



Notice of Annual General Meeting 2026

To be held at Dr. Martens, 1-11 Hawley Crescent, Camden, London, NW1 8NP on Wednesday 15 July 2026 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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[drmartensplc.com](https://www.drmartensplc.com)



Dr. Martens plc



drmartensofficial

Notice of Annual General Meeting 2026



Dear shareholder

I have the pleasure of writing to provide details of Dr. Martens plc's Annual General Meeting (AGM), which will be held on Wednesday 15 July 2026 at Dr. Martens, 1-11 Hawley Crescent, Camden, London, NW1 8NP. 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 by Monday 13 July 2026. This will enable us to make appropriate arrangements for shareholders attending the meeting.

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, 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 resolutions at the AGM will be decided by way of a poll. The results of the AGM will be notified to the London Stock Exchange and posted on our website, www.drmartensplc.com, as soon as possible after the AGM, along with details of the business conducted at the AGM.

RE-ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code and the Company's Articles of Association, Directors are subject to annual re-election by shareholders. The Board considers that each Director standing for re-election at the Annual General Meeting (Resolutions 4 to 12) continues to demonstrate commitment to the role and remains effective, with the appropriate skills, experience and knowledge to contribute to the long-term success of the Company.

Full biographies of each Director standing for re-election can be found in Annex 2 on pages 12 to 14 of this Notice and on the Company's website, www.drmartensplc.com. The Board is therefore pleased to recommend the re-election of each of these Directors.

RETIREMENT OF LYNNE WEEDALL

Lynne Weedall, Senior Independent Director and Chair of the Remuneration and Nomination Committees, will step down from the Board at the conclusion of the AGM and is therefore not seeking re-election at the meeting.

The Board has benefitted greatly from Lynne's experience, judgement and thoughtful challenge since her appointment at the time of the Company's IPO in 2021, and wishes her all the best for the future.

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 3, a final dividend for the period ended 29 March 2026 of 1.70 pence per share, which, subject to approval by shareholders, will become due and payable on 7 October 2026 to shareholders named on the Register of Members at the close of business on 28 August 2026.

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 by 13 July 2026. 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 shortly after the meeting.

Thank you for your continued support of Dr. Martens.

Yours faithfully,

KATHERINE BELLAU
COMPANY SECRETARY

NOTICE OF ANNUAL GENERAL MEETING 2026 CONTINUED

DR. MARTENS PLC

Company number: 12960219

NOTICE OF MEETING 15 JULY 2026

Notice is hereby given that the Annual General Meeting of Dr. Martens plc (the 'Company') will be held at **Dr. Martens, 1-11 Hawley Crescent, NW1 8NP**, United Kingdom on Wednesday 15 July 2026 at 9.30am (BST) (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 period ended 29 March 2026, together with the report of the auditor.

2. Directors' Remuneration Report

To receive and to approve the Directors' Remuneration Report for the period ended 29 March 2026, as set out on pages 123 to 135 of the Annual Report, on an advisory basis.

3. Final dividend

To declare a final dividend of 1.70 pence per share for the period ended 29 March 2026, as recommended by the Directors.

4-12. Re-election of Directors

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

4. Paul Mason

5. Ije Nwokorie

6. Giles Wilson

7. Robyn Perriss


8. Andrew Harrison

9. Ian Rogers

10. Robert Hanson

11. Tara Alhadef

12. Benoit Vauchy

 To view our full Board biographies see Annex 2 p.12 to 15

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 2027 or on 1 October 2027 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 £3,226,478.47 (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 £6,452,956.95 (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 2027 or on 1 October 2027, 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 £967,943.54; 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 2027 or on 1 October 2027, whichever is sooner (unless previously renewed, revoked or varied by the Company in a 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 16;
- (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 £967,943.54, 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;

such authority to expire at the conclusion of the AGM of the Company to be held in 2027 or on 1 October 2027, whichever is sooner (unless previously renewed, revoked or varied by the Company in a 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 96,794,354 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 2027 or on 1 October 2027, 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



KATHERINE BELLAU
COMPANY SECRETARY London,
26 May 2026

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 period ended 29 March 2026, 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 period ended 29 March 2026. This vote is advisory in nature and the Directors' entitlement to remuneration is not conditional on it.

3. Approval of the final dividend

The proposal recommended by the Directors in this Resolution is 1.70 pence for each ordinary share. If approved by shareholders, this final dividend for the financial period ended 29 March 2026 will become due and payable on 7 October 2026 to shareholders named on the Register of Members as at the close of business on 28 August 2026.

4-12. Re-election of Directors

In accordance with the UK Corporate Governance Code and the Company's Articles of Association, Directors are subject to annual re-election by shareholders at the AGM.

The Board considers that each Director standing for re-election continues to demonstrate commitment to the role and remains effective, with the appropriate skills, experience and knowledge to contribute to the long-term success of the Company.

Resolutions 4 to 12 therefore propose the re-election of each of the Directors standing at the AGM. Biographical details of each Director are set out in Annex 2 on pages 12 to 15 of this Notice and include details of their skills, experience, committee memberships and other directorships.

Resolutions 7 to 10 (inclusive) relate to the re-election of Robyn Perriss, Andrew Harrison, Ian Rogers and Robert Hanson, whom the Board has determined are Independent Non-Executive Directors for the purposes of the UK Corporate Governance Code.

As set out in the Annual Report, Paul Mason, Tara Alhadeff and Benoit Vauchy are not considered by the Board to meet the independence criteria set out in the Code. Paul Mason has held various roles within the Group, and Tara Alhadeff and Benoit Vauchy were appointed as Non-Executive Directors

by the Company's largest (and, for the purposes of the UK Listing Rules, controlling) shareholder, IngreGrsy Limited, pursuant to the terms of the relationship agreement between IngreGrsy Limited and the Company.

In compliance with the UK 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 IngreGrsy Limited and its concert parties).

For the purposes of the UK Listing Rules, IngreGrsy Limited 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 7 to 10 are therefore proposed as ordinary resolutions and may be voted on by all shareholders of the Company. In addition, the votes cast by independent shareholders will be counted separately in order to determine whether the second limb of the Listing Rules approval test has been satisfied.

In accordance with the UK Listing Rules, if any of Resolutions 7 to 10 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 UK 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 112 to 119 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 15 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 2027 or on 1 October 2027, 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 £3,226,478.47 (representing 322,647,847 ordinary shares of £0.01 each). This amount represents approximately one-third (33.33%) of the Company's issued share capital as at 26 May 2026, the latest practicable date before the publication of this Notice.

In line with guidance issued by the Investment Association, 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 £6,452,956.95 (representing 645,295,695 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 26 May 2026, 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 2027 or on 1 October 2027, 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 £967,943.54 (representing 96,794,354 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 26 May 2026, 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 £967,943.54 (representing 96,794,354 ordinary shares of £0.01 each), representing approximately 10% of the issued ordinary share capital of the Company as at 26 May 2026, being the latest practicable date before the publication of this Notice. The authorities granted by Resolutions 17 and 18, 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 £1,935,887.08, which represents approximately 20% of the issued ordinary share capital of the Company as at 26 May 2026, 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.

EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

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 £387,177.42. 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 26 May 2026, 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 2027 or on 1 October 2027, whichever is sooner.

19. Authority for the Company to purchase its own shares

Resolution 19 seeks authority for the Directors to purchase up to 96,794,354 ordinary shares which, at 26 May 2026 (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.

Important notes

1. Biographies of the Directors seeking 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; Benoit Vauchy and Tara Alhadeff's appointments are governed by the terms of the Company's relationship agreement with its largest (and, for the purposes of the UK Listing Rules, controlling) shareholder, IngreGrsy Limited, pursuant to which IngreGrsy Limited is entitled to appoint two Non-Executive Directors 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 20%, and one Non-Executive Director to the Board for so long as it (together with any of its associates) controls, or is entitled 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. Benoit and Tara's agreement for service can be terminated by them 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. 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 (BST) on Monday 13 July 2026. 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 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 Monday 13 July 2026 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 at Equiniti, Highdown House, Yeoman Way, Worthing, BN99 6DA no later than 9.30am (BST) on Monday 13 July 2026.
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 (BST) on Monday 13 July 2026 (or, in the event of any adjournment, 6.30pm (BST) 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:

IMPORTANT NOTES CONTINUED

- (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 26 May 2026 (the latest practicable date before the publication of this Notice) the Company's issued share capital consists of 967,943,542 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 26 May 2026 are 967,943,542.
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). 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 (BST) on Monday 13 July 2026. 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 system 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 Company and approved by the Registrar, Equiniti Limited. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.30am (BST) on Monday 13 July 2026 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:
- (i) 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
- (ii) 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:
- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or
- (iii) 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.
22. Please see the letter dated 26 May 2026 from the Company Secretary on pages 2 to 3 of this Notice for further explanatory notes.

Map and directions

Dr. Martens, 1-11 Hawley Crescent, 1-11 Hawley Crescent, Camden, London, NW1 8NP Located only 5 minutes on the tube from Kings Cross St. Pancras or London Euston stations. The closest underground station is Camden Town (on the Northern Line – both Bank and Charing Cross branches). The Overground (Mildmay line) also runs into Camden Road and is located approximately 8 minutes walking distance from Hawley Crescent.



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 Road (Mildmay Line, approx. 8 minute walk)

Directors' biographies



N

Paul Mason

Chair

Appointed: September 2015

EXPERIENCE:

Paul has had a long and varied career in the retail and consumer brand sectors, having held senior leadership roles across a number of well-known businesses. He served as Chief Executive Officer of Somerfield plc, where he led the restructuring of the company prior to its sale to the Co-op in 2009. Paul has also held roles as European President of Levi Strauss & Co and as Chief Executive Officer of both Asda and Matalan. Over the past 15 years, he has chaired six consumer businesses, including New Look, Mayborn (Tomme Tippee), Radley and Cath Kidston.

HOW PAUL SUPPORTS THE COMPANY'S STRATEGY AND LONG-TERM SUCCESS:

Paul brings a deep understanding of Dr. Martens, developed through his tenure as Chair during the Company's transition from a private to a listed business. His breadth of experience enables him to bring strategic and operational insight, together with constructive challenge, to the Board's deliberations and decision-making. Paul's focus on collaboration and transparency has strengthened the quality of Board discussions and engagement with stakeholders. His leadership provides stability and continuity as the Company transitions to a new operating model and progresses delivery of its strategy.



D

Ije Nwokorie

Chief Executive Officer

Appointed: January 2025

EXPERIENCE:

Ije brings extensive expertise in building and leading global consumer brands. He previously served as a Non-Executive Director on the Board of Dr. Martens plc for three years, providing strategic oversight before joining the senior leadership team. He subsequently held the role of Chief Brand Officer, where he brought together Marketing, Product, Sustainability and Strategy to help shape the brand's overarching direction.

Prior to Dr. Martens, Ije was a Senior Director at Apple Retail, where he focused on strengthening customer connection to the Apple brand. He also served as Chief Executive Officer of Wolff Olins, leading its global offices and supporting organisations in developing their brands for the digital era.

HOW IJE SUPPORTS THE COMPANY'S STRATEGY AND LONG-TERM SUCCESS:

As Chief Executive Officer, Ije is responsible for setting and executing the Company's strategy and leading the delivery of sustainable long-term growth. He draws on his experience across global, brand-led and operationally complex businesses to drive performance, maintain strategic focus and promote effective execution across the Group. His understanding of cultural trends, market dynamics and organisational effectiveness supports strong cross-functional alignment and enables the business to remain agile in a competitive environment.

OTHER APPOINTMENTS:

Trustee of Water U.K. (Charity Global (UK) Limited).



D

Giles Wilson

Chief Financial Officer

Appointed: May 2024

EXPERIENCE:

Giles brings extensive experience in financial markets and senior executive leadership, including roles within publicly listed companies. He joined Dr. Martens from William Grant & Sons Limited, a global spirits business, and previously served as Chief Financial Officer and later Chief Executive Officer of John Menzies plc. Giles has also held senior roles at Commercial Estates Group and Gallaher Group plc, where he gained broad experience across operational management and branded consumer goods.

HOW GILES SUPPORTS THE COMPANY'S STRATEGY AND LONG-TERM SUCCESS:

Giles plays a central role in supporting the delivery of Dr. Martens' strategy through strong financial leadership and disciplined execution. His experience across branded goods businesses and listed environments enables him to provide the Board with robust technical insight while ensuring effective engagement with regulatory and investor stakeholders. Through his leadership of the Global Finance Team, Giles continues to strengthen financial processes and controls, supporting sustainable growth, resilience and the Company's long-term success.

COMMITTEE MEMBERSHIP

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



Robyn Perriss

Independent Non-Executive Director
Appointed: January 2021

EXPERIENCE:

Robyn combines deep financial and governance expertise with extensive experience across the technology and media sectors. Prior to joining Dr. Martens, she held senior finance roles at Auto Trader, including Group Financial Controller, and later at Rightmove plc, a FTSE 100 company, where she served as Finance Director. During her tenure at Rightmove, Robyn played a key role in supporting strategic growth, strengthening governance frameworks and navigating digital transformation in a high-growth environment.

HOW ROBYN SUPPORTS THE COMPANY'S STRATEGY AND LONG-TERM SUCCESS:

As Chair of the Audit and Risk Committee, Robyn provides strong oversight of risk management, internal controls and assurance, supporting effective decision-making by the Board. Her financial expertise and capital markets experience contribute to robust governance, disciplined financial oversight and effective engagement with investors and regulators.

In her role as Employee Representative Non-Executive Director, Robyn engages with employees across the business to support open communication and constructive dialogue. She is also valued as a trusted mentor to senior leaders, offering guidance and insight that supports capability development and long-term organisational effectiveness.

OTHER APPOINTMENTS:

Non-Executive Director and Chair of the Audit Committee and the ESG Committee of Softcat plc, Non-Executive Director and Chair of the Audit Committee of Huel Ltd, Non-Executive Director and Chair of the Audit Committee at Domino's Pizza Group Plc.



Ian Rogers

Independent Non-Executive Director
Appointed: January 2021

EXPERIENCE:

Ian has built a diverse career spanning digital innovation, luxury retail and consumer technology. Since 2020, he has served as Chief Experience Officer and now Chief Human Agency Officer at Ledger, overseeing the company's AI transformation and its Ledger for Agents initiative, which brings hardware-grade governance to autonomous systems operating with real assets and real consequences. He was previously Chief Digital Officer at LVMH. Earlier in his career, Ian held senior leadership positions including Chief Executive Officer of Beats Music and President and Chief Technology Officer at Mediocode. He also played a role in the early development of music-related digital platforms such as Apple Music and Winamp.

HOW IAN SUPPORTS THE COMPANY'S STRATEGY AND LONG-TERM SUCCESS:

Ian brings a valuable external perspective to the Board through his expertise in digital innovation, retail and consumer culture. His understanding of cultural shifts, artificial intelligence and evolving consumer behaviour supports informed discussion and constructive challenge as the Board considers the Company's strategic direction. Ian's experience of digital transformation, together with his insight into the US market, provides the Board with relevant perspectives and industry connections that support long-term growth and innovation.

OTHER APPOINTMENTS:

Chief Human Agency Officer at Ledger.



Tara Alhadeff

Non-Independent Non-Executive Director
Appointed: May 2015

EXPERIENCE:

Tara has been a Partner at Permira, a global investment firm, for a number of years, focusing on brand investments in the consumer sector. During her time at Permira, she has worked closely with a range of brands, retailers and consumer internet businesses and has been involved in a number of significant transactions, including Permira's acquisition of Dr. Martens. Tara joined the Dr. Martens Board in May 2015 and transitioned to her current role as Non-Independent Non-Executive Director in January 2021. Earlier in her career, she gained experience in investment banking at Morgan Stanley.

HOW TARA SUPPORTS THE COMPANY'S STRATEGY AND LONG-TERM SUCCESS:

As the Board's longest-serving Director, Tara brings continuity and deep corporate knowledge, having supported the Company through its transition from private ownership to a publicly listed business. Her experience across the consumer sector and international markets supports informed Board discussion and decision-making. Tara contributes financial and transactional insight and works collaboratively with fellow Directors, providing constructive input on strategic and governance matters. In addition, her role supports effective engagement between the Company and the Permira funds, helping to maintain alignment with a key shareholder.

OTHER APPOINTMENTS:

Partner at Permira Advisers LLP, Non-Executive Director at Golden Goose.

COMMITTEE MEMBERSHIP

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



A N R D

Andrew Harrison

Independent Non-Executive Director
Appointed: May 2023

EXPERIENCE:

Andrew has over three decades of leadership experience in the consumer sector. He spent a significant period at Carphone Warehouse, where he served as Chief Executive and later as Chair, leading the company's international expansion and growth. He also led the merger with Dixons in 2014 and subsequently served as Deputy Chief Executive of the combined group. Andrew is currently a Partner at Freston Ventures, a consumer-focused investment firm across multiple brands and industries. In addition, he serves as Senior Independent Director at Ocado Group plc, where he chairs the Remuneration Committee and acts as the Non-Executive Director with responsibility for workforce engagement.

HOW ANDREW SUPPORTS THE COMPANY'S STRATEGY AND LONG-TERM SUCCESS:

Andrew brings extensive commercial and listed-company experience to the Board, supporting informed discussion and constructive challenge. His background in consumer businesses and corporate leadership provides valuable perspective as the Board considers strategic priorities and long-term value creation. Andrew's approach supports balanced decision-making and effective engagement with management, while his insight into market dynamics and industry developments contributes to the Board's oversight of growth opportunities.

OTHER APPOINTMENTS:

Senior Independent Director at Ocado Group plc, Chair at Strike Limited, Designated Member of Freston Ventures Investments LLP, Chair of Trustees at The Mix, Chair of Trustees at Mental Health Innovations and Give us a Shout Ltd.



D

Benoit Vauchy

Non-Independent Non-Executive Director
Appointed: March 2025

EXPERIENCE:

Benoit is a Partner at Permira, where he plays a senior role across a number of firm-wide committees, including the Investment, Executive and Firm Operations Committees, as well as the Buyout Funds' Portfolio Review Committee. He also serves on the boards of Permira Holdings Limited and other portfolio companies. Since joining Permira in 2006, Benoit has worked on a wide range of transactions across multiple sectors, including Acromas (The AA & Saga), eDreams ODIGEO, Exclusive Group, Freescale Semiconductor, Iglo Group, NDS, Synamedia and Vacancelect. Prior to joining Permira, Benoit spent six years at JPMorgan in London and Frankfurt, arranging leveraged finance transactions, and earlier worked in the Media, Telecom and Leveraged Finance teams at Paribas in Frankfurt.

HOW BENOIT SUPPORTS THE COMPANY'S STRATEGY AND LONG-TERM SUCCESS:

Benoit brings financial and transactional expertise, together with experience of global markets, to support informed Board discussion and decision-making. His background in complex transactions and international businesses provides valuable perspective as the Board considers strategic priorities and capital allocation. As a Permira-nominated Non-Executive Director, Benoit also supports effective engagement with a key shareholder, contributing constructively to Board and Committee discussions with a questioning and analytical approach.

OTHER APPOINTMENTS:

Partner at Permira Advisers LLP and Director at Permira Investment Platform Limited, Board Member of Lowell, Simon Midco Limited, Wiltonpost Property Management Limited and Universidad Europea, Board and Audit Committee Member of eDreams ODIGEO.



N D

Robert Hanson

Independent Non-Executive Director
Appointed: March 2025

EXPERIENCE:

Robert is an experienced executive and board member with a strong background in building and transforming consumer brands. He is currently Chief Executive Officer of The Duckhorn Portfolio, where he leads the development of a luxury wine business with a focus on brand strength and long-term growth. Most recently, Robert served as EVP and President of Constellation Brands' Wine & Spirits Division, where he repositioned the portfolio towards premium brands and expanded global distribution. Earlier in his career, Robert held senior leadership roles at Levi Strauss & Co, including President, and has served as Chief Executive Officer of American Eagle Outfitters and John Hardy. He has also held non-executive board roles at Canopy Growth, Urban Outfitters and Constellation Brands.

HOW ROBERT SUPPORTS THE COMPANY'S STRATEGY AND LONG-TERM SUCCESS:

Robert brings deep experience in branded businesses, multichannel strategies and business transformation to the Board, supporting informed discussion and constructive challenge. His leadership experience across consumer-focused organisations, particularly in the US market, provides valuable perspective as the Board considers growth priorities and go-to-market strategies. Robert contributes insight on brand positioning, portfolio management and organisational change, supporting effective decision-making and the Company's long-term success.

OTHER APPOINTMENTS:

Chief Executive Officer of The Duckhorn Portfolio, Principal at Robert L Hanson.

ANNEX 3

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 (BST) on 15 July 2026 at Dr. Martens, 1-11 Hawley Crescent, NW1 8NP, 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 Non-Executive Directors the Directors, other than the Executive Directors, Paul Mason, Benoit Vauchy and Tara Alhadeff.

Independent shareholders the shareholders, other than the Principal Shareholder.

Latest practicable date 26 May 2026, being the latest practicable date prior to the publication of this document.

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.

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

Principal Shareholder IngreGrsy Limited, a non-cellular company limited by shares incorporated under the laws of Guernsey (registered no. 73172) whose registered office is at PO Box 656, East Wing, Trafalgar Court, Les Banques, St Peter Port, GY1 3PP, Guernsey.


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.



**Dr. AirWair
Martens**
with Bouncing Sole

DR. MARTENS PLC
28 Jamestown Rd
Camden
London NW1 7BY
drmartensplc.com

 [Dr. Martens plc](#)

 [drmartensofficial](#)