

Form of Proxy for Annual General Meeting

I/We (FULL NAME(S) IN BLOCK CAPITALS)

Of (ADDRESS IN BLOCK CAPITALS)

being a member of the Company appoint the Chairman of the Meeting or the following person (see note 2)

.....
 regarding ordinary shares of 1 pence each in the capital of the boohoo.com plc as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of boohoo.com plc (the "Company") to be held on 26 September 2014 at 14:00 and at any adjournment of the meeting.

I/we direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Signed Date2014

	For	Against	Withheld
1 To re-elect Peter Williams as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Mahmud Kamani as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Carol Kane as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Neil Catto as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect David Forbes as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Stephen Morana as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Petar Cvetkovic as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Mark Newton-Jones as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-appoint PricewaterhouseCoopers LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To authorise the directors to agree the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To authorise the Company to serve notices of general meetings by making the notice available on the Company's website.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To authorise the Company to make political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To authorise the directors of the Company to allot shares/ disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To approve the amendments to the articles of association by making alterations to Articles 10.3, 14.8(b) and 14.9(b).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please tick here if this proxy appointment is one of multiple appointments being made

Notes

What happens if you do not follow these instructions?

- 1 If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

Eligible Members

- 2 If you are a Member entitled to attend and vote at this meeting of the Company, you may appoint a proxy of your choice other than the Chairman to attend and vote at the meeting on your behalf. If you wish to appoint a person other than the Chairman, please insert the name of the proxy you wish to appoint (see over). A proxy need not be a member of the Company.

If you complete this form, can you still attend and vote at the meeting?

- 3 Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. If you do attend the meeting in person, your proxy appointment(s) will automatically be terminated.

Multiple Proxies

- 4 If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment. Please include the number of shares in the box provided for your first named proxy and either obtain an additional proxy form(s) from Capita Asset Services by calling +44 (0)871 664 0300 (Calls cost 10 pence per minute plus network extras) or from outside the UK: +44 (0) 20 8639 3399. Lines are open Monday - Friday 09:00 - 17:30 or you may photocopy this form. Please return all the forms together and tick the box to indicate that each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
- 5 If two or more valid forms of proxy are delivered in respect of the same share, the one which was validly delivered or received (regardless of its date or the date of execution) shall be treated as replacing and revoking all others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.

Joint Holders

- 6 In the case of joint holders the signature of any one holder will be sufficient but the names of all joint holders should be stated. If more than one proxy is received from joint holders the proxy received from the most senior holder will be accepted. Seniority shall be determined by the order in which the names stand in the register of members.

How to appoint a proxy

- 7 If you are an eligible Member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney (see note 2 above).
- 8 If you are an eligible Member and a corporation, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under corporation's common seal; (ii) not under the corporation's seal but otherwise in accordance with its articles of association or constitution; or (iii) signed on its behalf by a duly authorised officer or its authorised attorney.
- 9 CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy, or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Capita Asset Services (Crest Participant ID: RA10) by no later than 14:00 on 24 September 2014 (or, if the meeting is adjourned, no later than 48 hours (excluding any day that is not a working day) before the time of any adjourned meeting). Please refer to the notes to the notice of the meeting for further information on proxy appointments through CREST.

Completion of the form/ amendments to the form

- 10 If this form is returned without any indication as to how the person appointed proxy shall vote, the proxy will exercise discretion as to how the proxy votes or whether the proxy abstains from voting. The proxy may vote (or abstain from voting) on any other matter which may properly come before the meeting.
- 11 The vote "withheld" option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote for or against a resolution.
- 12 Any alteration in this proxy must be initialled. For details on how to change your proxy instructions or revoke your proxy appointment, please see the notes to the notice of annual general meeting.

Delivery of proxy form to the Company

- 13 For an appointment of a proxy to be effective, the following documents must be received by the Company by 14:00 on 24 September 2014, 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:

- (a) the proxy form;
- (b) if the proxy form is executed by a corporation otherwise than under its common seal - an extract of its articles of association or constitution that evidences that it may be duly executed in that way;
- (c) if the proxy form is signed by your attorney - the authority under which it was signed or a certified copy of that authority.

- 14 Those documents must be completed and deposited at the offices of Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.
- 15 If a poll is to take place within 48 hours after it has been demanded then, in addition to paragraph 13, the documents may be delivered to the Chairman or to the Company secretary or to any director at the meeting at which the poll was demanded.
- 16 You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.