

Resolution 14 proposes that the Audit and Risk Committee be authorised to determine the level of the auditor's remuneration.

### 15. Authority to make political donations

The Companies Act 2006 prohibits companies from making any political donations to political organisations or independent candidates, or incurring political expenditure, unless authorised by shareholders in advance.

The Company does not make, and does not intend to make, any such donations or incur such expenditure within the normal meanings of those expressions. However, the definitions of political donations, political organisations and political expenditure in the Companies Act 2006 Act are broad and, as a result, can capture activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform.

Accordingly, and in line with common practice, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Companies Act 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations or in political expenditure being incurred.

The Board is therefore seeking authority to make political donations and to incur political expenditure not exceeding £100,000 in total. The proposed authority will expire at the next AGM of the Company to be held in 2025 or on 1 October 2025, whichever is sooner.

### 16. Powers to allot shares

Paragraph (A) of this Resolution would give the Directors the authority to allot ordinary shares of the Company up to an aggregate nominal amount equal to £3,206,573.67 (representing 320,657,367 ordinary shares of £0.01 each). This amount represents approximately one-third (33.33%) of the Company's issued share capital as at 29 May 2024, the latest practicable date before the publication of this Notice.

In line with guidance issued by the Investment Association (IA), paragraph (B) of this Resolution would give the Directors authority to allot ordinary shares in connection with a pre-emptive offer up to an aggregate nominal amount equal to £6,413,147.35 (representing 641,314,735 ordinary shares of £0.01 each), as reduced by the nominal amount of any shares issued under paragraph (A) of this Resolution.

This amount (before any reduction) represents approximately two-thirds (66.66%) of the issued ordinary share capital of the Company as at 29 May 2024, the latest practicable date before the publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this Resolution will expire at the conclusion of the Company's AGM in 2025 or on 1 October 2025, whichever is sooner. The Directors have no present intention to exercise either of the authorities sought under this Resolution except, under paragraph (A), to satisfy options under the Company's employee share schemes; however, the Board wishes to ensure that the Company has maximum flexibility in managing the Group's capital resources.

As at the date of this Notice, no shares are held by the Company in treasury.

### 17 & 18. Authority to disapply pre-emption rights

Resolutions 17 and 18 are proposed as special resolutions. Under section 561 of the Companies Act 2006, if the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), these shares must first be offered to existing shareholders pro rata to their holdings.

However, there may be occasions when the Directors require the flexibility to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders, which cannot be done unless shareholders have first waived their pre-emption rights. The purpose of Resolutions 17 and 18 is to enable shareholders to waive their pre-emption rights to give the Directors such flexibility, in line with the limits set by the guidance of the UK's Pre-Emption Group and supported by the Pensions and Lifetime Savings Association and by the Investment Association as representatives of share owners and investment managers.

Resolution 17 empowers the Directors to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings. If approved, paragraphs (A) and (B) of Resolution 17 will authorise the Directors to issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash up to an aggregate nominal amount of £961,972.10 representing 96,197,210 ordinary shares of £0.01 each which includes the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash. This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company as at 29 May 2024, being the latest practicable date before the publication of this Notice.

The purpose of paragraph (A) of Resolution 18 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 16, or sell treasury shares for cash, without first being required to offer such securities to existing shareholders, up to a further nominal amount of £961,972.10 (representing 96,197,210 ordinary shares of £0.01 each), representing approximately 10% of the issued ordinary share capital of the Company as at 29 May 2024, being the latest practicable date before the publication of this Notice. The authority granted by this Resolution, if passed, will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue.

The authority granted by paragraph (A) of Resolution 18 would be in addition to the general authority to disapply pre-emption rights under paragraphs (A) and (B) of Resolution 17. The maximum aggregate nominal value of equity securities which could be allotted if both authorities were used would be £1,923,944.20, which represents approximately 20% of the issued ordinary share capital of the Company as at 29 May 2024, being the latest practicable date before the publication of this Notice.

The Statement of Principles, which was published by the Pre-Emption Group in November 2022, introduces the concept of 'follow-on' offers to help existing and retail investors to participate in equity issues. This is in line with the recommendations for improving capital raising processes which were made by the UK Secondary Capital Raising Review in July 2022.

The purpose of paragraph (C) of Resolution 17 and paragraph (B) of Resolution 18 is to give the Directors the flexibility to make a follow-on offer. This wording has been drafted in accordance with the template resolutions published by the Pre-Emption Group in November 2022.

The features of follow-on offers which are set out in the Statement of Principles (in Part 2B, paragraph 3) include an individual monetary cap of not more than £30,000 per ultimate beneficial owner, limits on the number of shares issued in any follow-on offer (not more than 20% of the number issued in the placing), and limits on the price (equal to, or less than, the offer price in the placing). The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles for any follow-on offers made, as far as practicable.

The maximum amount which can be issued in a follow-on offer is £384,788.84. This amount is in addition to the amounts authorised for the general use authority and authority for acquisitions and specified capital investments described above, and, in total, is equivalent to 4% of the total issued ordinary share capital of the Company as at 29 May 2024, being the latest practicable date before the publication of this Notice.

The Directors intend to follow the shareholder protections set out in Section 2B of the Pre-Emption Group's Statement of Principles and, for any follow-on offer made, the expected features set out in paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles.

Resolutions 17 and 18 have been drafted in line with the template resolutions published by the Pre-Emption Group in November 2022.

The Directors have no current intention to allot shares except in connection with employee share schemes. These authorities will expire at the conclusion of the Company's AGM in 2025 or on 1 October 2025, whichever is sooner.

### 19. Authority for the Company to purchase its own shares

Resolution 19 seeks authority for the Directors to purchase up to 96,197,210 ordinary shares which, at 29 May 2024 (being the latest practicable date before the publication of this Notice), represented 10% of the Company's issued share capital.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Company currently holds no shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is £0.01. The maximum price, exclusive of expenses, that may be paid for an ordinary share is the higher of:

- (i) an amount equal to 105% of the average market value for an ordinary share for the five business days immediately preceding the date of the purchase; and
- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

As at the latest practicable date prior to publication of this Notice, there were no outstanding warrants or options to subscribe for ordinary shares.

### 20. Notice of general meeting

In accordance with the Companies Act 2006, the notice period for general meetings (other than an AGM) is 21 clear days' notice unless the Company:

- (i) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- (ii) offers the facility for all shareholders to vote by electronic means.

This shorter notice period would not be used as a matter of routine, but only in circumstances where time-sensitive matters merit the flexibility afforded by the shorter notice period and it is thought to be in the interests of shareholders as a whole.

Resolution 20 seeks such approval and, should it be approved, will be valid until the end of the next AGM.

1. Biographies of the Directors seeking election or re-election are given in Annex 2 on pages 12 to 14 of this Notice, including membership of the principal Committees. The terms of the current Directors' service contracts are such that all Executive Director appointments may be terminated by both the Company and the individual giving nine months' notice; Independent Non-Executive Directors have agreements for service which can be terminated on three months' notice by either party; the Chairman has an agreement for service which requires six months' notice by either party; Tara Alhadeff's appointment is governed by the terms of the Company's relationship agreement with its largest (and, for the purposes of the Listing Rules, controlling) shareholder, IngreLux S.à.r.l, pursuant to which IngreLux S.à.r.l is entitled to appoint one Non-Executive Director to the Board (and, on provision of written notice to the Company, to remove from office any such person so appointed and appoint another person in that person's place) for so long as it (together with its associates) continues to control the exercise of, in aggregate, 10% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company. Tara's agreement for service can be terminated by her on three months' notice.
2. Registered shareholders: Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. Members may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional proxy forms (to appoint more than one proxy), please contact our Registrar on +44 (0)371 384 2030 (please use the country code when contacting Equiniti from outside the UK) or, alternatively, you may photocopy the proxy form enclosed with your paper copy of this Notice, if you received one. Please indicate the number of shares in relation to which each proxy is authorised to act in the box below the proxy holder's name. Please also indicate if the instruction is one of multiple instructions being given, and if a proxy is being appointed for less than your full

entitlement, please enter the number of shares in relation to which each such proxy is entitled to act in the box below the relevant proxy holder's name. The proxy form accompanying this Notice assumes you wish to vote on all your shares in the same way. To vote only part of your holding or to vote some shares one way and some another, please contact the shareholder helpline. All proxy forms must be signed and should be returned together.

3. If you would like to submit your vote electronically in advance of the AGM, please visit [www.shareview.co.uk](http://www.shareview.co.uk). You will need to create an online portfolio using your Shareholder Reference Number. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote and follow the on-screen instructions. Your vote must be submitted by no later than 9.30am on Tuesday 9 July 2024. Alternatively, if you have already registered with the Registrar's online portfolio service, Shareview, you can submit your proxy electronically by logging onto your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your user ID and password. You are advised to read the terms and conditions of use. If you return paper and electronic instructions, those received last by the Registrar before 9.30am on Tuesday 9 July 2024 will take precedence. Electronic communication facilities are available to all shareholders and those that use them will not be disadvantaged.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).
5. To be valid, any proxy form or other instrument appointing a proxy must be received by post (during normal business hours only) or by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 9.30am on Tuesday 9 July 2024.
6. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in paragraph 13 of this section) will not prevent a shareholder attending the AGM and voting in person or electronically if he/she/they wishes to do so.
7. Indirect shareholders: Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
8. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 to 6 does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
9. To be entitled to attend, speak and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be entered on the Register of Members of the Company by 6.30pm on Tuesday 9 July 2024 (or, in the event of any adjournment, 6.30pm on the date which is two working days prior to the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.
10. The following documents are available for inspection during normal business hours at the Company's registered office: 28 Jamestown Road, Camden, London, NW1 7BY, United Kingdom and at the AGM from 15 minutes before the meeting:
  - (i) Copies of the Executive Directors' service contracts.
  - (ii) Copies of the Non-Executive Directors' letters of appointment.
  - (iii) Copies of the Directors' Deeds of Indemnity.
  - (iv) A copy of the Articles of Association of the Company.
11. Shareholders are advised that, unless otherwise specified, the telephone numbers, website and email addresses set out in this Notice or proxy forms are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's AGM.

12. As at 29 May 2024 (the latest practicable date before the publication of this Notice) the Company's issued share capital consists of 961,972,102 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 29 May 2024 are 961,972,102.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members or other CREST-sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST proxy instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST manual (available via [euroclear.com](http://euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by 9.30am on Tuesday 9 July 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her/their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
16. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
17. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Registrar, Equiniti Limited. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 9.30am on Tuesday 9 July 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
18. Any corporation that is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
19. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
- the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
  - any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the

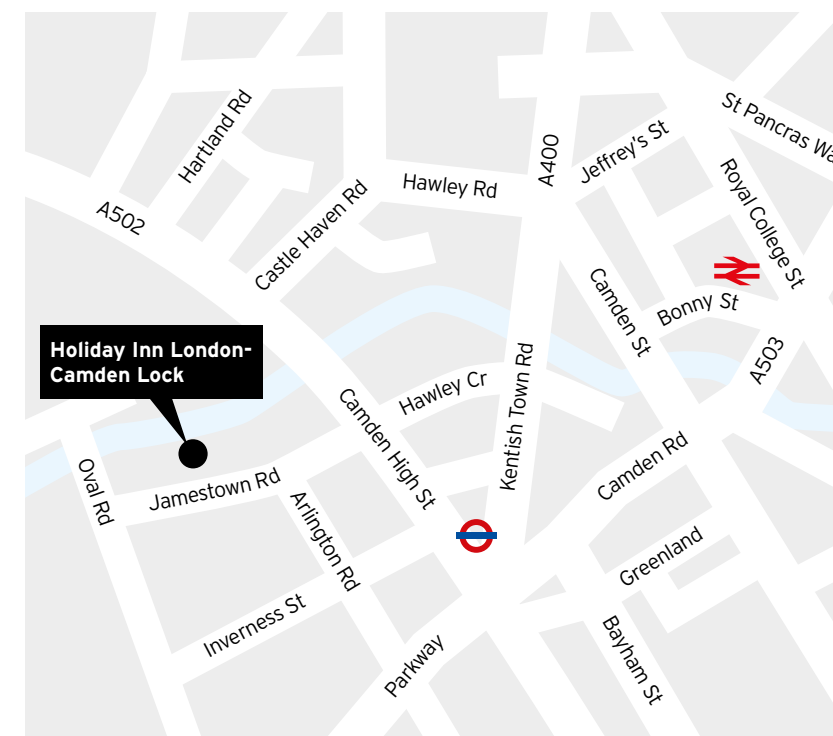
statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

20. Any member attending the meeting has the right to ask questions. The Company must have cause to answer any such question relating to the business being dealt with at the meeting but no such answer need be given if:
- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
21. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.drmartensplc.com](http://www.drmartensplc.com).
22. Please see the letter dated 29 May 2024 from the Company Secretary on pages 2 to 3 of this Notice for further explanatory notes.

**MAP AND DIRECTIONS**

**Holiday Inn London-Camden Lock,  
30 Jamestown Road, Camden, NW1 7BY**

Located only 5 minutes on the tube from Kings Cross St Pancras or Euston. The closest underground station is Camden Town (on the Northern Line – both Bank and Charing Cross branches). The Overground also runs into Camden Road and is located 5 minutes walking distance from the Holiday Inn. We are also conveniently located just outside the congestion zone.



**OFF-SITE PARKING:**  
Curnock Estate Car Park  
38/40 Pratt Street  
London NW1 0LY  
+44(0)20 7388 4656  
(subject to availability)

**NEAREST PUBLIC TRANSPORT STATIONS:**  
Train: Euston  
(approx. 20 minute walk)  
Kings Cross/St Pancras  
(approx. 27 minute walk)  
Tube: Camden Town  
(Northern Line, approx. 4 minute walk)  
Overground: Camden High Street  
(approx. 8 minute walk)



## DIRECTORS BIOGRAPHIES

**PAUL MASON**

Chair

Joined: September 2015

**Experience:**

Having chaired six consumer businesses during his varied career, Paul brings a wealth of experience in retail and consumer brand businesses. Paul's executive career within the retail sector includes Chief Executive Officer of Somerfield PLC, European President of Levi Strauss & Co and Chief Executive Officer of Matalan and Asda.

**How Paul supports the Company's strategy and long-term success:**

Paul has extensive corporate knowledge of Dr. Martens from when it was a private company through to its transition as a listed business. This, together with his breadth of experience acquired over the course of his career, positions him to offer valuable strategic and operational insight and robust challenge to the Board.

His open, engaging and inclusive leadership style encourages transparency and the sharing of diverse perspectives within the Boardroom and open dialogue with the Company's key stakeholders. In FY24, this was particularly apparent in Paul's engagement with investors to understand their concerns against a backdrop of disappointing trading and macroeconomic uncertainty.

**KENNY WILSON**

Chief Executive Officer

Appointed: July 2018

**Experience:**

With more than three decades of experience in developing and expanding global consumer brands, Kenny led the transformation of Dr. Martens from a private company to publicly listed, amidst the challenges of Covid-19. Before joining Dr. Martens, Kenny held the positions of Chief Executive Officer at Cath Kidston for seven years, President, Europe at Claire's Accessories and also a 19-year tenure at Levi Strauss & Co, where he held significant positions including President of Levi's Brand for EMEA and Senior Vice President of Commercial Operations.

As announced by the Company in April 2024, subsequent to the year end, Kenny will step down as CEO before the end of FY25 and will be succeeded by Ije Nwokorie.

**How Kenny supports the Company's strategy and long-term success:**

Kenny is dedicated to safeguarding the brand and business and personally champions the custodian mindset that is intrinsic to the Dr. Martens culture.

His leadership style has been shaped by his passion for the brand and extensive experience built over a career in the branded goods sector. Kenny is known for his open-mindedness, ability to listen and to absorb and adapt to fresh new approaches and perspectives, both within and outside of the Boardroom.

Kenny announced his retirement in April. Kenny will leave the business at the end of FY25, allowing sufficient time for a smooth handover to our next Chief Executive Officer, Ije Nwokorie who is our current Chief Brand Officer.

**GILES WILSON**

Chief Financial Officer

Appointed: May 2024

**Experience:**

Giles has experience navigating financial markets, with years of experience on the executive leadership teams of large companies, including public listed company experience. Giles has a great understanding of what it means to be a leader in a much-loved company. Giles joins Dr. Martens from William Grant & Sons Limited, one of the largest global spirits companies. Prior to this, Giles was at John Menzies plc, first as CFO and then CEO. Giles has also held senior roles at Commercial Estates Group and Gallaher Group plc.

**How Giles supports the Company's strategy and long-term success:**

Giles is an experienced Chief Financial Officer with a wide-ranging skillset and a strong track record of driving growth at other organisations, in particular, Giles' understanding of branded goods coupled with operational management leadership experience will be an asset as the business progresses to the next stage of its strategy. Giles' recent listed company experience provides the Board with the standard of technical skills and expertise expected by our regulators and investors. Giles' leadership of the global finance functions will help to align the Company's financials across the business with the DOCS strategy, adjusting as appropriate to face challenges and opportunities.

**Committee membership**

**A** Audit and Risk **N** Nomination **R** Remuneration **D** Disclosure **E** Employee Representative Director **○** Chair

**LYNNE WEEDALL**

Senior Independent Director

Appointed: January 2021

**Experience:**

Lynne's 30-year career spans across various executive and non-executive roles in UK public and private limited companies. She has held key positions such as Group HR Director for Selfridges Group, Carphone Warehouse plc, and Dixons Carphone plc, where she played a crucial role in merger integration. Additionally, Lynne served as Non-Executive Director and Remuneration Committee Chair for Greene King plc, William Hill plc, and Treatt plc. Prior to this, Lynne held senior roles at Whitbread plc, Bupa, and Tesco plc.

**How Lynne supports the Company's strategy and long-term success:**

Lynne is an experienced non-executive director and continued to chair the Company's Nomination and Remuneration Committees with diligence and discretion during a year of significant change for the Senior Leadership Team. Lynne is respected by her peers for her people-centred approach, focus on diversity and succession planning and her ability to offer alternative perspectives and pragmatic solutions to the range of issues discussed at Board and committee meetings.

**Other appointments:** Non-Executive Director and Chair of the Remuneration Committee and Nomination Committee of Softcat PLC, Non-Executive Director and Chair of the Remuneration Committee of Greggs plc, Trustee of The Prince's Trust and Non-Executive Director and Chair of the Remuneration Committee of Stagecoach Group Ltd.

**ROBYN PERRISS**

Independent Non-Executive Director

Appointed: January 2021

**Experience:**

Robyn brings extensive financial and governance expertise, coupled with diverse experience in the technology and media industries. Until June 2020, she served as Finance Director at Rightmove plc, a FTSE 100 company, where she navigated high growth amidst digital disruption and enhanced governance and strategic oversight. Prior to Rightmove, Robyn held the position of Group Financial Controller at Auto Trader.

**How Robyn supports the Company's strategy and long-term success:**

Robyn chairs the Audit and Risk Committee with a strong focus on risk, controls and assurance, bringing clarity to complex issues. She is valued for her financial expertise, capital markets experience and through her ongoing support and guidance of the Group Finance function. Her extensive regulatory knowledge and keen focus on ESG matters continue to support the Board and the Global Leadership Team.

As Employee Representative Non-Executive Director, Robyn also engages directly with employees globally and has adopted an approach which values open communication and encourages them to speak their minds. She is a prominent figure at Dr. Martens and a respected mentor of senior employees, who value her expertise and experience.

**Other appointments:** Non-Executive Director of Softcat PLC, Huel Ltd, and Next Fifteen Group plc, where she also chairs their respective audit committees.

**IAN ROGERS**

Independent Non-Executive Director

Appointed: January 2021

**Experience:**

Ian has been the Chief Experience Officer at Ledger since 2020, overseeing its consumer-facing offer and protecting digital assets. Previously, he served as Chief Digital Officer at LVMH, working with luxury retail brands like Louis Vuitton and Dior, and continues to act as an adviser. Ian's past roles include CEO of Beats Music, President and Chief Technology Officer at Mediacode, and Webmaster at Winamp. He contributed to the 2015 launch of Apple Music and has been a pioneer of music-related websites since the early 1990s.

**How Ian supports the Company's strategy and long-term success:**

Ian's extensive retail, digital and music background, coupled with his lifelong passion for the brand, enriches the Board's discussions. His insights into cultural shifts and future trends foster constructive dialogue among Board members and within the business. Ian's digital expertise and experience in the USA are highly valued by relevant business teams, as he shares his time and extensive industry connections to support them.

**Other appointments:** Chief Experience Officer at Ledger, Adviser at LVMH, Board Observer at Lyst.

**Note on Committee membership:** Ian stepped down from the Remuneration Committee with effect from 1 May 2023.

## Committee membership

**A** Audit and Risk **N** Nomination **R** Remuneration **D** Disclosure **E** Employee Representative Director  Chair

**TARA ALHADEFF**

Non-Independent Non-Executive Director  
**Appointed:** May 2015

**Experience:**

Tara is a partner at Permira, a global investment firm, overseeing brand investments in the consumer sector. Since joining Permira 16 years ago, Tara has collaborated with numerous brands, retailers and consumer internet companies, contributing to significant transactions such as Permira's acquisition of Dr. Martens. Initially joining the Dr. Martens Board in May 2015, Tara transitioned to a Non-Independent Non-Executive Director role in January 2021. Before her tenure at Permira, she worked in investment banking at Morgan Stanley.

**How Tara supports the Company's strategy and long-term success:**

Tara is the Company's longest-serving Board member and brings valuable continuity and corporate knowledge spanning its transition from private to public ownership. The Board continues to benefit from Tara's extensive sector expertise and broad international experience, while her strong financial acumen, questioning mindset and collaborative style are valuable assets to the Board. Tara's appointment also continues to facilitate good shareholder engagement with the Permira funds.

**Other appointments:** Partner at Permira Advisers LLP, Director at SixPlatform VIII Limited, Member of Supervisory Board at Hazel ParentCo SAS, Non-Executive Director at Hana Group and Golden Goose.

**ANDREW HARRISON**

Independent Non-Executive Director  
**Appointed:** May 2023

**Experience:**

Andrew is the Managing Director of Freston Ventures, a leading consumer investment firm. He spent over two decades at Carphone Warehouse, including roles as Chief Executive and Chair. Andrew played a pivotal role in its growth and international expansion. He led the merger with Dixons in 2014, serving as Deputy Chief Executive. Andrew currently serves as Senior Independent Director at Ocado Group plc in addition to chairing the Remuneration Committee and serves as the designated Non-Executive Director for workforce engagement.

**How Andrew supports the Company's strategy and long-term success:**

Andrew brings extensive listed company experience to the Board and is highly valued by Board colleagues and the Global Leadership Team for his commercial expertise, broad-minded approach and engaging and supportive style. He offers strong, entrepreneurial leadership and valuable insight, enabling him to contribute alternative viewpoints and, where necessary, constructive challenge to the Board's discussions.

**Other appointments:** Senior Independent Director at Ocado Group plc, Chair at WhoCanFixMyCar.com Ltd, Chair at Strike Limited, Chair at Chicken Shop (Chik'n Ltd), Designated Member of Freston Ventures Investments LLP, Director at Smiles and Smiles Holding Limited, Chair of Trustees at The Mix.

**DEFINITIONS**

The following definitions apply throughout this document, unless the context otherwise requires:

**Annual General Meeting or AGM** the annual general meeting of the Company convened for 9.30am on 11 July 2024 at Holiday Inn London-Camden Lock, 2308 Jamestown Road, Camden, London NW1 7BY, United Kingdom, and any adjournment thereof, for the purpose of considering the matters set out in the Notice of AGM.

**Business day** a day (other than Saturdays, Sundays and public holidays in the UK) on which banks are normally open for business in the City of London.

**Companies Act** the Companies Act 2006, as amended from time to time.

**Company or Dr. Martens** Dr. Martens plc, a public limited company incorporated in England and Wales with registered number 12960219.

**Directors or Board** the board of directors of the Company, or, where the context so requires, the directors of the Company from time to time.

**Executive Directors** the executive directors of the Company, comprising the Chief Executive Officer and Chief Financial Officer, as identified on page 12 of this document.

**FCA** the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000.

**Independent Directors** the Directors, other than Tara Alhadeff.

**Independent shareholders** the shareholders, other than the Principal Shareholder.

**Latest practicable date** 29 May 2024, being the latest practicable date prior to the publication of this document.

**LTIP** the Dr. Martens Long-Term Incentive Plan.

**Notice of AGM** the notice convening the AGM, which is set out in pages 4 to 11 of this document.

**Official List** the Official List maintained by the FCA.

**Permira** Permira Advisers LLP, an investment advisory limited liability partnership incorporated under the laws of England and Wales with registered number OC300172.

**Permira Responsible Person** Tara Alhadeff, a partner of Permira and the Non-Executive Director of the Company appointed by the Principal Shareholder.

**pounds sterling or £** pounds sterling, the lawful currency of the UK (and references to pence or p will be construed accordingly).

**Principal Shareholder** IngreLux S.à.r.l., a société à responsabilité limitée incorporated under the laws of Luxembourg (registered no. B 180627) whose registered office is at 488, route de Longwy, L-1940 Luxembourg.

**Shareholders** holders of shares from time to time.

**Shares** the existing unconditionally allotted or issued and fully paid (or credited as fully paid) ordinary shares of £0.01 each in the capital of the Company.

**SIP** the Company's Share Incentive Plan.






**DR. MARTENS PLC**

28 Jamestown Rd  
Camden  
London NW1 7BY

[drmartensplc.com](http://drmartensplc.com)

 Dr. Martens plc

 drmartensofficial