

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.



Notice of Annual General Meeting 2020

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 19 June 2020 at 49 – 51 Dale Street, Manchester, M1 2HF, is set out in Part 2 of this document. A form of proxy for use by Shareholders in connection with the Annual General Meeting is enclosed. Shareholders are requested to complete the form of proxy in accordance with the instructions printed on it and return it to the Company’s Registrars, Link Asset Services, as soon as possible and, in any event, so as to arrive no later than 14:00 on 17 June 2020. This notice also includes instructions to enable you to vote electronically and how to register to do so.

Further to UK Government instructions issued on Monday 23 March 2020 (<https://www.gov.uk/government/publications/full-guidance-on-staying-at-home-and-away-from-others>), the AGM will be convened with the minimum necessary quorum of two shareholders (which will be facilitated by boohoo). Shareholders must not attend the AGM in person and anyone seeking to attend the meeting will be refused entry. The business at the Company’s 2020 AGM will be curtailed to the formal business section only, with no wider presentations on business performance or Q&As. Our advisers and other guests have also been asked not to attend.

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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)
 P Cuilleret (Non-Executive)
 I McDonald (Non-Executive)

Registered Office:

12 Castle Street
 St Helier
 Jersey
 JE2 3RT

20 May 2020

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 seventh annual general meeting of boohoo group plc (the “**Company**”) will be held at 49 – 51 Dale Street, Manchester, M1 2HF on Friday, 19 June 2020 at 14:00 (the “**AGM**”).

The formal notice convening the AGM is set out on pages 5 to 7 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 8 to 10 of this document.

Accompanying the formal notice of the meeting is the Company’s audited Annual Report and Accounts for the year ended 29 February 2020.

RECOMMENDATIONS

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 15.1% of the issued Ordinary Shares.

PART 1
LETTER FROM THE CHAIRMAN OF BOOHOO.COM PLC
CONTINUED

ATTENDANCE AND IMPACT OF COVID-19

The Directors are continuously monitoring the UK government advice relating to COVID-19 and compulsory social distancing measures (“**Social Distancing Measures**”). Given current guidance and general uncertainty as to what additional or alternative measures may be in place at the time of the AGM, it is intended that the AGM will take place in a different format to previous years.

The Directors propose that the AGM will be attended by two Directors (each of whom holds shares) in person only (adhering to Social Distancing Measures). Shareholders who travel to the meeting will not be admitted and are therefore advised not to travel to the AGM.

The Directors also request that Shareholders vote in advance of the AGM either electronically, via CREST or by completing and returning the enclosed form of proxy as soon as possible and in any event not later than 14:00 on 17 June 2020. The resolutions set out in the 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.

Notwithstanding the Social Distancing Measures, the Directors recognise the importance of the AGM as an opportunity for Shareholders to communicate to the Directors and accordingly, Shareholders will be able to use a dial-in facility to enable them to listen to the AGM proceedings. 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.

The Directors are currently looking to put in place facilities to enable questions to be taken from Shareholders listening remotely after the conclusion of the business of the AGM. It is intended that further details of this facility will be published on the Company’s website (www.boohooplc.com) in due course.

In addition, Shareholders are encouraged to submit questions, no later than 7 days prior to the AGM, via email to the Company Secretary at legal@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.

Yours faithfully

Mahmud Kamani

Executive Chairman

PART 2
NOTICE OF ANNUAL GENERAL MEETING

boohoo group plc (“**boohoo**” or the “**Company**”) will hold its seventh AGM at 49 – 51 Dale Street, Manchester, M1 2HF at 14:00 on 19 June 2020.

Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions and resolutions 9 to 11 (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 29 February 2020 (together with the reports of the directors and the auditor).

DIRECTORS’ REMUNERATION REPORT

- 2 To approve the Directors’ Remuneration Report for the year ended 29 February 2020.

ELECTION OF DIRECTORS

- 3 To re-elect Pierre Cuilleret as a director of the Company.
- 4 To re-elect Iain McDonald as a director of the Company.
- 5 To re-elect Brian Small as a director of the Company.

AUDITORS

- 6 To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.
- 7 To authorise the Directors to determine the remuneration of the Company’s auditors.

POLITICAL DONATIONS

- 8 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 18 June 2021, whichever is the sooner, 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.

PART 2
NOTICE OF ANNUAL GENERAL MEETING
CONTINUED

DISAPPLICATION OF PRE-EMPTION RIGHTS - GENERAL

9 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 £613,322.09, being 5% of the issued ordinary share capital of the Company as at the opening of business on 20 May 2020,

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 18 June 2021 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

10 That, in addition to any authority granted under Resolution 9 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 £613,322.09, being 5% of the issued ordinary share capital of the Company as at the opening of business on 20 May 2020; 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 18 June 2021 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

- 11 That 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 61,332,209 (representing approximately 5% of the Company’s issued Shares as at the opening of business on 20 May 2020);
 - (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, if earlier, until the close of business on 18 June 2021;
 - (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.

By order of the Board

Keri Devine

Company Secretary
boohoo group plc

20 May 2020

PART 2
NOTICE OF ANNUAL GENERAL MEETING
CONTINUED

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 8 (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 9 to 11 (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 29 February 2020.

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 29 February 2020. The Directors' Remuneration Report is set out in full on pages 46 to 57 of the Annual Report. Pages 46 to 57 of the Annual Report can be found at <http://www.boohooplc.com/investor-relations/aim-rule-26/company-documents> 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, 4 AND 5 – ELECTION OF DIRECTORS

Biographical details of the Directors are included within the Company's Annual Report and Accounts for the financial year ended 29 February 2020.

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 late 2019 and a further evaluation is planned to take place in 2020. 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 6 AND 7 – AUDITORS' RE-ELECTION AND REMUNERATION

PricewaterhouseCoopers 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 PricewaterhouseCoopers LLP as auditors. The Directors request the authority to determine the auditors' remuneration.

RESOLUTION 8 – POLITICAL DONATIONS

Whilst the Company, as a Jersey company, is not subject to the requirements of the UK Companies Act 2006, (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 European Union which are, or could be categorised as EU political organisations or parties. 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 9 AND 10 – 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 £4,088,813.96 (which represents approximately one-third of the issued ordinary share capital of the Company as at the opening of business on 20 May 2020 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 £4,088,813.96 as above (which represents approximately one-third of the issued ordinary share capital of the Company as at the opening of business on 20 May 2020, 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 18 June 2021 (whichever is the earlier), 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 9 and 10, 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 9, 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 £613,322.09 (which represents approximately 5% of the issued ordinary share capital of the Company as at the opening of business on 20 May 2020, 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 earlier 18 June 2021.

Resolution 10, 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 £613,322.09 being 5% of the issued ordinary share capital of the Company as at the opening of business on 20 May 2020; 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 earlier, 18 June 2021.

Resolutions 9 and 10 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 or 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 9 and 10 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.

PART 2
NOTICE OF ANNUAL GENERAL MEETING
CONTINUED

RESOLUTION 11 – PURCHASE OF OWN SHARES

Resolution 11 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 61,332,209 Ordinary Shares (equivalent to 5% of the Company's issued ordinary share capital as at the opening of business on 20 May 2020; (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 2021, or close of business on 18 June 2021, whichever is earlier.

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 11. 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 25.5% and, if the buy back authority were to be exercised in full, would proportionately increase only to a possible maximum of 26.8% 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.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to vote – no attendance

- 1 Further to UK Government instructions issued on Monday 23 March 2020 (<https://www.gov.uk/government/publications/full-guidance-on-staying-at-home-and-away-from-others>), the AGM will be convened with the minimum necessary quorum of two shareholders (which will be facilitated by boohoo). Shareholders must not attend the AGM in person and anyone seeking to attend the Meeting will be refused entry. The business at the Company's 2020 AGM will be curtailed to the formal business section only, with no wider presentations on business performance or Q&As. Our advisers and other guests have also been asked not to attend.
- 2 Voting at the AGM will be by proxy vote only, appointing the chairman of the meeting as your proxy in accordance with the guidance set out below.
- 3 Only those members entered on the register of members of the Company (the “**Register**”) at the close of business on 17 June 2020 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 17 June 2020 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

- 4 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 29 February 2020, is available at <http://www.boohooplc.com/investor-relations/agma>.

Appointment and instruction of proxies and electronic voting

- 5 In order to submit a vote at the AGM during these unprecedented times members must appoint the chairman of the meeting as a proxy to vote on their behalf. Details of how to appoint the chairman of the meeting as your proxy are set out on the proxy form. If you do not indicate clearly on the proxy form as to how you wish the chairman of the meeting to vote, the chairman will use his /her discretion in relation to the resolution being put before the Meeting.
- 6 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.
- 7 A proxy does not need to be a member of the Company but must attend the meeting to represent you. 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, they will not be able to attend the meeting and your voting intentions will not be acknowledged.
- 8 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.

9 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 Asset Services.

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

10 You can vote either:

- 10.1 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;
- 10.2 by completing the proxy form; and/or
- 10.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

PART 2
NOTICE OF ANNUAL GENERAL MEETING
CONTINUED

Appointment and instruction of proxies and electronic voting continued

11 To be valid, any proxy form or other instrument appointing a proxy must be:

- (a) completed and signed;
- (b) sent or delivered to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or delivered by hand to The Registry, 34 Beckenham Road, Beckenham BR3 4TU; and
- (c) received by Link Asset Services no later than 14:00 on 17 June 2020 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.

12 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.

13 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 Asset Services.

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.

14 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.

15 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 Asset Services (CREST Participant ID: RA10), no later than 14:00 on 17 June 2020 (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.

16 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.

17 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.

18 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).

Appointment and instruction of proxies and electronic voting continued

- 19 In order to revoke a proxy instruction you will need to inform the Company via Link Asset Services either by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF 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.
- 20 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 Asset Services no later than 14:00 on 17 June 2020.

Corporate representatives

- 21 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

- 22 As at the opening of business on 20 May 2020 (being the last practicable date prior to publication of this document), the Company's Issued Share Capital comprised 1,226,644,188 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 20 May 2020 is 1,226,644,188. As at the date of this document, the Company does not hold any shares in treasury.

Voting

- 23 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 17 June 2020. The results will be published on our website <http://www.boohooplc.com/investor-relations/agm> and will be released to the London Stock Exchange.

Communication

- 24 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 Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF; 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:

AIM	Alternative Investment Market of the London Stock Exchange
Authority Resolution	the resolution 11 in the notice of Annual General Meeting granting authority for the Share Purchase
Annual General Meeting or AGM	the annual general meeting of the Company to be convened by the notice on pages 5 to 7 of this document
Annual Report	the annual report and accounts for the financial year ended 29 February 2020
Articles	the articles of association 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
Business Day	a day (other than a Saturday, Sunday or public holiday) when clearing banks are open for business in the City of London and Jersey
Code	City Code on Takeovers and Mergers
Concert Party	Mahmud Kamani, Jalaludin Kamani, Nurez Kamani, Rabia Kamani, Abdullah Kamani, Roshan Kamani, Carol Kane, the Trustee, the NAK Trustees and the TMZ Trustees
ESOP	the 2014 ESOP incorporating the facility to award HMRC approved options and unapproved options
Group	boohoo and its subsidiaries
Issued Share Capital	the number of Ordinary Shares in issue as at the opening of business on 20 May 2020 (being the last practicable date prior to the publication of this document)
LTIP	the boohoo group plc Long Term Incentive Plan 2016
NAK Trustees	means Natalie Parry and Sean Williams, trustees of the NAK Children’s Trust 2019
NAK Children’s Trust 2019 LTIP	trust established in December 2019 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
SAYE Scheme	the boohoo group plc Save As You Earn Option Scheme 2015
Shareholders	holders of any Ordinary Shares
Share Plans	ESOP, the SIP, the LTIP and the SAYE Scheme
Share Purchase	a purchase of Ordinary Shares by the Company pursuant to the Authority Resolution
SIP	the boohoo group plc Share Incentive Plan 2014
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.

NOTES

