



Jersey Financial
Services Commission

COMPANIES (JERSEY) LAW 1991
REGISTRATION OF A SPECIAL RESOLUTION.

JFSC
REGISTRY RECEIVED
06 OCT 2014
DATABASES N/A
DATE AMENDED
INITIALS

I (Insert declarant's name)

Louise Fishwick

a Director Secretary * * Tick as applicable

of the company named

Company Number 1 1 4 3 9 7

Name of Company

boohoo.com plc

hereby certify that the special resolution(s) detailed below/on the attached page(s) which have been initialled by me*, was/were* duly passed at a meeting of the company held on

2 6 0 9 2 0 1 4

Resolved that:

- | | |
|--|--|
| <input type="checkbox"/> Change of name | <input checked="" type="checkbox"/> Change of Articles |
| <input type="checkbox"/> Change of status | <input type="checkbox"/> Continuance |
| <input type="checkbox"/> Change of limited life company expiration time period | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Change of shares | <input type="checkbox"/> Dissolution |

* Tick as applicable

Insert full resolution details

Signature

Date

2 9 0 9 2 0 1 4



DTRYPSSR

Personal data provided in this application will be used by the Commission - a data controller as defined in the Data Protection Law - to discharge its statutory functions under the Companies (Jersey) Law 1991, as amended, and it may be disclosed to third parties for those purposes. Further information may be found in the Commission's data protection policy, copies of which are available on request from the Commission and which may also be found on www.jerseyfsc.org. The Commission may seek to verify the information in this application.

13. That, in substitution for all subsisting authorities to the extent unused and pursuant to and in accordance with Article 2.15 of the Company's articles of association, the directors of the Company be generally and unconditionally authorised to allot Shares (as defined in the articles of association of the Company) for cash as if Article 2.8 of the Articles of Association of the Company 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 of the Company 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 the articles of association of the Company 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 £1,123,132.36 being 10% of the issued ordinary share capital of the Company as at 11 July 2014,

provided further that such authorities shall apply until the end of next year's annual general meeting, or if earlier, until the close of business on 25 December 2015 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.

14. That the Company alter its articles of association by making the following amendments:

(a) That the following sentence be deleted in its entirety from Article 10.3:

"No Director who is participating in a meeting remotely in accordance with Article 10.6 shall be deemed to be part of the quorum or may vote on any resolution or take part in any decision reached at the meeting if he does so from the United Kingdom."

(b) Replacing existing Article 14.8(b) with the following new Article 14.8(b):

"published on a web site, provided that the following conditions are met:

(i) the Company and that person have agreed that such documents may be accessed by him on a web site (instead of their being sent by post or otherwise delivered to him); or

(ii) the Company has sent a request to that person individually asking him to agree that such documents may be accessed by him on a web site (instead of his being sent by post or otherwise delivered to him) and the Company has not received a response within a period of 28 days beginning with the date on which the request was sent, following which that person is deemed to have agreed that such documents may be accessed by him on a web site; and

(iii) that person is notified, in a manner for the time being agreed for the purpose between him and the Company, of:

(A) the publication of the documents on a web site;

(B) the address of that web site;

(C) the place on that web site where the documents may be accessed; and

(D) how they may be accessed.

A person who provides their agreement, pursuant to Article 14.8(b) (i) or (ii) above, can at any time revoke their individual agreement to receive such documents on a web site by providing the Company with a notice in writing."

(c) In Article 14.9(b), replacing the reference to ' Article 14.8(b)(ii) ' with 'Article 14.8(b) (iii)' wherever it appears.