

NOTICE OF GENERAL MEETING

SOFTLINE HOLDING PLC

(incorporated in the Republic of Cyprus with registration number 242943)

Notice is hereby given that an extraordinary general meeting of Softline Holding PLC (the **Company**) will be held on 25 October 2022 at 11:30 a.m. Cyprus time at the Parklane hotel, 11 Giannou Kranidioti Street, Limassol, Cyprus, 4534 (the **General Meeting**) for the purpose of considering and, if thought fit, passing the following resolutions.

1. **Ordinary Resolution 1**

THAT:

The standalone financial statements for the Company for the financial year ended 31 March 2022, together with the Company's directors' and auditors' reports thereon, which have been laid before the Company's members both before and during this General Meeting, be and are hereby approved by the Company's members.

2. **Ordinary Resolution 2**

THAT:

(a) Subject to, inter alia, Regulations 128 and 129 of the Articles of Association,

and

subject to the Company's members' approval of the standalone financial statements for the Company for the financial year ended 31 March 2022, together with the Company's directors' and auditors' reports thereon,

and

following the recommendation of the directors of the Company (the **Directors**) in connection with the proposed separation and disposal of JSC Softline Russia (**Softline Russia**) from the Company's Group (the **Separation**), and in line with Regulation 128 of the Articles of Association,

the Company issue and allot up to 111,428,073 ordinary shares of the Company, each having a nominal value of USD0.00023647, each deemed to carry a premium of USD0.09575293, and each credited as fully paid, (the **Bonus Shares**), to those parties appearing, at such time and date as the Directors may have determined or may determine (the **Relevant Time**), in the Company's register of members as holders of fully paid-up ordinary shares of the Company (**SLH Ordinary Shares**) (each such holder being a **Participating Shareholder**):

Provided that the issuing of Bonus Shares will occur for nil consideration and at the ratio of 0.6066 Bonus Share for each SLH Ordinary Share held by a Participating Shareholder at the Relevant Time.

Provided further that each relevant party's aggregate entitlement to Bonus Shares shall be rounded down to the nearest whole number of Bonus Shares.

Provided lastly that any Participating Shareholder may waive its right to receive Bonus Shares by a waiver that must be in writing and which must have been communicated to the Company prior to this Ordinary Resolution 2's approval by the Company's members.

- (b) For the purposes of implementing paragraph (a) of this Ordinary Resolution 2, an amount of up to USD10,695,914 out of the distributable reserves of the Company be capitalised. The final amount which will be so capitalised will ultimately be determined by the Directors and shall be equal to the amount derived from the following formula “USD10,695,914 – [A * (B+C)]” where “A” shall equal the number of Bonus Shares that end up being allotted to Participating Shareholders, “B” shall equal USD0.00023647 and “C” shall equal USD0.09575293. Of the amount capitalised, the portion corresponding to the nominal value of the Bonus Shares that end up being allotted to Participating Shareholders shall be transferred to the “Share capital” account of the Company and the rest shall be transferred to the “Share premium” account of the Company.
- (c) Each and any of the Directors be and is hereby authorised to conclude and implement this Ordinary Resolution 2 and to do or procure to be done all such acts and things on behalf of the Company and each of its subsidiaries as such Director(s) may, in their absolute discretion, consider necessary or expedient for the purpose of giving effect to this Ordinary Resolution 2 (including, without limitation, satisfying any requirements arising from Section 51 or any other provision of Cyprus’ Companies Law, Cap. 113), with such amendments, modifications, variations or revisions thereto as are determined by the Directors not to be of a material nature in the context of this Ordinary Resolution 2. Without limitation to the generality of the preceding sentence, and in accordance with Regulation 129 of the Articles of Association, each and any of the Directors is hereby authorised to authorise any person to act for any of the purposes set out in that part of Regulation 129 which begins with the words “and also to authorise any person” and ends at the end of Regulation 129.
- (d) The authorities provided to the Directors pursuant to this Ordinary Resolution 2 shall expire at the end of 30 September 2024.

By order of the Board of Directors of the Company



Ionics Secretaries Limited
Company Secretary

7 October 2022

Registered office: 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus

NOTES

1. RECORD TIME

Subject to the Articles of Association, shareholders registered in the register of members of the Company as at 11:30 a.m. Cyprus time on 23 October 2022 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) (the **Record Time**) shall be entitled to attend and vote at the General Meeting in respect of the shares registered in their name at the Record Time. Changes to entries on the register of members after the Record Time will be disregarded in determining the rights of any person to attend and vote at the General Meeting.

2. PROXIES

A member of the Company who is entitled to attend and vote at the General Meeting of the Company is entitled to appoint another person (who need not be a member of the Company) to attend and/or speak and/or vote on the member's behalf at the General Meeting.

A Form of Proxy is enclosed with this Notice. Completion of the Form of Proxy will not prevent a member from subsequently attending and voting at the General Meeting in person if they so wish. The duly completed Form of Proxy, and any power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of any such power of attorney or other authority), must be received by post (to 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus) or (during normal business hours only) by courier service or by hand at 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus by no later than 11:30 a.m. Cyprus time on 23 October 2022, being 48 hours prior to the time set for the General Meeting. We request that you also send a scanned copy to IR@softline.com.

3. CORPORATE REPRESENTATIVES

Subject to Regulation 78 of the Articles of Association, a corporate shareholder may authorise such person as it thinks fit to act as its representative at the General Meeting.

4. TOTAL VOTING RIGHTS

Subject to the Articles of Association, holders of the Company's ordinary shares are entitled to attend and vote at general meetings of the Company, with each ordinary share entitling the holder thereof to one vote on a poll. As at 6 October 2022, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 183,692,834 ordinary shares, meaning that at the time just mentioned the total voting rights in the Company stood at 183,692,834.

5. VOTING AT THE GENERAL MEETING

In accordance with Regulation 61 of the Articles of Association, each of the resolutions to be put to the General Meeting will be voted on by way of a poll. Any shareholder who is entitled to attend and vote at the General Meeting or its duly appointed proxy or, in the case of corporate shareholders, its duly appointed representative, may speak and/or submit questions. The results of the poll will be notified to the market in the usual way and published on the Company's website after the meeting.

6. INFORMATION AVAILABLE ON THE WEBSITE

All the documents in relation to the General Meeting consisting of the following can be found at <https://softline.com/investor-relations>:

- the Circular;
- a copy of this Notice of General Meeting;

- a copy of the Form of Proxy; and
- the standalone financial statements for the Company for the financial year ended 31 March 2022, together with the Company's directors' and auditors' reports thereon. The documents referred to in this bullet point are also available, in hard copy and free of charge, both at the registered office of the Company (address: 11, Kosta Charaki, Office 302, 3041 Limassol, Cyprus, phone: +44 2045771222 or email: IR@softline.com) and will also be available, again in hard copy and free of charge, at the General Meeting itself.

7. ELECTRONIC ADDRESS

Please note that shareholders may not use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated herein.

8. RECIPIENTS

This Notice is deemed to be given to all registered shareholders of the Company as at the date of this Notice, the board of directors of the Company and the auditors of the Company.