



# NOTICE OF ANNUAL GENERAL MEETING 2025



**To be held at Dr. Martens,  
1-11 Hawley Crescent,  
Camden, London, NW1 8NP  
on Thursday 10 July 2025  
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**



Dr. Martens plc



drmartensofficial



## NOTICE OF ANNUAL GENERAL MEETING 2025



### 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 10 July 2025 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](mailto:company.secretariat@drmartens.com) by 8 July 2025. 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, [www.shareview.co.uk](http://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](http://www.drmartensplc.com), as soon as possible after the AGM, along with details of the business conducted at the AGM.

#### ELECTION AND RE-ELECTION OF DIRECTORS

There were a number of changes to the Board in FY25. In January, Ije Nwokorie succeeded Kenny Wilson as CEO having served in his previous role of Chief Brand Officer for the majority of the year prior to rejoining the Board. In March, we also welcomed two new Non-Executive Directors to the Board, Robert Hanson and Benoit Vauchy.

Robert is an experienced executive with a strong track record of delivering growth at consumer brands and significant experience of the North American market, which will be particularly valuable to the Board and business in the coming years.

Benoit is a Partner at the Company's largest investor, global investment firm Permira, and is an experienced financial leader and board member. His appointment bolsters the Board's capabilities and depth of skills and experience, and further reflects Permira's long-term commitment to Dr. Martens.

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 15 of this Notice and on our website, [www.drmartensplc.com](http://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 3, a final dividend for the period ended 30 March 2025 of 1.70 pence per share, which, subject to approval by shareholders, will become due and payable on 8 October 2025 to shareholders named on the Register of Members at the close of business on 29 August 2025.

#### 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 8 July 2025. 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](http://www.drmartensplc.com) shortly after the meeting.

Thank you for your continued support of Dr. Martens.

Yours faithfully,

**KATHERINE BELLAU**  
COMPANY SECRETARY

## DR. MARTENS PLC

Company number: 12960219

### NOTICE OF MEETING 10 JULY 2025

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 Thursday 10 July 2025 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 18 (inclusive) will be proposed as ordinary resolutions, and Resolutions 19 to 22 (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 30 March 2025, together with the report of the auditor.

#### 2. Directors' Remuneration Report

To receive and to approve the Directors' Remuneration Report for the period ended 30 March 2025, as set out on pages 131 to 144 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 30 March 2025, as recommended by the Directors.

#### 4-13. Election or re-election of Directors

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

4. Ije Nwokorie
5. Benoit Vauchy
6. Robert Hanson
7. Giles Wilson
8. Lynne Weedall
9. Robyn Perriss
10. Andrew Harrison
11. Ian Rogers
12. Paul Mason
13. Tara Alhadeff

#### 14. 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.

#### 15. 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.

#### 16. Removal of 5% dilution limit from the Dr. Martens Long Term Incentive Plan

To resolve that the amendment to the rules of the Dr. Martens Long Term Incentive Plan to remove the 5% limit on dilution on the terms set out in the notes to this resolution be approved.

#### 17. 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 2026 or on 1 October 2026, 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.

#### 18. 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 £3,217,433.06 (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 £6,434,866.12 (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 2026 or on 1 October 2026, 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.

#### 19. General disapplication of pre-emption rights

To resolve as a special resolution that, subject to the passing of Resolution 18, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Companies

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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 £965,229.92; 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 2026 or on 1 October 2026, 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 18;
- (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.

## **20. 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 18, the Directors be authorised in addition to any authority granted under Resolution 19

to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 18 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 £965,229.92 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 2026 or on 1 October 2026, 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.

## **21. 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 96,522,992 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 2026 or on 1 October 2026, 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.

## **22. 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, 4 June 2025

## **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 30 March 2025, 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 30 March 2025. 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 30 March 2025 will become due and payable on 8 October 2025 to shareholders named on the Register of Members as at the close of business on 29 August 2025.

### 4-13. Election and re-election of Directors

Robert Hanson and Benoit Vauchy are standing for election at this year's AGM following their appointment to the Board on 26 March 2025. Additionally, Ije Nworie is standing for election at this year's AGM following his appointment as Chief Executive Officer and Executive Director. 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 6 and 8 to 11 (inclusive) relate to the election or re-election of Robert Hanson, Lynne Weedall, Robyn Perriss, Andrew Harrison and Ian Rogers, 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 105, 122 and 124 of the Annual Report, Paul Mason, Tara Alhadeff and Benoit Vauchy 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 and Benoit Vauchy were appointed as a Non-Executive Directors of the Company by its largest (and, for the purposes of the UK Listing Rules, controlling) shareholder, IngreGrsy Limited, pursuant to the terms of its relationship agreement with 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:

- a. the shareholders of the Company; and
- b. 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 6 and 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 UK Listing Rules, if any of Resolutions 6 and 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 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 120 to 127 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.

#### **14 & 15. Re-appointment and remuneration of auditor**

On the recommendation of the Audit and Risk Committee, the Board proposes in Resolution 14 that PricewaterhouseCoopers LLP be re-appointed as auditor of the Company.

Resolution 15 proposes that the Audit and Risk Committee be authorised to determine the level of the auditor's remuneration.

#### **16. Removal of 5% dilution limit from the Dr. Martens Long Term Incentive Plan**

The Company operates employee share plans which form an essential part of the Group's strategy to incentivise and reward colleagues as well as facilitating widespread share-ownership across the workforce.

The employee share plans operated by the Group comprise the Dr. Martens Long Term Incentive Plan (the 'LTIP'), a discretionary share plan which is used for the purposes of making long term share awards; and the Dr. Martens plc UK Share Incentive Plan (the 'UK SIP') and Dr. Martens plc International Share Incentive Plan (the 'International SIP'), which are all-employee share plans. These plans include a limit on the use of newly issued shares or treasury shares of the Company, which provides that awards under the LTIP, UK SIP and International SIP that may be satisfied using new issued or treasury shares may not be granted if it may cause more than 10% of the Company's share capital to be (or to be capable of being) issued or transferred from treasury in respect of share plan awards granted in the preceding 10 years under any employee share plan established by the Company. This limit (the '10% outer limit') operates to provide shareholders with certainty on dilution, and will be maintained by the Group across all its share plans.

In addition, the LTIP includes an 'inner' limit, which provides that awards that may be satisfied using new issued or treasury shares may not be granted if it may cause more than 5% of the Company's share capital to be issued or transferred from treasury in respect of share plan awards granted in the preceding 10 years under any discretionary share plan operated by the Company (the '5% inner limit').

Resolution 16 proposes to remove the 5% inner limit from the rules of the LTIP (being the Company's sole discretionary share plan) while preserving the 10% outer limit (across all plans). The Company's Remuneration Committee has carefully considered the operation of its employee share plans and the most recent changes to the Investment Association's Principles of Remuneration (the 'IA Principles'), and has concluded that the removal of the 5% inner limit would be in the best interests of the Group, affording it greater flexibility in terms

of how it deploys its capital and to also potentially mitigate some of the operational costs of acquiring shares in the market to satisfy employee awards.

The Company is mindful of the need to ensure appropriate control of dilution for shareholders and intends to continue to carefully plan and monitor its use of new issue and treasury shares under its employee share plans within the 10% outer limit as set out in the IA Principles.

A copy of the rules of the LTIP incorporating the amendments proposed by Resolution 16 is available on the National Storage Mechanism from the date of this Notice.

#### **17. 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 2026 or on 1 October 2026, whichever is sooner.

#### **18. 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 £3,217,433.06 (representing 321,743,306 ordinary shares of £0.01 each). This amount represents approximately one-third (33.33%) of the Company's issued share capital as at 4 June 2025, 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 £6,434,866.12 (representing 643,486,612 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 4 June 2025, 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 2026 or on 1 October 2026, 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.

#### **19 & 20. Authority to disapply pre-emption rights**

Resolutions 19 and 20 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 19 and 20 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 19 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 19 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 £965,229.92 (representing 96,522,992 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 4 June 2025, being the latest practicable date before the publication of this Notice.

The purpose of paragraph (A) of Resolution 20 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 18, or sell treasury shares for cash, without first being required to offer such securities to existing shareholders, up to a further nominal amount of £965,229.92 (representing 96,522,992 ordinary shares of £0.01 each), representing approximately 10% of the issued ordinary share capital of the Company as at 4 June 2025, 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 20 would be in addition to the general authority to disapply pre-emption rights under paragraphs (A) and (B) of Resolution 19. The maximum aggregate nominal value of equity securities which could be allotted if both authorities were used would be £1,930,459.84, which represents approximately 20% of the issued ordinary share capital of the Company as at 4 June 2025, 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 19 and paragraph (B) of resolution 20 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 £386,091.97. 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 4 June 2025, 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 19 and 20 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 2026 or on 1 October 2026, whichever is sooner.

## **21. Authority for the Company to purchase its own shares**

Resolution 21 seeks authority for the Directors to purchase up to 96,522,992 ordinary shares which, at 4 June 2025 (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.

## **22. 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 22 seeks such approval and, should it be approved, will be valid until the end of the next AGM.



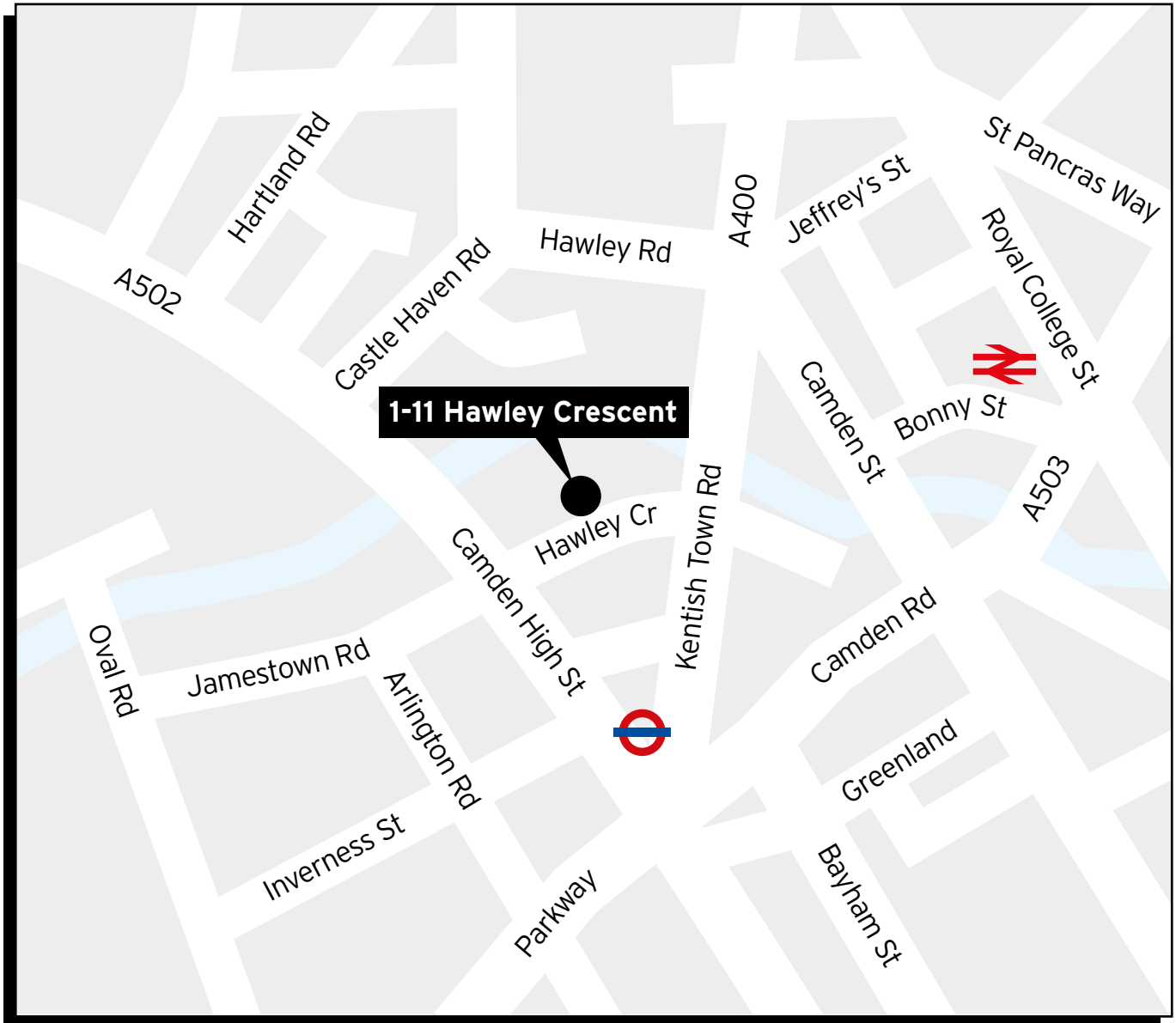
## IMPORTANT NOTES

1. Biographies of the Directors seeking election or re-election are given in Annex 2 on pages 12 to 15 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 U.K. 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](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 (BST) on Tuesday 8 July 2025. 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 8 July 2025 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 (BST) on Tuesday 8 July 2025.
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 Tuesday 8 July 2025 (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:
  - (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.
  - (v) A copy of the rules of the Dr. Martens Long Term Incentive Plan (incorporating the amendment proposed by Resolution 16)

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 4 June 2025 (the latest practicable date before the publication of this Notice) the Company's issued share capital consists of 965,229,918 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 4 June 2025 are 965,229,918.
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 (BST) on Tuesday 8 July 2025. 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](http://www.proxymity.io). Your proxy must be lodged by 9.30am (BST) on Tuesday 8 July 2025 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](http://www.drmartensplc.com).
22. Please see the letter dated 4 June 2025 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)

## Paul Mason

CHAIR



Appointed: September 2015



### EXPERIENCE:

Paul has had a long and varied career in the retail and consumer brand sectors, holding senior leadership roles in several well-known businesses. He was Chief Executive Officer of Somerfield plc, where he oversaw the restructuring of the company before its sale to Co-op in 2009. Paul also held roles as European President of Levi Strauss & Co and Chief Executive Officer of Matalan and Asda. In the past 14 years, he has chaired six consumer businesses, including New Look, Mayborn (Tommee Tippee), Radley, and Cath Kidston.

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

Paul has a deep understanding of Dr. Martens, gained from his tenure as Chair during the Company's transition from a private to a listed company. His extensive career experience enables him to provide strategic and operational insight, as well as constructive challenge to the Board. Paul's ability to promote collaboration and transparency has strengthened Board discussions and enhanced engagement with stakeholders. In FY25, his leadership and engagement with investors and the business proved invaluable during a period of transition in senior leadership, helping to ensure stability and continued success.

### BOARD DEPARTURES IN FY25

Kenny Wilson stepped down as Chief Executive Officer of Dr. Martens plc on 6 January 2025 when he handed over to Ije Nwokorie.

## Ije Nwokorie

CHIEF EXECUTIVE OFFICER



Appointed: January 2025



### EXPERIENCE:

Ije brings a wealth of expertise in building and growing global consumer brands. He spent three years as a Non-Executive Director on the Board of Dr. Martens plc, providing strategic oversight before stepping into the role of Chief Brand Officer. As CBO, he successfully integrated Marketing, Product, Sustainability and Strategy, shaping the brand's overarching vision and direction.

Prior to Dr. Martens, Ije was Senior Director at Apple Retail, where he strengthened customer connections to the Apple brand. He also served as CEO of Wolff Olins, leading its global offices and helping businesses develop their brands for the digital era.

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

Ije brings a wealth of expertise in building and growing global consumer brands. He spent three years as a Non-Executive Director on the Board of Dr. Martens plc, providing strategic oversight before stepping into the role of Chief Brand Officer. As CBO, he successfully integrated Marketing, Product, Sustainability and Strategy, shaping the brand's overarching vision and direction.

Prior to Dr. Martens, Ije was Senior Director at Apple Retail, where he strengthened customer connections to the Apple brand. He also served as CEO of Wolff Olins, leading its global offices and helping businesses develop their brands for the digital era.

## Giles Wilson

CHIEF FINANCIAL OFFICER



Appointed: May 2024



### EXPERIENCE:

Giles brings extensive experience in financial markets and executive leadership, including roles at publicly listed companies. He joined Dr. Martens from William Grant & Sons Limited, a global spirits company, and previously served as CFO and later CEO at John Menzies plc. Giles has also held senior roles at Commercial Estates Group and Gallaher Group plc, gaining valuable expertise in operational management and branded goods.

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

With his broad financial expertise and leadership experience, Giles plays a key role in supporting Dr. Martens' strategic goals. His experience with branded goods and listed companies equips him to provide the Board with valuable technical insights while ensuring compliance with regulatory and investor expectations. Through his leadership of the Global Finance Team, Giles refines financial processes to drive growth, adapt to market challenges and support the Company's long-term goals.

## 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 career spans three decades, during which she has held both executive and non-executive roles across UK public and private companies. She has served as Group HR Director at Selfridges Group, Carphone Warehouse plc and Dixons Carphone plc, where she played a key role in managing merger integration. Lynne has also been a Non-Executive Director and chaired the Remuneration Committees at Greene King plc, William Hill plc and Treatt plc. Previously, Lynne held senior positions at Whitbread plc, Bupa and Tesco plc.

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

As Chair of the Nomination and Remuneration Committees, Lynne has guided the Board with professionalism and care during a transformative year for the Company's Senior Leadership Team. Known for her people-focused approach, her leadership has focused on advancing diversity, shaping succession strategies and fostering trust and transparency through employee listening sessions on remuneration. Her ability to offer fresh perspectives and practical solutions has been instrumental in addressing complex issues at both Board and committee levels.

#### 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 and Stagecoach Ltd, Trustee of The King's Trust.

### Robyn Perriss

INDEPENDENT NON-EXECUTIVE DIRECTOR



Appointed: January 2021



#### EXPERIENCE:

Robyn combines deep financial and governance expertise with a wealth of experience in the technology and media sectors. Before joining Dr. Martens, she held senior financial roles at Auto Trader, serving as Group Financial Controller, and later at Rightmove plc, a FTSE 100 company, where she was Finance Director until June 2020. At Rightmove, Robyn played a key role in driving strategic growth, improving governance frameworks and navigating the challenges of 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 brings clarity to complex issues by strengthening risk management, controls and assurance processes. Her financial expertise, capital markets experience and focus on ESG matters provide valuable support to the Board and Global Leadership Team.

In her role as Employee Representative Non-Executive Director, Robyn engages directly with employees across the business, fostering open communication and encouraging honest dialogue. Robyn is also recognised as a trusted mentor to senior employees, who value her guidance and expertise.

#### 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 of Next Fifteen 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 at Ledger, where he oversees its consumer-facing offerings and safeguards digital assets. Prior to this, Ian was Chief Digital Officer at LVMH, a role in which he continues to provide advisory support. Earlier in his career, Ian held leadership positions such as CEO of Beats Music and President and Chief Technology Officer at Mediacode. He also played a pivotal role in the early development of music-related businesses such as Apple Music and Winamp.

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

Ian's expertise in retail, digital innovation and the music industry brings valuable perspective to the Board. His deep understanding of cultural shifts and emerging trends fosters productive discussions that help shape the Company's strategic direction. Ian's leadership in digital transformation, coupled with his experience in the USA, provides critical insights and industry connections that support business growth and innovation.

#### OTHER APPOINTMENTS:

Chief Experience Officer at Ledger.



## 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

N
D
**EXPERIENCE:**

Tara has been a long-serving Partner at Permira, a global investment firm, 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 companies, playing a key role in major 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. Prior to joining Permira, she gained experience in investment banking at Morgan Stanley.

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

Tara brings continuity and deep corporate knowledge to the Board as its longest-serving member, having been instrumental in Dr. Martens transition from private ownership to a publicly listed company. Her expertise in the consumer sector and international markets strengthens the Board's decision-making processes. Tara is highly regarded for her financial acumen, collaborative approach and ability to ask insightful questions, all of which contribute to effective governance. Additionally, her role facilitates strong engagement with the Permira funds, ensuring alignment between the Company and its shareholders.

**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

A
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D
**EXPERIENCE:**

Andrew has over two decades of leadership experience in the consumer sector, including his time at Carphone Warehouse, where he served as Chief Executive and Chair, driving the company's international expansion and growth. He also led the merger with Dixons in 2014, taking on the role of Deputy Chief Executive post-merger. Currently, Andrew is Managing Director of Freston Ventures, a leading consumer investment firm. In addition to this, he serves as Senior Independent Director at Ocado Group plc, where he chairs the Remuneration Committee and is the Non-Executive Director leading on workforce engagement.

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

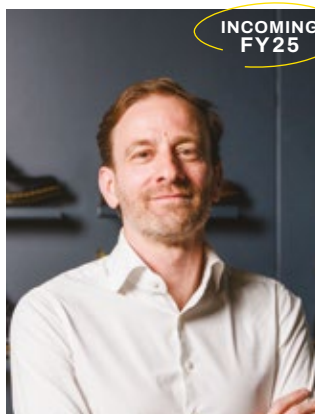
Andrew's extensive commercial expertise makes him a key contributor to the Board's discussions. His listed company experience provides valuable perspective, enabling him to offer alternative viewpoints and constructive challenge when needed. The Board and the Global Leadership Team value his collaborative approach, which fosters balanced decision-making and supports the Company's strategic direction. Andrew's ability to anticipate market trends and leverage his industry connections further strengthens the business as it navigates opportunities for growth.

**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.

**Benoit Vauchy**

NON-INDEPENDENT NON-EXECUTIVE DIRECTOR

INCOMING  
FY 25

Appointed: March 2025

D
**EXPERIENCE:**

Benoit is a Partner at Permira, where he plays a key role across several 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 numerous high-profile transactions such as Acromas (The AA & Saga), eDreams ODIGEO, Exclusive Group, Freescale Semiconductor, Iglo Group, NDS, Synamedia and Vacanceselect. Before 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:**

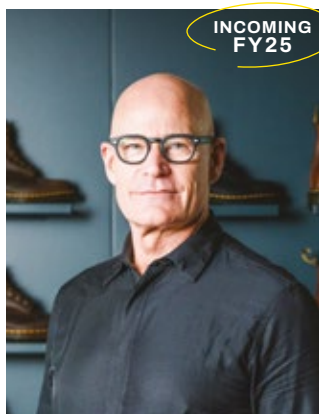
Benoit brings extensive financial expertise and deep knowledge of global markets to the Board. His experience in managing complex transactions and working with international businesses provides valuable insights that support strategic decision-making. As Permira's second nominated Non-Executive Director, Benoit also facilitates strong shareholder engagement while contributing to discussions with a questioning mindset.

**OTHER APPOINTMENTS:**

Partner at Permira Advisers LLP, Board Member of Lowell and Universidad Europea, Board and Audit Committee Member of eDreams ODIGEO.

## 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 the CEO of The Duckhorn Portfolio, where he leverages his proven track record of scaling and revitalising consumer businesses. 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 channels. Previously, Robert had a long tenure at Levi's, including serving as President – Americas. He has also been CEO of American Eagle Outfitters and CEO of John Hardy. In addition, he has served on the boards of Canopy Growth, Urban Outfitters and Constellation Brands.

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

Robert's expertise in brand-led businesses, multichannel strategies and transformation makes him a key contributor to the Board. His leadership experience across diverse markets supports the development of a robust USA strategy and go-to-market approach. Additionally, Robert's recognised leadership in ESG initiatives strengthens the Company's ability to align with evolving environmental and social expectations. Known for his inclusive leadership style and strategic thinking, Robert fosters collaboration at the Board level while providing valuable guidance to support Dr. Martens long-term growth and success.

### OTHER APPOINTMENTS:

Chief Executive Officer of The Duckhorn Portfolio.

## 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 10 July 2025 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.

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

**Latest practicable date** 4 June 2025, 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.

**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.

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



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