

8 June 2017

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Boohoo.com plc

("boohoo.com" or the "Company")

Confirmation of successful fundraising of £50 million and successful placing of 36,570,632 existing shares each at 220p per share

boohoo.com (AIM: BOO), a leading online fashion group, is pleased to announce that, further to the announcement made on 7 June 2017 entitled "Proposed Accelerated Bookbuild to raise gross proceeds of up to £50 million and proposed placing of existing shares", the Bookbuild has closed and the Company has raised gross proceeds of £50 million through the successful private placing of 22,727,273 New Placing Shares at a price of 220 pence per New Placing Share, representing a discount of 0.3% to the closing middle market price on 7 June 2017.

In conjunction with the Placing, Mahmud Kamani, Rabia Kamani, and Nurez Kamani (together the "Selling Shareholders"), have conditionally agreed to sell 36,570,632 Existing Ordinary Shares at the Placing Price. The Selling Shareholders have also agreed to a 6-month lock-in and a subsequent 6-month orderly market period in respect of their remaining Existing Ordinary Shares. As a result, the Concert Party (as defined in the Notice of Annual General Meeting 2017) holds in aggregate 442,798,281 Ordinary Shares, representing 38.57% of the Enlarged Share Capital of the Company.

Application has been made for the 22,727,273 New Placing Shares to be admitted to trading on AIM at 8 a.m. on 12 June 2017 ("Admission"). Once Admission occurs, the Placing will have successfully completed.

Zeus Capital and Jefferies acted as joint bookrunners in connection with the Placing.

Background to and reasons for the Placing and use of proceeds of the Placing of New Placing Shares

As disclosed in the trading statement released yesterday, the growth rates of the Group's brands are accelerating the need for more warehouse capacity. Consequently, the Group announced yesterday plans to construct a new automated super-site of c.600,000 sq ft, which is intended to provide boohoo with over £2 billion of net sales capacity, in addition to the estimated £1 billion net sales being provided by the extended Burnley site. The land acquisition of the new site, together with the construction, is expected to cost c.£150 million over three years to FY20.

To enable the Group to be able to maintain a strong cash position that will enable it to take advantage of investment opportunities as they arise, approximately £50 million will be raised through the Placing of New Ordinary Shares and the Group's cash generation will fund the Group's capital expenditure requirements.

Total Voting Rights

Following Admission, the total number of Ordinary Shares and voting rights in the Company will be 1,147,977,462. The Company does not hold any shares in treasury.

The above figure may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure Rules and Transparency Guidance and the articles of association of the Company.

The Notice of Annual General Meeting 2017 (the "Notice") contains references to percentages of the total issued shares in the capital of the Company as at the latest practicable date prior to posting of the Notice, being 17 May 2017. Following Admission, the percentages referred to in the Notice will no longer reflect the current total number of issued shares in the capital of the Company due to the increase in the Company's share capital as a result of the Placing.

Director's Interest

Following the completion of the Placing, Mahmud Kamani's holding will be as set out in the table below:

	<i>Number of Ordinary Shares currently held prior to Placing</i>	<i>Number of Sale Shares sold pursuant to Placing</i>	<i>Number of Ordinary Shares following Placing</i>	<i>Percentage of Enlarged Share Capital immediately following Placing</i>
Mahmud Kamani	198,932,382	11,252,502	187,679,880	16.35

Related Party Transaction

Old Mutual Asset Management, a Substantial Shareholder in the Company (as defined by the AIM Rules) has conditionally agreed to subscribe for 6,200,000 Placing Shares pursuant to the Placing. The participation of Old Mutual Asset Management in the Placing is a related party transaction for the purposes of the AIM Rules.

Following Admission, Old Mutual will have a shareholding of 166,697,975 Ordinary Shares, representing 14.52 per cent. of the Enlarged Share Capital.

The Directors, having consulted with the Company's Nominated Adviser, Zeus Capital, consider the terms of Old Mutual Asset Management's participation in the Placing to be fair and reasonable insofar as Shareholders are concerned.

Unless expressly defined in this announcement, all capitalised terms used in this announcement have the meanings stated in the announcement made on 7 June 2017 entitled "Proposed Accelerated Bookbuild to raise gross proceeds of up to £50 million and proposed placing of existing shares".

The Placing is a private placing involving a limited number of institutional and other investors. Accordingly, no prospectus will be issued by the Company within the meaning of the Companies (Jersey) Law 1991 as amended, and the consent of the Jersey Registrar of Companies will not be sought or obtained, in connection with the Placing.

Enquiries

boohoo.com plc

Neil Catto, Chief Financial Officer

Tel: +44 (0)161 233 2050

Clara Melia, Investor Relations

Tel: +44 (0)7748 171236

Zeus Capital - Nominated adviser and joint broker

Nick Cowles/Andrew Jones (Corporate Finance)

Tel: +44 (0)161 831 1512

John Goold/Benjamin Robertson (Corporate Broking)

Tel: +44 (0)20 3829 5000

Jefferies Hoare Govett - Joint broker

Nick Adams/Max Jones

Tel: +44 (0)20 7029 8000

Buchanan - Financial PR adviser

Richard Oldworth/Madeleine Seacombe

Tel: +44 (0)20 7466 5000

boohoo@buchanan.uk.com

The person responsible for arranging the release of this announcement on behalf of the Company is Neil Catto, Chief Financial Officer.

About boohoo.com plc

"boohoo is a leader in the fashion eCommerce market"

Founded in Manchester in 2006, the Group started life as boohoo.com, an inclusive and innovative brand targeting young, value-orientated customers. For over 10 years, boohoo.com has been pushing boundaries to bring its customers up-to-date fashion, 24/7. boohoo.com has grown rapidly in the UK

and internationally, including through the acquisitions of the fashion brands PrettyLittleThing, and Nasty Gal, and expanding its offering with range extensions into menswear and children's wear, through boohooMAN and boohooKIDS.

Today, the Group sells to over 6 million customers in almost every country in the world.

Important information

This announcement is for information purposes only and does not itself constitute an offer or invitation to underwrite, subscribe for or otherwise acquire or dispose of any securities in the Company and does not constitute investment advice.

Neither this announcement nor any copy of it may be taken or transmitted, published or distributed, directly or indirectly, in or into the United States of America, its territories and possessions, any state of the United States and the District of Columbia (the "United States"), Australia, Canada, Japan or South Africa or to any persons in any of those jurisdictions or any other jurisdiction where to do so would constitute a violation of the relevant securities laws of such jurisdiction. Any failure to comply with this restriction may constitute a violation of United States, Australian, Canadian, Japanese or South African securities laws. The distribution of this announcement in other jurisdictions may be restricted by law and persons into whose possession this announcement comes should inform themselves about, and observe any such restrictions.

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In particular, the New Placing Shares and the Sale Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States, and accordingly the New Placing Shares and Sale Shares may not be offered, sold, pledged or transferred, directly or indirectly, in, into or within the United States except pursuant to an exemption from the registration requirements of the Securities Act and the securities laws of any relevant state or other jurisdiction of the United States. There is no intention to register any portion of the Placing in the United States or to conduct a public offering of securities in the United States or elsewhere.

Zeus Capital is authorised and regulated in the United Kingdom by the FCA and is acting as nominated adviser and joint bookrunner to the Company in respect of the Placing. Jefferies is authorised and regulated in the United Kingdom by the FCA and is acting as joint bookrunner to the Company in respect of the Placing. Each of Zeus Capital and Jefferies is acting for the Company and for no-one else in connection with the Placing, and will not be treating any other person as its client in relation thereto, and will not be responsible for providing the regulatory protections afforded to its customers nor for providing advice in connection with the Placing or any other matters referred to herein and apart from the responsibilities and liabilities (if any) imposed on Zeus Capital or Jefferies, as the case may be, by FSMA, any liability therefor is expressly disclaimed. Any other person in receipt of this announcement should seek their own independent legal, investment and tax advice as they see fit.

Forward-looking statements

This announcement contains statements about the Group that are or may be deemed to be "forward-looking statements".

All statements, other than statements of historical facts, included in this announcement may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", "would", "could", "continue" or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include, without limitation, statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects and (ii) business and management strategies and the expansion and growth of the operations of boohoo.com.

These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, MAR, the Prospectus Rules and/or the FSMA), boohoo.com does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to boohoo.com or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this announcement are based on information available to the Directors of boohoo.com at the date of this announcement, unless some other time is specified in relation to them, and the posting or receipt of this announcement shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

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