

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the accompanying form of proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents.

boohoo group plc

NOTICE OF ANNUAL GENERAL MEETING 2022

Your attention is drawn to the letter from the Chairman of the Company on pages 3 and 4 of this document, which contains a unanimous recommendation by the Directors that you vote in favour of each of the resolutions to be proposed at the Annual General Meeting referred to below. Shareholders should read the whole of this document and not rely just on the summarised information set out in the letter.

This document includes forward looking statements concerning the Company. Forward looking statements are based on current expectations and projections about future events. These forward looking statements are subject to risks, uncertainties and assumptions about the Company. The Company undertakes no obligation to update publicly or revise any forward looking statements, whether as a result of new information, future events or otherwise, save to the extent required in accordance with the Company’s continuing obligations under the AIM Rules and applicable laws and regulations.

Notice of the Annual General Meeting of boohoo group plc, to be held at 14:00 on 17 June 2022 at the Company’s premises at 301 Thurmaston Lane, Leicester, LE4 9UX, is set out in Part 2 of this document.

If you are unable to attend the Annual General Meeting, please complete and submit an online form of proxy in accordance with the instructions set out in this document or, if a hard copy is requested, details on how to complete the form are set out in notes 6 – 9 on page 10 of this document. Appointment of a proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so.

Shareholders are requested to submit a form of proxy to the Company’s Registrars, Link Group, as soon as possible and, in any event, so as to arrive no later than 14:00 on 15 June 2022. This notice also includes instructions to enable you to submit a proxy or vote electronically and how to register to do so. All proxy appointments must be received by 14:00 on 15 June 2022.

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PART 1

LETTER FROM THE CHAIRMAN OF BOOHOO GROUP PLC

(Incorporated and registered in Jersey with registered number 114397)

boohoo group plc

Directors:

M Kamani (Executive Chairman)
C Kane (Group Co-Founder and Executive Director)
J Lyttle (Chief Executive Officer)
N Catto (Chief Financial Officer)
B Small (Deputy Chairman and Non-Executive)
I McDonald (Non-Executive)
S McCabe (Non-Executive)
T Morris (Non-Executive)
K Britz (Non-Executive)

Registered Office:

12 Castle Street
St Helier
Jersey
JE2 3RT

17 May 2022

To Shareholders and, for information only, to participants in the Share Plans

Dear Shareholder

Annual General Meeting

I am pleased to inform you that the ninth annual general meeting of boohoo group plc (the “**Company**”) will be held at the Company’s premises at 301 Thurmaston Lane, Leicester, LE4 9UX on Friday, 17 June 2022 at 14:00 (the “**AGM**”).

The formal notice convening the AGM is set out on pages 5 and 6 of this document (the “**Notice of Meeting**”). Explanatory notes and further information on each of the resolutions to be considered at the meeting appear on pages 7 to 9 of this document.

For those shareholders who earlier this year requested they continue to receive a paper copy, accompanying the formal notice of the meeting is the Company’s audited Annual Report and Accounts for the year ended 28 February 2022. For all other shareholders the Company’s audited Annual Report and Accounts for the year ended 28 February 2022 are now available for review or download at www.boohooplc.com.

Recommendation

In the opinion of the directors of the Company (the “**Directors**”), each of the resolutions to be proposed at the AGM are in the best interests of the Company and Shareholders as a whole.

Accordingly, the Directors of the Company recommend that Shareholders vote in favour of the resolutions at the AGM, as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount to approximately 15.19% of the issued Ordinary Shares.

Attendance

I hope that you will come to the AGM, if you can.

boohoo group plc is committed to reducing paper and improving efficiency in its shareholder communications. This year, you will not receive a hard copy form of proxy for the 2022 AGM in the post automatically. You may request a hard copy form of proxy directly from the Company’s Registrar, Link Group. Details on how to request and complete a hard copy form of proxy are set out in notes 6 - 9 on page 10 of this document.

If you cannot attend, I would strongly encourage you, regardless of the number of Ordinary Shares you own, to vote on the resolutions in the manner detailed in pages 10 to 12 of this document, either electronically, via CREST or by completing and returning a hard copy form of proxy (available on request from the Company’s registrars) as soon as possible and in any event not later than 14:00 on 15 June 2022.

Further information regarding proxy appointments can be found on pages 10 to 12 of this document. Completion and submission or return of the form of proxy does not prevent you from attending and voting at the meeting in person.

This notice also includes instructions to enable you to vote electronically and details of how to register to do so. The resolutions set out in this Notice of Meeting will be voted on by way of a poll. All valid proxy votes (whether submitted electronically or in hard copy form) will be included in the poll to be taken at the meeting.

The other Directors and I look forward to seeing you at the meeting.

The Directors recognise the importance of the AGM as an opportunity for Shareholders to communicate to the Directors and accordingly, Shareholders will also be able to use a dial-in facility to enable them to listen to the AGM proceedings if they are unable to attend in person. Shareholders attending the meeting via this facility will not be counted in the quorum for the meeting and accordingly will not be able to vote at

the meeting. To request dial-in details, please email investorrelations@boohoo.com with details of your shareholder number or other evidence of entitlement to attend the AGM.

In addition, Shareholders are encouraged to submit questions, no later than 7 days prior to the AGM, via email to the Company Secretary at investorrelations@boohoo.com. The Company will endeavour to publish these questions and the Company's responses on the Company's website, www.boohooplc.com, as soon as practicable after the AGM. To ask a question, please email investorrelations@boohoo.com with details of your shareholder number or other evidence of entitlement to attend the AGM.

Shareholders are also invited to submit any questions after the conclusion of the business of the AGM via email to the Company Secretary at investorrelations@boohoo.com.

Yours faithfully

Mahmud Kamani
Executive Chairman

PART 2

NOTICE OF ANNUAL GENERAL MEETING

boohoo group plc (“boohoo” or the “Company”) will hold its ninth AGM at the Company’s premises at 301 Thurmaston Lane, Leicester, LE4 9UX at 14:00 on 17 June 2022.

Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolutions 11 to 14 (inclusive) will be proposed as special resolutions. All resolutions will be voted on by poll.

You will be asked to consider and if thought fit to pass the resolutions below.

Annual Report and Accounts

1. To receive the Company’s Annual Report and accounts for the financial year ended 28 February 2022 (together with the reports of the directors and the auditor).

Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report for the year ended 28 February 2022.

Adoption of boohoo group plc Long-Term Incentive Plan 2022

3. That the boohoo group plc Long-Term Incentive Plan 2022 (the “New LTIP”) (the principal features of which are summarised in Part 4 to the Notice of this Meeting and which is to be constituted by the rules produced in draft to this Meeting and initialled by the Executive Chairman for the purposes of identification) be approved in substitution for the boohoo group plc long-term incentive plan that was adopted in 2016 (the “2016 LTIP”) and the directors be authorised to do all acts and things necessary to carry the New LTIP into effect including making such modifications as the Directors consider necessary or appropriate to take account of best practice and to establish further plans based on the New LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under further plans will count towards any limits on individual or overall participation in the New LTIP.

Election of Directors

4. To re-elect Mahmud Kamani as a director of the Company.
5. To re-elect Brian Small as a director of the Company.
6. To re-elect Iain McDonald as a director of the Company.

Re-appointment of Director

7. To re-appoint Kirsty Britz as a director of the Company.

Auditors

8. To re-appoint PKF Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.
9. To authorise the Directors to determine the remuneration of the Company’s auditors.

Political Donations

10. The Company and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company be authorised to:
 - (a) make political donations to political parties or independent election candidates provided that such donations do not exceed £50,000 in total; and
 - (b) make political donations to political organisations other than political parties provided that such donations do not exceed £50,000 in total; and
 - (c) incur political expenditure not exceeding £50,000 in total

in each case during the period beginning with the date of passing this resolution and ending at the end of next year’s annual general meeting or on close of business on 17 June 2023, whichever is the later, and provided that the aggregate amount of political donations and political expenditure so made and incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £50,000.

Disapplication of Pre-emption Rights - general

11. That in substitution for all existing authorities, to the extent unused and pursuant to and in accordance with Article 2.15 of the Company’s articles of association (the “Articles”), the Directors be generally and unconditionally authorised to allot Shares (as defined in the Articles) for cash as if Article 2.8 of the Articles did not apply to such allotment, provided that this power shall be limited to:
 - (a) (the allotment of Shares for cash in connection with or pursuant to a rights issue, open offer or any other issue in favour of holders of Shares in proportion (as nearly as may be practicable) to the respective holdings of Shares then held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or arising under the laws of, any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter;

- (b) the allotment of Shares in connection with any scrip dividend scheme or similar arrangement implemented in accordance with Articles from time to time in force; and
- (c) otherwise than pursuant to sub-paragraphs (a) to (b) above, the allotment of Shares for cash up to an aggregate nominal amount of £633,892.08, being 5% of the issued ordinary share capital of the Company as at the opening of business on 12 May 2022,

provided further that such authorities shall apply until the end of next year's annual general meeting, or until the close of business on 17 June 2023, whichever is the later, but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Shares to be allotted or rights to subscribe for or convert securities into Shares to be granted after the authority ends and the Directors may allot Shares or grant rights to subscribe for or convert securities into Shares under any such offer or agreement as if the authority had not expired.

Disapplication of pre-emption rights – financing

12. That, in addition to any authority granted under Resolution 11 above, the Directors be generally and unconditionally authorised, pursuant to and in accordance with Article 2.15 of the Articles, to exercise all powers of the Company to allot Shares for cash as if Article 2.8 of the Articles did not apply to any such allotment, provided that this power shall be:

- (a) limited to the allotment of Shares for cash up to an aggregate nominal amount of £633,892.08, being 5% of the issued ordinary share capital of the Company as at the opening of business on 12 May 2022; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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,

provided further that such authority shall apply until the end of next year's annual general meeting or until the close of business on 17 June 2023, whichever is the later, but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require Shares to be allotted after the authority expires and the Directors may allot Shares under any such offer or agreement as if the authority had not expired.

Purchase of own Shares

13. That the Company be and is hereby generally and unconditionally authorised for the purposes of Article 57 of the Law to make one or more purchases on the AIM market operated by the London Stock Exchange plc of its own Shares on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (a) the maximum aggregate number of Shares hereby authorised to be purchased is 63,389,208 (representing approximately 5% of the Company's issued Shares as at the opening of business on 12 May 2022);
- (b) the minimum price which may be paid for a Share is its nominal value of £0.01 each;
- (c) the maximum price which may be paid for a Share is an amount equal to 105% of the average of the closing mid-market price of such shares (as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange plc) for the five business days immediately preceding the date of purchase;
- (d) unless otherwise renewed, varied or revoked, the authority hereby conferred shall apply until the end of next year's annual general meeting or until the close of business on 17 June 2023, whichever is the later;
- (e) the Company may make a contract or contracts to purchase the Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of the Shares in pursuance of any such contract or contracts; and
- (f) subject to the provisions of the Articles from time to time in force, the Company be and is hereby generally and unconditionally authorised for the purposes of Article 58A of the Law to hold any Shares repurchased under the authority hereby conferred as treasury shares.

Amendment and restatement of Articles of Association

14. That the Company alter its articles of association by adopting the articles of association, signed by a director of the Company for identification purposes and attached hereto, as the articles of association of the Company in place of the present articles of association.

By order of the Board

Thomas Kershaw
Company Secretary
boohoo group plc

17 May 2022

Further information on the proposed resolutions

The notes on the following pages provide a brief explanation of the proposed resolutions set out in the Notice of Meeting above.

Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions, taken as a poll. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 to 14 (inclusive) will be proposed as special resolutions, taken as a poll. This means that for each of those resolutions to be passed, at least two-thirds of the votes cast must be in favour of such resolution. Resolution 2 will be an advisory vote only.

Resolution 1 - Annual Report and Accounts

The Directors are required to present to the Annual General Meeting the audited accounts and the Directors' and Auditor's Reports for the financial year ended 28 February 2022.

Resolution 2 – Directors' Remuneration Report

Shareholders are being given the opportunity to cast an advisory vote on the Directors' Remuneration Report for the year ended 28 February 2022. The Directors' Remuneration Report is set out in full on pages 77 to 96 of the Annual Report. Pages 77 to 96 of the Annual Report can be found at <https://www.boohooplc.com/investors/results-centre/year/2022> and has been incorporated into this document by reference.

Resolution 2 is an advisory resolution only and does not affect the remuneration paid to any Director.

Resolution 3 – Adoption of the New LTIP

The Remuneration Committee believes that a new long term incentive plan, which delivers shares at minimal cost to the participants but under which options are subject to challenging performance criteria, should be adopted in substitution for the 2016 LTIP to take into account changes in market practice. Resolution 3 therefore proposes a new LTIP targeted at the executive directors and certain senior members of the management team. No new options will be granted under the 2016 LTIP.

The New LTIP enables the Remuneration Committee to make awards of Ordinary Shares to selected executives and employees which vest only if performance conditions are met over a performance period of 3 years. The Remuneration Committee has developed the New LTIP to ensure that it complies with best practice for an AIM company, complying materially with the Investment Association guidelines. The Remuneration Committee believes that the New LTIP ensures that there continues to be a strong alignment between executives and shareholders within the Company.

The rules of the New LTIP are available for inspection at 49/51 Dale Street, Manchester M1 2HF and TLT LLP, 20 Gresham Street, London EC2V 7JE on any weekday (Saturdays, Sundays and public holidays excepted) until the close of the Annual General Meeting and will also be available for inspection at the Company's premises at 301 Thurmaston Lane, Leicester, LE4 9UX for at least 15 minutes before and during the AGM.

Resolutions 4, 5 and 6 – Election of Directors

Biographical details of the Directors are included within the Company's Annual Report and Accounts for the financial year ended 28 February 2022.

The performance of the Board as a whole, as well as the contribution made by the individual executive and non-executive Directors, was last evaluated in early 2022. The Board believes that each of the Directors continues to demonstrate commitment to his or her role and their respective skills complement each other and enhance the overall operation of the Board.

Resolutions 7 - Re-appointment of Directors

In accordance with article 7.3 of the Company's articles of association, Shareholders will be asked to re-appoint Kirsty Britz who was appointed as a director of the Company by the Board on 4 October 2021. A brief biography for Kirsty Britz is at page 61 of the Annual Report.

Resolutions 8 and 9 – Auditors' re-appointment and remuneration

PKF Littlejohn LLP has expressed its willingness to continue in office as auditors. The audit committee has assessed the auditors' independence and objectivity and recommends the re-appointment of PKF Littlejohn LLP as auditors.

The Directors request the authority to determine the auditors' remuneration.

Resolution 10 - Political Donations

Whilst the Company, as a Jersey company, is not subject to the requirements of the Act, it considers it best practice to comply with the provisions of the Act regarding political donations. The Company is therefore seeking approval from its members for donations to, or expenditure on, independent election candidates or organisations within the UK which are, or could be categorised as, UK political organisations or parties in accordance with the Act. The Company does not intend to make such donations or incur such expenditure, within the normal meaning of those expressions.

However, the Act is very broadly drafted and can extend to bodies such as those concerned with policy review, law reform, the representation of the business community and special interest groups such as those concerned with the environment, which the Company and its subsidiaries may wish to support. Other examples which might be caught are sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees' donations to certain charities as well as communicating with the Government and political parties at local, national and European level.

Resolutions 11 and 12 - Disapplication of pre-emption rights

The Investment Association (“IA”) considers it a routine request for the directors of a company to seek authority from its shareholders at an annual general meeting for the directors to allot new shares in an amount of up to one-third of the existing Issued Share Capital. In addition, the IA regards the allotment of a further one-third as routine, when applied to a fully pre-emptive rights issue only.

However, as a Jersey company, the Articles give the Directors a general authority to issue Shares in the Company subject only to the pre-emptive rights of Shareholders. These pre-emptive rights are discussed in more detail below. Despite having this general authority the Directors nevertheless intend to comply with the IA’s recommendation in that if:

- (a) the Company allots Shares with an aggregate nominal value exceeding £4,225,947.21 (which represents approximately one-third of the issued ordinary share capital of the Company as at the opening of business on 12 May 2022 being the latest practical date before the publication of this document); or
- (b) the Company allots Shares otherwise than in respect of a rights issue, open offer or other pre-emptive offer, with an aggregate nominal value exceeding £4,225,947.21 as above (which represents approximately one-third of the issued ordinary share capital of the Company as at the opening of business on 12 May 2022, being the latest practical date before the publication of this document),

in either case, on or before the next annual general meeting of the Company or 17 June 2023 (whichever is the later), then all the Directors willing to remain in office should seek re-election at the next annual general meeting of the Company following such thresholds being exceeded.

In terms of resolutions 11 and 12, the Articles contain pre-emption rights which apply on the allotment of Shares in the Company for cash (other than in respect of bonus issues or issues of Shares pursuant to employee share schemes). The pre-emption rights mean that when the Directors propose to allot Shares in the Company for cash, the Shares must first be offered to existing Shareholders in proportion to their existing shareholdings.

Resolution 11, which will be proposed as a special resolution, will, if passed, enable the Directors to allot Shares for cash without having to comply with these pre-emption rights, but this power will be limited to allotments:

- (a) in connection with a rights issue, open offer or other pre-emptive offer to the holders of Shares but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary;
- (b) in connection with any scrip dividend scheme or similar arrangement implemented in accordance with the Articles from time to time in force; and
- (c) in any other case, up to an aggregate nominal amount of £633,892.08 (which represents approximately 5% of the issued ordinary share capital of the Company as at the opening of business on 12 May 2022, being the last practicable date before the publication of this document).

This authority will apply until the end of the next annual general meeting, or if later 17 June 2023.

Resolution 12, which will also be proposed as a special resolution will, if passed, enable the Directors to allot Shares for cash without having to comply with these pre-emption rights, but will be:

- (a) limited to the allotment of Shares for cash up to an aggregate nominal amount of £633,892.08 being 5% of the issued ordinary share capital of the Company as at the opening of business on 12 May 2022; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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.

This authority will apply until the end of the next annual general meeting or, if later, 17 June 2023.

Resolutions 11 and 12 have been split into two separate resolutions in accordance with the Pre-Emption Group’s Statement of Principles and template resolutions and the IA’s Share Capital Management Guidelines dated July 2016.

The Directors currently have no intention of allotting new Shares other than in relation to the Company’s Share Plans, the Consideration Shares or other potential acquisition opportunities that include the issue of consideration shares. However, the Directors feel it appropriate to be provided with the flexibility that the authority contained in resolutions 11 and 12 provides, and if they do otherwise exercise the authorities thereby given, the Directors intend to follow the IA recommendations concerning their use.

Furthermore the Directors confirm their intention to follow the provisions of the Pre-emption Group’s Statement of Principles regarding cumulative usage of authorities within a rolling 3 year period where such Principles provide that usage in excess of 7.5% should not take place without prior consultation with the members.

Resolution 13 - Purchase of own Shares

Resolution 13 is to approve the authority of the Company to purchase its own ordinary shares in the market. The authority limits the number of Shares that could be purchased to a maximum of 63,389,208 Ordinary Shares (equivalent to 5% of the Company’s issued ordinary share capital as at the opening of business on 12 May 2022; (being the last practicable date prior to the publication of this document)) and sets a minimum and maximum price.

The authority would, unless previously renewed, revoked or varied by Shareholders, remain in force up to the conclusion of the annual general meeting of the Company to be held in 2023, or close of business on 17 June 2023, whichever is the later.

The Directors believe that it is in the best interests of the Company to buy Ordinary Shares if they become available at an attractive price. The Board will only exercise such authority if it considers that the effect of such purchase would be to increase earnings and/or net assets per Ordinary Share and that such exercise would be in the best interests of Shareholders generally. In addition, the Board will only exercise the authority if it is satisfied that the Company has at the time such purchase is contemplated, sufficient cash resources for current working capital purposes and distributable reserves and there will be no requirements for financing from third parties for this purpose. The Board currently has no intention of using the authority to purchase Ordinary Shares.

Any Shares the Company buys under this authority may either be cancelled or held in treasury. No dividends are paid on Shares whilst held in treasury and no voting rights attach to treasury shares. If the Shares the Company buys back under this authority are held in treasury, this would give the Company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base.

Shareholders will note that this year the Company is not seeking a waiver of the obligation to make a general offer under Rule 9 of the Code which might arise if the Company purchased its own voting shares using the share buy back authority granted pursuant to this Resolution 13.

This is no longer considered by the Company and its advisors to be necessary, given that between the members of the Concert Party their aggregate holdings of Ordinary Shares have fallen below 30% to 26.21% and, if the buy back authority were to be exercised in full, would proportionately increase only to a possible maximum of 27.59% of the issued share capital of the Company, which would no longer give rise to an obligation on the Concert Party to make a general offer to all Shareholders under Rule 9 of the Code.

The Directors note that the issue of consideration shares may be required in accordance with the agreement made by the Company for the purchase of the balance of the shares in PLT which was concluded in 2020, and will actively monitor any proposed purchase by the Company of its own shares to ensure that, if any such purchase is proposed at a time when the aggregate holdings of the Concert Party might otherwise reach or exceed 30%, an obligation to make a general offer under Rule 9 of the Code does not arise.

Resolution 14 – Amendments to the Articles of Association

Shareholders are being asked to vote on a resolution to replace the Company's articles of association.

The articles of association of the Company are being replaced in their entirety to conform the various historic amendments and to include the further amendments as set out in this notice into one set of consolidated articles. This consolidation is being undertaken to reduce the administrative burden when reviewing the articles as they will now take the form of a single document. Furthermore, it is easier for shareholders when considering the amendments and how to vote to see such amendments in context in the articles rather than as abstract amendments.

The proposed amendments principally relate to:

- flexibility around meetings and electronic communications and electronic voting
- furthering sustainability by providing for more electronic and fewer paper communications
- clarification in relation to the Company's borrowing powers

A copy of a redlined version of the consolidated and amended articles of association showing the changes made to the articles effective on admission is available for review at <https://www.boohooplc.com/investors/agm/year/2022>.

The new articles of association are also available for inspection at 49/51 Dale Street, Manchester M1 2HF and TLT LLP, 20 Gresham Street, London EC2V 7JE on any weekday (Saturdays, Sundays and public holidays excepted) until the close of the Annual General Meeting and will also be available for inspection at the Company's premises at 301 Thurmaston Lane, Leicester, LE4 9UX for at least 15 minutes before and during the AGM.

Notes to the Notice of Annual General Meeting

Entitlement to vote

1. Voting at the AGM will be carried out on a poll.
2. Only those members entered on the register of members of the Company (the “**Register**”) at the close of business on 15 June 2022 or, in the event that this meeting is adjourned, on the Register as at close of business on the day two days before the date of any adjourned meeting, shall be entitled to vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the Register after the close of business on 15 June 2022 or, in the event that this meeting is adjourned, on the Register after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting. This is the time specified by the Company for the purposes of regulation 40 (1) of the Companies (Uncertificated Securities) (Jersey) Order 1999.

Website giving information regarding the meeting

3. Information regarding the meeting, including the notice of the meeting and the audited accounts and Directors’ and Auditor’s Reports for the financial year ended 28 February 2022, as well as the redlined articles of association, is available at <https://www.boohooplc.com/investors/agm/year/2022>.

Appointment and instruction of proxies and electronic voting

4. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend and vote at the meeting.
5. The return of a completed proxy form, electronic filing or any CREST proxy instruction (as described in paragraph 15 and 16 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
6. You may request a hard copy form of proxy directly from the Company’s Registrar, Link Group, on Tel: 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open between 09.00-17.30, Monday to Friday excluding public holidays in England and Wales.
7. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting (the “**Chairman**”), please insert the full name of your chosen proxy on your proxy form where indicated. If you sign and return your proxy form with no name inserted, the Chairman will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
8. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Link Group, PXS, Central Square, 29 Wellington Street, Leeds, LS1 4DL on 0371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales). Lines are open Monday to Friday from 09:00 to 17:30, excluding public holidays in England and Wales.
9. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an ‘X’. To abstain from voting on a resolution, select the relevant vote ‘withheld’ box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

10. Proxy voting

If you wish you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or available from our registrars, Link Group.

Proxy votes must be received no later than 48 hours before the time and date scheduled for the Meeting.

11. You can vote either:
 - 11.1 via www.signalshares.com by logging on and selecting the ‘Proxy Voting’ link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC) (which can be found on your share certificate), family name and postcode (if resident in the UK); or
 - 11.2 by requesting a hard copy proxy form from the Company’s registrars, Link Group, and completing the proxy form; and/or
 - 11.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

12. To be valid, any proxy form or other instrument appointing a proxy must be:
- completed and signed;
 - sent or delivered to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL or delivered by hand to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
 - received by Link Group no later than 14:00 on 15 June 2022 or if the meeting is adjourned, not less than 48 hours before the time fixed for the holding of the meeting or in the case of a poll, not less than 48 hours before the time appointed for taking the poll.
13. In the case of a member which is a corporation, the proxy form must be executed in any of the following ways: (i) under its common seal; (ii) not under its common seal but otherwise in accordance with the Articles or constitution; or (iii) signed on its behalf by a duly authorised officer of the company or its authorised attorney.

Any power of attorney or any other authority under which a proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

14. To change proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments also applies in relation to any amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group.

If you submit more than one valid proxy appointment, either by paper or electronic communication, the appointment received last will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) 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 voting service provider should refer to their CREST sponsors or voting service provider(s) who will be able to take the appropriate action on their behalf.
16. In order for a proxy appointment or instruction made by means of CREST 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 instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Link Group (CREST Participant ID: RA10), no later than 14:00 on 15 June 2022 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). 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 the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
17. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
19. 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 Register in respect of the joint holding (the first-named being the most senior).
20. In order to revoke a proxy instruction you will need to inform the Company via Link Group either by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by telephone on 0371 664 0300 (calls are charged at the standard geographic rate and will vary by provider) or from outside the UK on +44 371 664 0300 (calls charged at applicable international rates). Lines are open Monday to Friday from 09:00 to 17:30, excluding public holidays in England and Wales.
21. In the case of a member which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Link Group no later than 14:00 on 15 June 2022.

Corporate representatives

22. Any corporation which 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.

Issued shares and total voting rights

23. As at the opening of business on 12 May 2022 (being the last practicable date prior to publication of this document), the Company's Issued Share Capital comprised 1,267,784,165 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at the opening of business on 12 May 2022 is 1,267,784,165. As at the date of this document, the Company does not hold any shares in treasury.

Voting

24. Shareholders are requested to vote in advance of the AGM either electronically, via CREST or by completing and returning the enclosed form of proxy not later than 14:00 on 15 June 2022. The results will be published on our website <https://www.boohooplc.com/investors/agm/year/2022> and will be released to the London Stock Exchange.
25. At the meeting itself, the votes on each resolution at the meeting will be taken by poll rather than a show of hands. The results will be published on our website <https://www.boohooplc.com/investors/agm/year/2022> and will be released to the London Stock Exchange.

Communication

26. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- (a) by post to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL; or
 - (b) by telephone on 0371 664 0300 (calls are charged at the standard geographic rate and will vary by provider) or from outside the UK on +44 371 664 0300 (calls charged at applicable international rates). Lines are open Monday to Friday from 09:00 to 17:30, excluding public holidays in England and Wales.

You may not use any electronic address provided either in this document or any related documents (including the proxy form) to communicate with the Company for any purpose other than those expressly stated.

PART 3

DEFINITIONS

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

Act	The Companies Act 2006, as amended
AIM	Alternative Investment Market of the London Stock Exchange
Annual General Meeting or AGM	the annual general meeting of the Company to be convened by the notice on pages 5 and 6 of this document
Annual Report	the annual report and accounts for the financial year ended 28 February 2022
Articles	the articles of association of the Company
BHL	boohoo holdings Limited, a subsidiary of the Company
Board or the Directors	the directors of boohoo whose names appear at the head of page 3 of part 1 of this document
boohoo or the Company	boohoo group plc
Code	City Code on Takeovers and Mergers
Concert Party and Member of the Concert Party	Mahmud Kamani, Jalaludin Kamani, Nurez Kamani, Rabia Kamani, Suleman Kamani, Sara Kamani, Hannah Kamani, Carol Kane, the Trustee, the NAK Trustees, the TMZ Trustees, Adam Kamani, Umar Kamani, and Samir Kamani
Deferred Bonus Plan	the boohoo group plc Deferred Bonus Plan under which a proportion of annual bonus is deferred into Ordinary Shares
Discretionary Award Plan	the boohoo group plc Discretionary Share Award Plan for any employee of a group company, but excluding executive directors of the Company
ESOP	the 2014 ESOP incorporating the facility to award HMRC approved options and unapproved options
Group	boohoo and its subsidiaries
Growth Share Plan	the growth share plan of the Group in relation to A ordinary shares of £0.001 each in the capital of BHL
Issued Share Capital	the number of Ordinary Shares in issue as at the opening of business on 12 May 2022 (being the last practicable date prior to the publication of this document)
Law	The Companies (Jersey) Law 1991, as amended
2016 LTIP	the boohoo group plc Long Term Incentive Plan 2016
Management Incentive Plan	the management incentive plan of the Group in relation to B ordinary shares of £0.001 each in the capital of BHL
NAK Trustees	means Natalie Parry and Sean Williams, trustees of the NAK Children's Trust 2019
NAK Children's Trust 2019	trust established in December 2019 for the benefit of the children of Nurez Kamani
New LTIP	the boohoo group plc Long Term Incentive Plan 2022, to be adopted in substitution for the 2016 LTIP
Nurez Kamani Children's Settlement 2015	trust established in 2015 for the benefit of the children of Nurez Kamani
Ordinary Shares or Shares	Ordinary Shares of one penny each in the capital of the Company
PLT	means PrettyLittleThing.com Limited, a subsidiary of the Company
SAYE Scheme	the boohoo group plc Save As You Earn Option Scheme 2015
Shareholders	holders of any Ordinary Shares
Share Plans	the ESOP, the SIP, the 2016 LTIP, the New LTIP, the SAYE Scheme, the Growth Share Plan, the Management Incentive Plan, the Deferred Bonus Plan and the Discretionary Award Plan
SIP	the boohoo group plc Share Incentive Plan 2020
the TMZ Trust	trust established in June 2018 for the benefit of the children of Jalaludin Kamani
the TMZ Trustees	means Natalie Parry and Sean Williams, trustees of the TMZ Trust
Trustee	St. Anne's Trustees Limited, trustee of the Nurez Kamani Children's Settlement 2015

The terms "subsidiary" and "subsidiary undertaking" have the meanings given to them in section 1159 and Schedule 6 and section 1162 and Schedule 7 respectively of the Companies Act 2006.

PART 4

NEW LTIP SUMMARY

Summary of the principal terms of the boohoo group plc Long Term Incentive Plan 2022 (the “New LTIP”)

Participation and grant of options

Under the New LTIP, any employee of the Company and any group company may be granted options to acquire Ordinary Shares with a nominal value or nil exercise price (“Options”).

Participation is at the discretion of the board, or in respect of directors, the remuneration committee of the board (the “Committee”).

Generally, Options can only be granted in the six week period following the adoption of the New LTIP and, thereafter, only in the six week period following the announcement or publication by the Company of its interim or final results. However, in circumstances which the Committee considers exceptional, Options may be granted outside these six week periods.

Individual participation limits

The maximum value of Ordinary Shares over which an Option under the New LTIP may be granted to an employee (a “Participant”) in any financial year may not exceed 200% of his/her basic salary as at the date of grant.

Performance targets and exercise of Options

Exercise of Options granted under the New LTIP may be (and will be in the case of Options granted to Executive Directors) dependent upon the extent to which specified performance targets have been achieved.

In respect of the initial award of Options to be made under the New LTIP in FY23, performance will be assessed against the following four different metrics. Vesting of 40% of the Options will be dependent on the Company’s total shareholder return (“TSR”) compared to the companies comprising the FTSE 250 Index (excluding Investment Trusts), vesting of 20% of the Options will be dependent on growth in the Company’s revenue (“Revenue”), vesting of 20% of the Options will be dependent on the Company’s adjusted earnings per share before exceptional items (“EPS”) and vesting of 20% of the Options will be dependent on the Company’s Environmental, Social and Governance (“ESG”) performance, in each case over a three year period ending on 28 February 2025.

For the TSR, Revenue and EPS measures there will be a straight-line vesting profile between the threshold (which results in vesting at a level of 25%) and the maximum (which results in vesting at a level of 100%). There will be no vesting under the TSR, Revenue or EPS measures for performance below the threshold level.

The exact performance targets for the TSR, Revenue or EPS measures are set out in the Directors’ Remuneration Report which is set out in the Company’s 2022 Annual Report and has been published on the same day as this notice. The targets for the ESG element have been published on the Company’s website and will be disclosed in next year’s Annual Report.

When reviewing whether the performance conditions have been met, the Committee may, in its absolute discretion, increase or decrease (including to nil) the extent to which a Participant’s Option may become exercisable if it considers that the formulaic vesting outcome is not a fair reflection of the performance of the group or the Participant, or wider circumstances. To the extent they do not vest, Options will lapse.

The Committee has the ability to set performance conditions in line with the group’s business strategy as it thinks fit.

Exercise of options

Options will normally become exercisable three years from the date of grant, subject to the achievement of performance conditions and continued employment.

Following the vesting of an Option a Participant will normally be entitled to exercise the Option until the tenth anniversary of the date it was granted. The exercise of Options will be satisfied as soon as reasonably practicable by the issue or transfer of Ordinary Shares or the Option may be settled in cash.

Dividend equivalents

The Committee may decide that a payment may be made to the Participant equivalent to the value of the dividends which would have been paid to the Participant during the vesting period (plus any applicable Holding Period and any period during which the Participant cannot exercise through no fault of their own) had they owned, since the date the Option was granted, the Ordinary Shares they acquire on exercise.

Cash alternative

The Company may decide to settle an Option by paying a cash amount equivalent to the gain on an Option (subject to the Participant meeting any tax and other costs associated with the exercise).

Suspension of Options

If, at the time an Option is due to vest, a Participant is involved in an investigation such as being suspended from employment or being placed on paid leave in connection with a disciplinary or regulatory matter (whether internal or external), then the Committee in its absolute discretion, following consultation with the Participant's employer, may determine that any vesting shall be postponed until such time as the Committee lifts such suspension. Upon the lifting of such suspension, the Committee may exercise its absolute discretion to allow the Option to vest or otherwise reduce the Option (to nil, if appropriate).

Holding period

The Committee may determine that a holding period may apply to Ordinary Shares acquired pursuant to the exercise of Options. The holding period would prevent Participants from selling or otherwise disposing of such Ordinary Shares (other than to meet the tax and other costs associated with exercise) and would commence from the date of vesting of an Option and end two years later (or such other period as the Committee may set).

Leaving employment

Participants who leave employment will normally forfeit any unexercised Option.

However, if a Participant's employment with the Company ceases due to death, the Participant's representative will be permitted to exercise any unexercised Option within 12 months of the date on which the Committee is notified of the Participant's death. In all cases the number of Ordinary Shares in respect of which the Option can be exercised will be reduced on a pro rata basis to take account of the period of time elapsed since the Option was granted to the date employment ceased (as a proportion of the full performance period).

If a Participant leaves as a result of ill health, injury or disability, redundancy, retirement, the sale of a business or subsidiary or any other circumstances which the Committee may consider appropriate (a "**Good Leaver**"), he/she will be permitted to retain any unexercised Option and exercise it, subject to the achievement of the performance targets, from the normal exercise date as if he/she had continued in employment. The number of Ordinary Shares in respect of which the Option can be exercised will be reduced on a pro rata basis to take account of the period of time elapsed since the Option was granted to the date employment ceased (as a proportion of the full performance period).

Alternatively, the Participant may, at the discretion of the Committee, be permitted to exercise any unexercised Option within 6 months of ceasing employment, but only to the extent that performance targets have been achieved up to that date (in the reasonable opinion of the Committee) and on the pro rata basis referred to above.

In exceptional circumstances the Committee may determine that the level of the pro rata reduction may be less than the pro rata basis referred to above.

A Participant who leaves employment with the Company for a reason other than one specified above will normally forfeit his unexercised Options. In exceptional circumstances, the Committee may treat such a participant as if he were a Good Leaver.

If a Participant dies after he/she has left employment with the Company in circumstances where his/her Option did not lapse and the Option has not vested by the time of his/her death, the Participant's representative will be permitted to retain any unexercised Option and exercise it from the normal exercise date as if the Participant had continued in employment unless the Committee decides the Option shall vest immediately on the date of death (in which case, the Participant's representative will be permitted to exercise any unexercised Option within 12 months of the date of death). In all cases the number of Ordinary Shares in respect of which the Option can be exercised will be reduced on a pro rata basis to take account of the period of time elapsed since the Option was granted to the date employment ceased (as a proportion of the full performance period).

Takeover or reconstruction

If there is a change of control of the Company, or a Court-sanctioned compromise or arrangement, or a voluntary winding up, the number of Ordinary Shares over which non-vested Options will become exercisable will be calculated on the basis of the extent to which the performance criteria applicable to those Options have been satisfied as at the date of the change of control (or other event). The resulting number of Shares will then be reduced on a pro rata basis to reflect the reduced period between the date the Option was granted and the date of the change of control. The Committee may, having regard to the financial performance of the Company and the circumstances of the relevant event, determine that the pro rating of such an Option shall not apply or that the number of Ordinary Shares over which the Option become exercisable shall be reduced on such other basis as the Committee considers appropriate.

Where appropriate, for example in the case of an amalgamation or reconstruction of the Company, with the consent of the acquiring company, Participants may be required or allowed to exchange Options so as to operate over shares in the acquiring company.

In the event of a demerger, delisting, distribution or other transaction involving the Company which affects the current or future value of an Option, the Committee has the discretion to allow a proportion of each outstanding Option to vest on or before the event.

Malus and Clawback

Options may be reduced or cancelled (and where they have been exercised, the Participant may be required to transfer the Ordinary Shares acquired, or the proceeds of their sale, to the Company) as determined by the Committee in the event of the Company or any subsidiary having to materially restate its financial statements, the Participant's gross negligence, fraud, dishonesty, misconduct or the Participant having committed any other act or omission which would entitle (or, where the Participant's employment has terminated prior to the date on which the Committee becomes aware of such act or omission, would have entitled) the Company or any group company to terminate the Participant's employment summarily, a material error having occurred in determining whether any performance condition(s) have been met (or any other material error having occurred in calculating the number of vested Ordinary Shares subject to an Option), or such other exceptional circumstances which, in the Committee's absolute discretion, justify the Committee taking such action.

Dilution limits

The number of new Ordinary Shares that may be issued or issuable to satisfy awards made under all of the employee share plans operated by the Company, including any Options granted under the New LTIP, may not, in any 10 year period since the Ordinary Shares were admitted to trading on AIM, exceed 10% of the number of Ordinary Shares in issue from time to time.

For so long as institutional guidelines recommend, Ordinary Shares transferred from treasury to satisfy awards will count as newly issued shares for these purposes.

Awards and options which have lapsed, or been surrendered or forfeited, will not count towards these dilution limits.

Taxation

It is a condition of acquiring Ordinary Shares that Participants agree to ensure that their employer can account to HMRC for the income tax, employee national insurance contributions ("NICs") and (to the extent permitted by law) the Health and Social Care Levy which will arise when Participants acquire Ordinary Shares pursuant to the exercise of their Options. Employer NICs will be a cost for the employer.

Variation in share capital

In the event of any increase or variation of share capital by way of capitalisation, rights issue, sub-division, consolidation or reduction of share capital, or otherwise, the number of Ordinary Shares over which an Option has been granted may be adjusted as determined to be appropriate.

Amendments

The rules of the New LTIP may be amended by the Committee.

The rules of the New LTIP cannot, however, be amended in any way which materially benefits Participants without shareholder approval unless the amendments are to benefit the administration of the New LTIP or are to comply with or take account of applicable legislation or statutory regulations or any change therein or to obtain or maintain favourable taxation, exchange control or regulatory treatment for the Company (or any group company) or for the Participants.

The Committee reserves the right up to the forthcoming Annual General Meeting to make such amendments and additions to the New LTIP Rules as they consider appropriate, provided they do not conflict in any material respect with this summary of the New LTIP Rules.

Term of the New LTIP

The life of the LTIP will be ten years and no Options may therefore be granted more than ten years after the date of the adoption of the New LTIP.

Pension status

None of the benefits which may be received under the New LTIP will be pensionable and the value of any benefit realised under the New LTIP by Participants shall not be taken into account in determining any pension or similar entitlements.

Administration of the New LTIP

At the option of the Company, the administration and operation of the New LTIP may be facilitated by the trustee of the boohoo.com plc employee benefit trust ("EBT"), Estera Trust (Jersey) Limited (the "EBT Trustee").

The EBT will not hold more than 5% of the issued ordinary share capital of the Company without shareholder approval and the EBT Trustee will not exercise any voting rights in respect of Ordinary Shares held in the EBT from time to time (it may exercise voting rights in respect of Ordinary Shares which it holds as nominee for any individual in relation to which the EBT Trustee has received voting instructions).