

# Dr. Martens plc

## Market Disclosure Committee

### Terms of Reference



#### MEMBERSHIP AND QUORUM

The members of the Dr. Martens plc (the "Company") Market Disclosure Committee (the "Committee") are the executive and non-executive directors (the "PLC Directors"), plus the General Counsel and Company Secretary, Head of Investor Relations, Director of Finance Control and Director of Communications. All members of the Committee are appointed by the board of directors of the Company (the "Board").

The quorum for meetings of the Committee is three members, at least two of whom should be PLC directors. At least one of the two PLC Directors forming the quorum must be an independent non-executive director. The members present should elect one member to chair the meeting. Other persons may attend Committee meetings by invitation as necessary.

#### SECRETARY

The General Counsel and Company Secretary or another suitably qualified person nominated by the General Counsel and Company Secretary, shall act as the secretary of the Committee (the "Secretary").

#### COMMITTEE MEETINGS

The Committee will meet (including by telephone or any other method of electronic communication) as often as necessary to fulfil its responsibilities. Meetings of the Committee may be called by the Secretary at any member's request and can be called at short or immediate notice.

The Secretary will ensure that proceedings and resolutions of all meetings are minuted and that draft minutes are circulated promptly to all members for approval.

#### THE COMMITTEE'S ROLE

As a company listed on the London Stock Exchange, the Company is required to disclose any inside information (as defined by the Market Abuse Regulation) relating to the Company or its shares, unless in circumstances where immediate disclosure can be legitimately delayed. The Company is also required to maintain an insider list, being its list of employees with access to inside information.

The Company also has numerous general disclosure obligations including (but not limited to) dealings in shares by its directors and "persons discharging managerial responsibility", major shareholder transactions, changes to the membership of its board and financial reporting.

The Committee's role is to support the Board in complying with these obligations and to ensure the Company takes all reasonable steps to set up and maintain adequate procedures, systems and controls to secure ongoing compliance. To assist in fulfilling its role, the Committee is authorised to take external legal or professional advice at the Company's expense.

#### TERMS OF REFERENCE

The Committee is authorised by the Board:

- To consider and decide whether information provided to the Committee is inside information and, if so, the date and time at which that inside information first existed.
- To consider and decide whether inside information gives rise to an obligation to make an immediate announcement and, if so, the nature and timing of that announcement.

- To assess whether conditions for the legitimate delay of inside information are satisfied and, if so, to ensure the appropriate delay procedures are followed.
- To assess whether inside information that is subject to delayed disclosure may be disclosed selectively to third parties.
- When disclosure of inside information is delayed, to:
  - maintain all required Company records;
  - monitor the conditions permitting delay;
  - prepare any required notification to the Financial Conduct Authority regarding the delay in disclosure; and
  - prepare any required explanation to the Financial Conduct Authority of how the conditions for delay were met.
- To consider the requirement for an announcement in the case of rumours about the Company or in the case of a leak of inside information and, in particular, whether a holding statement should be made.
- To review any announcement the Company proposes to make, other than an announcement of a routine nature or that has been considered by the Board.
- To review and advise generally on the scope and content of disclosure by the Company.
- To review the steps taken to ensure that any announcement is not incorrect or incomplete.
- To alert the Company Secretary to the existence of any inside information that may require an amendment to the Company's insider list.
- To ensure that effective arrangements are in place to deny access to inside information to persons other than those who require it for the exercise of their functions in the Company or its group.
- To ensure that procedures are in place for employees with access to inside information to acknowledge the legal and regulatory duties that apply to them and to be aware of the sanctions attaching to the misuse or improper circulation of such information.
- To approve and keep under review the design, implementation and evaluation of the Company's disclosure controls and procedures and its procedures for the issue of announcements.
- To monitor compliance with the Company's disclosure controls and procedures.
- To review other public disclosures by the Company, including those that are part of the regular reporting cycle.
- To ensure that procedures are in place for notification of transactions by persons discharging managerial responsibilities and persons closely associated with them.
- To review the Company's relationship with, and procedures for dealing with, investors and analysts.
- To approve the Company's policy for communications with the market.
- To refer to the Board, if practicable, any decision to make an unplanned announcement about trading or about an event or development, or, if a meeting of the Board cannot be convened sufficiently quickly, to take such a decision.
- To monitor the markets' views about the Company (including those based on signals set by the Company) and its share price, including rumours.
- To review its terms of reference at least once a year and recommend to the Board any changes it considers necessary or desirable.
- To delegate any of its powers to one or more of its members or the secretary of the Committee.