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boohoo.com Plc

MEMORANDUM AND ARTICLES OF ASSOCIATION

We hereby certify this to be a complete and accurate copy of the original document and if an identification document that the photograph is a true likeness of the holder.

Capita Fiduciary Group
12 Castle Street,
St Helier,
Jersey,
JE2 3RT

ALISTAIR WORTH
FCCA

Dated 5/3/14

Incorporated: 19/11/2013

COMPANIES (JERSEY) LAW 1991

COMPANY LIMITED BY SHARES





MEMORANDUM OF ASSOCIATION

of

boohoo.com Plc

1. The name of the Company is boohoo.com Plc.
2. The Company shall have unrestricted corporate capacity.
3. The Company is a public company.
4. The Company is a par value company.
5. The liability of each member arising from his holding of a share is limited to the amount (if any) unpaid on it.
6. The share capital of the Company is £100,000 divided into 100,000 limited shares of £1 each.

We, the persons whose names and addresses are set out below, wish to form a company in accordance with this memorandum of association, and we agree to take the number of shares in the capital of the Company noted opposite our names.

Name and Address of Subscriber	Number of Shares Taken	Signature
Capita Nominees Limited 12 Castle Street St Helier Jersey JE2 3RT	1	 _____ Authorized Signatory
Capita Secretaries Limited 12 Castle Street St Helier Jersey JE2 3RT	1	 _____ Authorized Signatory
Dated this 19 th day of November 2013		 _____ Authorized Signatory
Witness to the above signatures		 _____ Nicola Northcott 12 Castle Street St Helier Jersey JE2 3RT