



Jersey Financial  
Services Commission

JFSC	
REGISTRY RECEIVED ON	
- 9 JUL 2019	
REGISTERED ON	
DATE AMENDED	
INITIALS	DATABASES

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

I (Insert declarant's name)

Keri Devine

a Director  Secretary  \*  \* Tick as applicable

of the company named

Company Number 1 1 4 3 9 7

Name of Company

boohoo group 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 1 J U N 2 0 1 9

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 checked="" type="checkbox"/> Change of shares                           | <input type="checkbox"/> Dissolution                   |

\* Tick as applicable

Insert full resolution details ▶

Signature

*Keri Devine*

Date

0 4 0 7 2 0 1 9



DTRYPSR

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.

Resolved that: (Continued)

## Change of shares

### Resolution 11

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 £581,405.91, being 5% of the issued ordinary share capital of the Company as at 17 May 2019.

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 20 June 2020 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.

### Resolution 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 £581,405.91, being 5% of the issued ordinary share capital of the Company as at 17 May 2019; 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, if earlier, until the close of business on 20 June 2020 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.

### Resolution 13

The Company be and is hereby generally and unconditionally authorised for the purposes of Article 57 of the Companies (Jersey) Law 1991, as amended (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 116,281,182 (representing approximately 10% of the Company's issued Shares as at 17 May 2019);

(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;

Resolved that: (Continued)

(d) unless otherwise renewed, varied or revoked, the authority hereby conferred shall apply until the end of next year's annual general meeting or, if earlier, until the close of business on 20 June 2020;

(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.

#### Change of Articles

##### Resolution 15

Resolution 15 is to make an amendment to the articles of association of the Company to permit the Company to elect not to circulate paper copies of the form of proxy in future years, so that voting at future general meetings of the Company could be either online, via electronic proxy appointment through CREST or by shareholders requesting a hard copy proxy form from the Company's registrars, Link Asset Services. The following words shall be deleted from Article 6.22(a) of the Articles of the Company the following words: "or in the form of appointment of proxy".