

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER APPROPRIATE INDEPENDENT PROFESSIONAL ADVISOR AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED).

If you have sold or otherwise transferred all your shares in boohoo group plc (“**boohoo**” or the “**Company**”) 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 Shares, you should retain these documents.

boohoo group plc

(incorporated and registered in Jersey with registered number 114397)

Notice of General Meeting

requisitioned pursuant to Article 89 of the Companies (Jersey) Law 1991

to be held at

the offices of Addelshaw Goddard LLP, One St Peter’s Square, Manchester M2 3DE

on

20 December 2024 at 10.00 a.m.

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST ALL RESOLUTIONS AT THE GENERAL MEETING.

The formal Notice of the General Meeting of the Company which has been convened for **10.00 a.m.** on **20 December 2024** (the “**General Meeting**”), is set out on page 19 of this document. All references to time in this document shall be to the relevant time in the United Kingdom.

**To reject Frasers’ Demands, Shareholders should
VOTE AGAINST the proposed Resolutions**

Cautionary note regarding forward-looking statements

This document contains statements about boohoo that are or may be deemed to be “forward-looking statements”. All statements, other than statements of historical facts, included in this document 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”, 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 the Group.

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 or by the AIM Rules, boohoo 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 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 document are based on information available to the Directors of boohoo at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date. Unless expressly stated otherwise, no statement contained or referred to in this document is intended to be a profit forecast or profit estimate for any period and no statement should be interpreted to mean that earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods for boohoo.

Why you should reject Frasers' Demands and VOTE AGAINST the proposed Resolutions:

Value for All Shareholders, Not Just Frasers

1. The Board has a credible plan to unlock and maximise value for the benefit of all Shareholders through its Business Review and in Dan Finley has the right CEO to lead the business

- The Board is in the early stages of the Business Review, which it announced on 18 October 2024, and will only act once the review has provided evidence it is in the best interests of all Shareholders to do so.
- The Board considers that Frasers and Mike Ashley, the 73 per cent. shareholder and controller of Frasers, have attempted to exert influence over the Board's refinancing, Business Review and appointments to the Board for the good of themselves alone, and are acting in their own self-interest.
- Following the completion of the refinancing, the Group has a credible plan to unlock and maximise value for the benefit of all Shareholders, and is committed to delivering on that.
- In Dan Finley, the Group has a strong and dynamic CEO who is one of the outstanding leaders in a new generation of digital retailers. The Board was unanimous in Dan's appointment and he has long been identified as the successor to CEO following his work for the Group as CEO of Debenhams.

2. Frasers appears intent on disrupting boohoo's Business Review and acting only in its own commercial self-interest. Frasers has prior history of this sort of corporate behaviour

- The Board is concerned that Frasers is using its significant shareholdings in UK retailers, including boohoo, to further its own self-interest at the expense of other shareholders.
- Shareholders should ask themselves what Frasers' true intentions are, and why is it apparently seeking to disrupt the Business Review. Is it purely to maximise value, or is there an ulterior motive to acquire boohoo's assets for below market value?
- This is not the first time Frasers has acted in this way without having set out details of an alternative credible plan. Frasers did similar in relation to Studio Retail Group where it used its shareholding of just under 30 per cent. to exert significant pressure on the existing management team. This included attempts by Mike Ashley to be appointed as Chairman of the board and a separate shareholder requisition with the objective of installing Benjamin Gardener to the board. The business was then put into administration. Frasers ultimately succeeded in acquiring the business out of administration for £1 and settled the businesses' remaining secured liabilities for approximately 50 per cent. of their face value. Studio Retail's other shareholders are likely to lose the entire value of their investments.

3. Shareholders are being offered no protections in relation to the obvious risks presented by Frasers' Demands

- The Board believes it is fundamental to the successful outcome of the Business Review, as well as the operation of the Group as a whole, that it maintains high standards of corporate governance throughout the business.
- The Board has stated as a matter of public record that it is open to Frasers' having board representation in the form of a single non-executive director appointment and has repeatedly requested that Frasers provide appropriate safeguards to manage the obvious conflicts of interest that exist and will arise. They have ignored the Group's repeated requests on this matter.

- Mahmud Kamani is willing to give the same commitments requested by the Board of Frasers, demonstrating his alignment with the interests of Shareholders and maximising value for all Shareholders.

4. Mike Ashley is conflicted and not a suitable appointment to the Board

- Mike Ashley is the controller of Frasers, with a 73 per cent. shareholding, and is listed by Frasers as having a significant influence over its day-to-day decision making.
- The Board considers Frasers to be a competitor of all of boohoo's core brands across its own brands and investments.
- Frasers and Mike Ashley have history of exerting pressure on competitors and Shareholders should be concerned about the possibility of Mike Ashley joining our board.

5. Mike Lennon is a practicing insolvency expert with a history of working closely with Frasers; Shareholders should ask themselves why Frasers would want him in situ at boohoo

- Mike Lennon is a restructuring and insolvency practitioner who lists **due diligence, transaction negotiation and post-transaction stabilisation** amongst his professional skills.
- Mike Lennon has acted on several administration processes for Frasers, including recent acquisitions from JD Sports that Frasers has put into administration such as Prevu, Kids Cavern, Base Childrenswear and Field & Trek.
- The Board therefore considers it to be fairly obvious why Frasers, a serial ***purchaser of retail businesses***, would like to appoint Mike Lennon. It is equally obvious to the Board why Mike Lennon is not therefore a suitable candidate for appointment as a director of boohoo as Frasers has demanded.

6. The Board is not deliberately seeking confrontation with Frasers, but will at all times act in the best interests of the Company and all Shareholders

- The Board has not "stonewalled" Frasers, despite their accusations to the contrary.
- Our Board has instead maintained that it needs to act in the interests of all Shareholders, not merely Frasers.
- **By rejecting Frasers' Demands, Shareholders will give the Board a mandate to insist on the commitments the Company requires from Frasers.**

TABLE OF CONTENTS

	<i>Page</i>
LETTER FROM THE BOARD	5
EXPLANATORY STATEMENT	7
HOW TO VOTE	12
SHAREHOLDER Q&A	13
DEFINITIONS	15
STATEMENT BY FRASERS	17
NOTICE OF GENERAL MEETING	19
ADDITIONAL INFORMATION	20

LETTER FROM THE BOARD

BOOHOO GROUP PLC

Directors:

Mahmud Kamani (*Group Co-Founder and Executive Chairman*)
Alistair McGeorge (*Deputy Chairman, SID and Non-Executive Director*)
Carol Kane (*Group Co-Founder and Executive Director*)
Stephen Morana (*Chief Financial Officer*)
Kirsty Britz (*Non-Executive Director*)
John Goold (*Non-Executive Director*)
Iain McDonald (*Non-Executive Director*)
Tim Morris (*Non-Executive Director*)

Registered Office:

3rd Floor, 44 Esplanade,
St Helier,
Jersey,
JE4 9WG

13 November 2024

NOTICE OF REQUISITIONED GENERAL MEETING

The Board of Directors recommends Shareholders **VOTE AGAINST ALL** Resolutions at the General Meeting

Dear Shareholder,

As we write to you today, the Board reflects on the journey we have taken together. From boohoo's humble beginnings in Manchester to becoming a leading player in online fashion, our story is one of hard work, passion, and innovation.

The Board is excited about what lies ahead for boohoo under the leadership of our new CEO, Dan Finley. Dan has been with the Group for nearly three years now, joining as CEO of Debenhams. Under Dan's leadership, Debenhams has gone through a period of significant growth and digital transformation, being transformed into 'Britain's online department store'. It has been successfully repositioned as a capital-light, cash generative and highly profitable marketplace model and we have been able to create a community of approximately 10,000 brands with more to come. We are extremely proud of what we have achieved in such a short period and we are looking forward to continuing that journey of growth with the wider Group.

The Board's strategy is proactively to unlock and maximise value for the benefit of all Shareholders through our five core brands. We have appointed HSBC and Zeus as independent advisers to assist with this process, which we announced last month, and Dan will be working closely with the Board and our independent advisers as our review progresses.

The Board has a credible plan to realise value for all Shareholders. Frasers has not outlined an alternative plan to realise value for all Shareholders. Frasers' Demands are, in the Board's view, a clear attempt to destabilise boohoo. Having regard to Frasers' conduct with other public companies, the Board is concerned that Frasers may be seeking to take control of the company without paying fair value or seeking to acquire its assets significantly below market value for the benefit of Frasers alone – a key trade competitor to the Group.

Frasers will no doubt say that their actions are those of a concerned shareholder and not a trade competitor that is focused on its own commercial self-interest. In considering Frasers' real motivations, Shareholders should consider Frasers' prior behaviour in relation to its investments in public companies and the way in which it has sought to leverage these investments for its own commercial advantage.

Since becoming a significant shareholder in boohoo, Frasers has already sought to leverage its position for its own commercial advantage by pushing boohoo to adopt its FCA regulated FrasersPLUS credit offering across boohoo's platforms.

Further examples of Frasers' leveraging its position for its own commercial advantage include the following (non-exhaustive) case studies:

- > Studio Retail Group plc, formerly Findel plc, which was the subject of a sustained corporate campaign by Frasers over several years. This included a shareholder requisition to appoint Benjamin Gardener as a director of the company and attempts to install Mike Ashley onto the board as Chairman. In the last public disclosure of its shareholding, Frasers held just under 30 per cent. of the share capital of Studio Retail. Frasers ultimately succeeded in acquiring the assets of Studio Retail out of administration for £1 and settled the company's remaining secured liabilities for approximately 50 per cent. of their face value. Other Shareholders in Studio Retail look likely to lose the entire value of their investment.
- > Matchesfashion, which was purchased by Frasers' Group for £52 million in December 2023 and put into administration approximately three months later. A Frasers' subsidiary then acquired the brands and assets from the administrators, offsetting the amount due to another Frasers' subsidiary as secured creditor.
- > Base Childrenswear Limited ("**Base Childrenswear**"), which was acquired by Frasers from JD Sports alongside Kids Cavern and 13 other brands for a total of £47.5 million. The stores were soon closed and subsumed into Flannels as part of its kidswear range. Thirteen months later, Base Childrenswear's and Kids Cavern's respective boards of directors put Base Childrenswear and Kids Cavern into administration, appointing Mike Lennon as one of two joint administrators in both cases. On 16 September 2024, the business and assets of Base Childrenswear were sold to Sportsdirect.Com Retail Limited (a Frasers subsidiary) for £102,500 (excl. VAT). According to the joint administrators' Progress Report to Creditors dated 7 October 2024 in relation to the company, the joint administrators accepted this offer despite it being below the valuation they had obtained for the company's intellectual property.

Shareholders should be concerned by these examples. In our case, the timing of Frasers' Demands is no coincidence, coming at the point where the Group has refinanced its debts, appointed Dan as our new CEO and launched our Business Review to turn the corner after difficult recent trading conditions.

The Board has a credible plan to unlock and maximise value for all Shareholders and it seems to the Board that Frasers appear to wish to disrupt this plan, which is not in the interests of all Shareholders.

Pages 7 to 11 of this Circular contains detailed explanatory statement setting out why, in the opinion of the Board, the Resolutions to be proposed at the General Meeting are contrary to the best interests of the Company and Shareholders as a whole. Accordingly, the Board is unanimously recommending that Shareholders vote AGAINST the Resolutions, as the Directors intend to do in respect of their own beneficial holdings of shares, which amount to approximately 14.11 per cent. of the Company's issued share capital.

The Board is not deliberately seeking confrontation with Frasers, but will at all times act in the best interests of the Company and all Shareholders. By rejecting Frasers' Demands, Shareholders will give the Board a mandate to insist on the commitments providing the safeguards the Company requires from Frasers.

The remainder of this document includes the Board's explanatory statement, details of how to vote at the General Meeting, some shareholder Q&A, a statement that Frasers asked the Board to circulate to Shareholders along with the Notice of General Meeting, the Notice of General Meeting itself and additional information in respect of the Notice of General Meeting including relation to the appointment of proxies.

The results of the voting on the Resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the General Meeting.

YOUR VOTE MATTERS.

Please VOTE AGAINST the Resolutions to reject the Frasers' Demands.

On behalf of the Board, thank you for your continued support of boohoo.

Yours sincerely,

Mahmud Kamani (Group Co-Founder and Executive Chairman)

EXPLANATORY STATEMENT

Our Business Review

On 18 October 2024, the Board of Directors of boohoo (the “**Board**”) announced its decision to undertake a review of options for each of the Company’s divisions (together with the Company, the “**Group**”) to unlock and maximise value for the benefit of all Shareholders (the “**Business Review**”).

Despite recent financial performance, the Board believes that the Group remains fundamentally undervalued. Together we have created a business with five core brands, addressing a diverse global customer base with over 16 million active customers and GMV pre returns in excess of £2.5 billion:

- **Debenhams**, which has been repositioned as Britain’s online department store. It is fast growing and profitable, with a capital-light, stock-light and highly cash generative model with significant brand awareness in the UK and c.5 million active customers. It is a marketplace with circa. 10,000 brands across fashion, home and beauty.
- **Young Fashion Brands**, comprising the Group’s three online retail brands: **PrettyLittleThing**, **boohoo** and **boohooMAN**. Collectively these three brands serve more than 14 million customers with GMV pre returns in excess of £1.8 billion FY24 and are backed by a state of the art fully automated distribution centre in Sheffield following £125 million of capital investment by the Group. The brands also enjoy a huge social media presence with a total of 48.2 million followers across all platforms.
- **Karen Millen**, which the Group has transformed into a digital first, premium global brand. The Board believes that the future growth potential of Karen Millen is significant through maximising international, licensing and franchising opportunities and adoption of the marketplace strategy.

The Group is only at the start of the process of determining what options maximise value for all Shareholders and as part of our Business Review will be considering all options for our five core brands as well as our non-core assets.

Frasers’ Demands

As announced on 24 October 2024, shortly after its announcement of the Business Review the Board received a requisition letter dated 23 October 2024 (the “**Requisition Letter**”) from HSBC Client Holdings Nominee (UK) Ltd (“**HSBC Nominee**”), on behalf of Frasers Group plc (“**Frasers**”), pursuant to Article 89 of the Companies (Jersey) Law 1991 (as amended), demanding the Board to convene a General Meeting at which ordinary resolutions (the “**Resolutions**”) will be proposed to appoint Mike Ashley and Mike Lennon as directors of the Company (“**Frasers’ Demands**”).

Shareholders should be aware that these are not the only demands that Frasers has made in recent weeks. Frasers has further sent letters to the Board in which it has demanded that “***should any potential disposal of any asset be contemplated, including as a means to repay any of boohoo’s debt, we specifically request that this be discussed with Frasers ahead of any sales process being commenced or any agreement, whether binding or non-binding, being entered into for any disposal***” (letter sent on 31 October 2024), further noting that “***any disposal by the Company of any its five core brands or the Soho office would be wholly unacceptable without having consulted Frasers first.***” (letter sent on 21 October 2024).

The purpose of this explanatory statement is to provide Shareholders with details of Frasers recent behaviour, of the substance of the Resolutions, and to explain why the Board strongly believes that Frasers’ Demands are not in the best interests of the Company and all of its Shareholders.

The Board unanimously recommends that you **VOTE AGAINST ALL the Resolutions.**

The Resolutions

Frasers’ Demands seek to force Mike Ashley and Mike Lennon onto boohoo’s Board. Frasers’ Requisition Letter also demanded that, at the General Meeting, a resolution be proposed to remove John Lyttle from

office as a director of the Company. On the basis that John has already stepped down as a director of the Company, this resolution will not be proposed at the General Meeting.

As announced on 1 November 2024, the Board has appointed Dan Finley, formerly CEO of Debenhams, as Group CEO. Dan had for some time been the leading internal candidate for the role as part of the Board's long term succession planning and the Board's unanimous decision to appoint him as John Lyttle's successor recognised the phenomenal success that Debenhams has enjoyed and the evolution in the Group's strategic direction.

Along with the Requisition Letter, Frasers also sent the Board a separate letter from the HSBC Nominee demanding that the Board convene a general meeting at which a separate ordinary resolution be proposed to appoint Mike Ashley as CEO of boohoo. Under boohoo's articles of association, the appointment of a person to executive office, such as the CEO role, is a Board decision.

On the basis that an ordinary resolution to appoint Mike Ashley as CEO cannot be properly moved at a general meeting and would therefore have no legal effect, the Board is not convening a separate general meeting to consider whether Mike Ashley should be appointed as boohoo's CEO and nor is it proposing a resolution to this effect at the General Meeting.

Why is the Board recommending that Shareholders reject Frasers' demands?

The Board strongly believes that Frasers' Demands are not in the best interests of the Company and all of its Shareholders. The Board unanimously recommends that you VOTE AGAINST ALL the Resolutions. This is why:

The Board has a credible plan to unlock and maximise value for the benefit of all Shareholders through its Business Review and in Dan Finley has the right CEO to lead the business

- The Board believes that the current market capitalisation of the Group does not reflect the inherent value of the divisions and assets of the business and is therefore undertaking the Business Review to establish whether shareholder value can be generated through the managed disposal of brands or non-core assets. It will only do so where such actions would generate shareholder value beyond that currently attributed by the market.
- The Group's recent refinancing of its banking facilities was a necessary pre-step to best position the Group for the Business Review. The refinancing was supported by boohoo's existing group of high-street banks and was implemented on arm's length market terms.
- The approach to this refinancing was discussed on numerous occasions with Frasers and its advisers. As part of those discussions, Frasers and its advisers were advised that the Board would be pleased to consider any alternative proposals they might wish to present. None were forthcoming from Frasers, and as such, the Board regards Frasers' characterisation of the refinancing, which it included in its open letter to the Board dated 23 October 2024, as inaccurate.
- Just as Frasers made no alternative proposals in relation to the Group's refinancing, nor has Frasers made any alternative proposals or suggestions as to how shareholder value can be unlocked or maximised. Rather, the Board views Frasers' actions to-date as an attempt to disrupt the Board's strategy to unlock and maximise value for the benefit of all Shareholders.
- The Board remains committed to the Business Review, and is disciplined in its focus to implement demonstrable change. In Dan Finley, the Board has appointed a strong and dynamic CEO who is one of the outstanding leaders in a new generation of digital retailers. Dan and his team have successfully transformed Debenhams from a high-street retailer into a successful high-growth online marketplace, creating a new business model that is capital and stock-light, and highly cash-generative. The Board is unanimous in its view that Dan is the right CEO to lead the Group through its Business Review to unlock and maximise value for the benefit of all Shareholders.

Frasers appears intent on disrupting boohoo's Business Review and acting only in its own commercial self-interest. Frasers has prior history of this sort of corporate behaviour

- Frasers has been a shareholder in boohoo for some time, first acquiring shares in May 2023 and increasing its stake over time. At the same time Frasers has also acquired significant equity stakes in other UK retailers including AO World (24.02 per cent.), N Brown Group (20.27 per cent.), Mulberry (37.05 per cent.), Hornby (9.14 per cent.) and, notably, ASOS (24.22 per cent.).
- Frasers is not an independent shareholder in the Group, focused solely on the value of its investment. It is a trade competitor that is focused on its own commercial self-interest.
- Many of the Group's brands, including boohoo, boohooMAN, PrettyLittleThing and Karen Millen compete with Frasers' brands, including Firetrap, Flannels, I Saw It First and Jack Wills. Debenhams is also a leading competitor of House of Fraser, and Frasers was a significant shareholder in Debenhams prior to it being acquired, as well as being a competing bidder when boohoo acquired Debenhams in 2021.
- The Board believes the timing of Frasers' demands and its Requisition are no coincidence, coming as they did only five days after the Board's announcement of its Business Review. As well as requesting Board representation, Frasers has also made repeated demands that Board provides a "*cast iron guarantee*" that no disposals of Group assets will be made without Frasers' permission. This is not, however, an assurance that the Board will or should provide a trade competitor, as it would be inappropriate for Frasers to have access to and/or seek to coordinate or control the Group's commercial strategy.
- In the Board's opinion, Frasers knows full well that the process of unlocking and maximising shareholder value through the Business Review is likely to involve the disposal of non-core assets and may also involve the disposal of one or more of the Group's core brands if the Board considers this in the best interests of the Company and all Shareholders. The Board is particularly concerned that Frasers has sought control rights over boohoo to position itself advantageously as a prospective purchaser of assets, despite the Board's wish to run a proper process in relation to any disposals in order to protect shareholder value.
- Frasers also knows full well that disposals may be required to ensure that the Group remains in compliance with its recently refinanced banking facilities. By seeking to obtain control over Group disposals, Frasers is effectively seeking to obtain control over the Company's ability to comply with its banking facilities which is something Shareholders should, in the Board's view, be particularly concerned about given Frasers' prior history of this sort of corporate behaviour.
- Whilst the Board is committed on unlocking and maximising value for all Shareholders, Frasers' actions to-date appear to be consistent with those of a shareholder that is intent only on unlocking and maximising value for itself. In particular, Frasers has a well publicised history with Debenhams - which competes directly with Frasers' fascia, most notably House of Fraser. Frasers is also a large shareholder in ASOS, which is a particular competitor in relation to Debenhams and the Young Fashion Brands.
- If Frasers' true intention is to acquire the Company or its assets it should table a suitable proposal for the Board to consider. If this is not Frasers' intention, the Board expects Frasers to be transparent about this and say so publicly.

Shareholders are being offered no protections in relation to the obvious risks presented by Frasers' Demands

- In its announcement of 24 October, the Board noted that while it remains willing to discuss board representation with Frasers in a constructive manner, it has been clear with Frasers that it will only offer a seat for an appropriate non-executive director and that before any appointment can be made, appropriate governance controls will be required to protect the Company's commercial position and the interests of all other Shareholders.
- As noted in its subsequent announcement of 7 November, the Board has repeatedly sought assurances from Frasers in this regard and none have been provided. The Board has also repeatedly

asked for, and has been promised, non-public information in relation to Mike Ashley's interests and role in competing businesses. This information has not yet been provided either.

- In order to ensure that all Shareholders' interests in boohoo are protected, the Board has made clear, for the avoidance of any doubt, the commitments it will require from Frasers before it will agree to board representation. These commitments, which reflect basic standards of acceptable corporate behaviour, are as follows:
 - 1) **representations and undertakings from Frasers and its nominated director to the effect that the nominated director has no involvement in the commercial decision making of any competitor of boohoo and will not share any commercially or competitively sensitive information with any other party;**
 - 2) **an indemnity from Frasers in relation to any loss that boohoo suffers if these representations and undertakings are breached;**
 - 3) **an undertaking from Frasers that any transactions involving boohoo and Frasers are conducted on arm's length commercial terms with its nominated director playing no role in related board discussions or decision making;**
 - 4) **a statement from Frasers that it has no intention to make an offer for the Company or to purchase any of its assets; and**
 - 5) **an undertaking that for so long as Fraser's nominee sits on the Board and for up to 12 months after such date as they leave the board, Frasers will not, without the unanimous agreement of the Board:**
 - a. **announce an offer or possible offer for boohoo or purchase or seek to purchase any of its assets;**
 - b. **acquire any boohoo shares, debt or other securities;**
 - c. **seek to merge boohoo with a competitor;**
 - d. **take any action which might reasonably be expected to result in boohoo being unable to operate as an independent business;**
 - e. **seek to disrupt the commercial strategy of boohoo;**
 - f. **seek the appointment of any other nominee to the board of boohoo; or**
 - g. **requisition any general meeting of boohoo.**
- Proactively, and with the Group's corporate governance framework squarely in mind, Mahmud Kamani, boohoo's other major shareholder (who, together with his family and related family trusts, is interested in approximately 23.21 per cent. of the Company's issued share capital) has confirmed that he has no intention to make an offer for boohoo and will provide the Board with the same assurances it is seeking from Frasers once Frasers have agreed to provide them. This sends a clear message that Mahmud Kamani's interests are entirely aligned with maximising value on behalf of all Shareholders.
- Frasers has steadfastly ignored the Board's request for these commitments. Shareholders should draw the necessary inferences from this: despite trying to force directors onto our Board, Frasers does not appear to be interested in good governance or in any way restricting its commercial optionality in relation to boohoo.

Mike Ashley is conflicted and not a suitable appointment to the Board

- The board does not deny Mike Ashley's success as a retailer, but considers it wholly inappropriate for Frasers to suggest that the owner of a competitor which has also invested in significant equity stakes in a number of other UK high-street retailers should be involved in boohoo's commercial strategy. To allow this could jeopardise the Company's commercial interests and operate against the interests of all other Shareholders.
- Frasers may seek to argue that it is acceptable for Mike Ashley to be a director of boohoo because he is, supposedly, not involved in day to day decision making at Frasers having stepped down from the board in October 2022.

- This argument fails at the first hurdle: Frasers itself treats Mike Ashley as a person discharging managerial responsibilities (“**PDMR**”) for regulatory compliance purposes. For context, a PDMR is either a director or, in Mike Ashley’s case at Frasers, a senior executive and who has regular access to inside information relating to Frasers and who has power to take managerial decisions affecting the Frasers future developments and business prospects.
- The Board sees no basis on which, given his strategic and managerial responsibilities at Frasers, Mike Ashley could or should be given regular access to inside information relating to boohoo and the power to take managerial decisions affecting the Company’s future developments and business prospects of boohoo without this giving rise to an irreconcilable conflict of interest and fundamental issues regarding compliance with competition law.

Mike Lennon is a practicing insolvency expert with a history of working closely with Frasers; Shareholders should ask themselves why Frasers would want him in situ at boohoo

- Mike Lennon is a restructuring and insolvency practitioner who lists **due diligence, transaction negotiation and post-transaction stabilisation** amongst his professional skills.
- He has acted on several insolvencies of Frasers-owned companies, including the active administrations of Base Childrenswear and Kids Cavern as well as Prevu Studio, Field & Trek and multiple voluntary liquidations of Sports Direct property companies. On 16 September 2024, the business and assets of Base Childrenswear were sold to Sportsdirect.Com Retail Limited (a Frasers subsidiary) for £102,500 (excl. VAT).
- The Board therefore considers it to be fairly obvious why Frasers, a serial ***purchaser of retail businesses***, would like to appoint Mike Lennon, whose specialisms include ***due diligence, transactional support and deal negotiation***, to boohoo’s Board. It is equally obvious to the Board what Frasers intentions are by putting forward Mike Lennon as a candidate for appointment as a director of boohoo.

Due Diligence Checks

- Any appointments to the board of an AIM traded company must in all cases be subject to the satisfactory completion of regulatory due diligence and appropriateness checks by the Company’s Nominated Adviser, which require the provision of relevant documentation from any proposed director. Neither Mike Ashley nor Mike Lennon has been subject to full due diligence, or been approved by Zeus, the Company’s Nominated Adviser. Having received no information required from either Mike Ashley or Mike Lennon, Zeus has yet to commence this process in line with its requirements under the AIM Rules for Companies (the “**AIM Rules**”) and the AIM Rules for Nominated Advisers having not received the required information from either candidate.

The Board is not deliberately seeking confrontation with Frasers, but will at all times act in the best interests of the Company and all Shareholders

- The Board has not, despite Frasers’ inflammatory statements to the contrary, sought to “stone-wall” Frasers and it is not deliberately seeking confrontation. The Board remains committed to open and transparent engagement with all of its stakeholders, and it has instead been clear with Frasers that it will not pursue actions which it does not consider to be in the best interests of the Company and all Shareholders nor cede control of the company to Frasers.
- If Frasers wishes to make a considered proposal for a suitable independent candidate to be appointed to the Board as a non-executive director, and will provide the legal and compliance commitments which the Board has sought, the Board would be minded to appoint a suitable non-executive director at Frasers’ request. But the Board rejects in the strongest terms the strong-arm tactics used to pursue Frasers’ Demands to-date.
- **By rejecting Frasers’ Demands, Shareholders will give the Board a mandate to insist on the commitments the Company requires from Frasers.**

HOW TO VOTE

Please register your proxy vote either by:

- completing and returning the hard copy proxy enclosed with this document and returning it to the Company's registrars, Computershare Investor Services (Jersey) Limited at Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; or
- via www.eproxyappointment.com using the Shareholder Reference Number (SRN), Control Number and unique PIN found on the email notification sent to you in respect of this document and the General Meeting; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

YOUR VOTE MATTERS. Please vote your shares against the Resolutions to reject the Frasers' Demands.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of boohoo group plc to be held at **Adelshaw Goddard LLP One St Peter's Square, Manchester M2 3DE** on **20 December 2024 at 10:00am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a black pen. Mark with an X inside the box as shown in this example.

CANCELLED

Ordinary Resolutions

1. To appoint Mr. Michael Ashley as a director of the Company.

For	Against	Vote withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To appoint Mr. Michael Lennon as a director of the Company.

If you wish to vote as your Board recommends, please mark an "X" in the AGAINST column of each resolution

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

--

Sign here 

Date

/ MM / YY

Date here 

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

CANCELLED

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out 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 that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting (being 10.00 a.m. on 18 December 2024).

SHAREHOLDER Q&A

Why have I received this Notice?

The Board is required to call a general meeting of the Company following a Requisition Letter received from HSBC Client Holdings Nominee (UK) Ltd, a registered shareholder of the Company holding 335,265,484 ordinary shares in the Company, constituting approximately 26.41 per cent. of the Company's issued ordinary share capital (which shares are held on behalf of Frasers Group plc).

HSBC has provided a statement with the Requisition Letter ("**Statement**"). The Statement has been reproduced in this document. The Board has taken no steps to verify its accuracy and does not in any way endorse the Statement or the statements or views contained in it.

The General Meeting will be held at 10.00 a.m. on 20 December 2024 at the offices of Addelshaw Goddard LLP, One St Peter's Square, Manchester M2 3DE.

What is the General Meeting about?

The General Meeting is required to consider the Resolutions proposed by HSBC Client Holdings Nominee (UK) Ltd on behalf of Frasers Group plc to appoint Mike Ashley and Mike Lennon as directors of the Company. Further details of Frasers' Demands and why the Board unanimously recommends that Shareholders **VOTE AGAINST ALL** the Resolutions is set out in the Letter from the Board contained in this document.

As a significant shareholder in boohoo, does Frasers have any legal right to Board representation?

No, Frasers has no legal right to Board representation. Only the Board or Shareholders have the power to appoint directors to the Board.

Why has the Board not appointed Mike Ashley and Mike Lennon to the Board using its powers to appoint and remove directors?

The Board's position is explained in the letter from the Board contained in this document.

What is the Board recommending?

The Board unanimously recommends that Shareholders **VOTE AGAINST ALL** the Resolutions.

How do I vote?

You can vote on the Resolutions in advance of the General Meeting by registering your proxy vote. Please register your proxy vote either by:

- completing and returning the hard copy proxy enclosed with this document and returning it to the Company's registrars, Computershare Investor Services (Jersey) Limited at Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; or
- via www.eproxyappointment.com using the Shareholder Reference Number (SRN), Control Number and unique PIN found on the email notification sent to you in respect of this document and the General Meeting; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting or any adjournment(s)

thereof may do so by using the CREST proxy voting service in accordance with the procedures set out 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 that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the relevant Meeting (being 10.00 a.m. on 18 December 2024).

All votes will be undertaken by way of poll rather than a show of hands to reflect the fact that Shareholders, proxies and corporate representatives may not wish or be unable to attend. Shareholders are encouraged to vote beforehand as they see fit by using the proxy system. If you would like to vote on the Resolutions, you can appoint the meeting's Chairman as your proxy to exercise all or any of your rights to vote. Simply fill out the proxy card sent as part of this pack.

How can I ask questions?

Questions should be submitted either in writing by email to investorrelations@boohoo.com by 10.00 a.m. on 18 December 2024.

What is the timetable?

Date of Receipt of Requisition Letter	23 October 2024
Date of this Notice	13 November 2024
Latest time and date for submission of questions	10.00 a.m. on 18 December 2024
Latest time and date for receipt of proxy forms	10.00 a.m. on 18 December 2024
Time and date of requisitioned General Meeting	10.00 a.m. on 20 December 2024

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Board”	the board of Directors of the Company;
“Business Day”	any day other than a Saturday, Sunday or public holiday in England;
“Company” or “boohoo”	boohoo group plc, a public limited company incorporated and registered in Jersey with registered number 114397;
“CREST”	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear UK & Ireland Limited is the operator;
“CREST Proxy Instruction”	an appropriate CREST message in order to appoint or instruct a proxy;
“Directors”	Mahmud Kamani, Carol Kane, Stephen Morana, Alistair McGeorge, Iain McDonald, Tim Morris, Kirsty Britz and John Goold;
“Euroclear”	Euroclear UK and Ireland Limited;
“General Meeting”	the general meeting of the Company to be held at 10.00 a.m. on 20 December at the offices of Addelshaw Goddard LLP, One St Peter’s Square, Manchester M2 3DE, including any adjournment thereof;
“GMV”	Gross Merchandise Value;
“GMV pre returns”	all merchandise sold to customers after cancellations and before returns, including VAT, carriage receipts and premier subscription income;
“Group”	the Company and its subsidiaries, from time to time;
“HSBC Nominee”	HSBC Client Holdings Nominee (UK) Ltd;
“Last Practicable Date”	the last practicable date and time prior to publication of this document, being 5.30 p.m. on 12 November 2024;
“Law”	the Companies (Jersey) Law 1991 (as amended);
“Notice”	the notice of the General Meeting which is set out on page 19 of this document;
“QCA Code”	the QCA Corporate Governance Code, as published by The Quoted Companies Alliance from time to time;
“Registrar”	Computershare Investor Services (Jersey) Limited, registrars to the Company, whose business address is c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ;
“Requisition Letter”	the letter dated 23 October 2024 which HSBC Client Holdings Nominee (UK) Ltd served on the Company on 23 October 2024 requiring the Board to convene the General Meeting for the purposes of considering the Resolutions;
“Resolutions”	the resolutions set out on page 19 of this document;
“Shareholders”	the holders of ordinary shares in the capital of the Company;

“Statement”	the statement by Frasers in the Requisition Letter;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland; and
“Zeus”	Zeus Capital Limited.

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension of it. Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

STATEMENT BY FRASERS

Statement to Shareholders of boohoo group plc (“boohoo” or the “Company”)

23 October 2024

Dear fellow Shareholders,

A solution to boohoo’s leadership crisis to restore value for all Shareholders

Further to Frasers Group plc’s open letter of 23 October 2024 (the “Open Letter”), Frasers writes to you to seek your support to effect a change at board level of the Company at the general meeting which Frasers has requisitioned.

The Board appointments proposed by Frasers are now the only way to set a new course for boohoo’s future. Frasers urges boohoo Shareholders to vote in favour of its proposals.

Frasers – a constructive, committed and long-term shareholder

As you may be aware, Frasers has been a shareholder of boohoo since June 2023 and is boohoo’s largest shareholder, with c.27 per cent. of the issued share capital. This is a significant investment for Frasers in our capacity as a constructive, long-term, strategic investor, committed to maximising value for the benefit of all Shareholders and other stakeholders.

We continue to believe strongly in the potential of the boohoo business. However, the Company urgently needs to address the management of its business.

Frasers’ Open Letter

The Open Letter outlines Frasers’ major concerns regarding:

- the long-term mis-management of boohoo;
- the value destruction suffered by boohoo as a result of this mis-management;
- the continued failure of the Board to engage in any meaningful manner over these concerns or with Frasers’ request for Board representation; and
- the leadership void now created by the very recently announced resignation of Mr. John Lyttle as CEO.

As a consequence, Frasers has requisitioned a general meeting of boohoo to appoint Mr. Mike Ashley as a director and CEO of boohoo and Mr. Mike Lennon as a director of boohoo, to take effect without delay. Frasers firmly believes that these appointments are in the best interests of boohoo, its Shareholders and its stakeholders.

A shareholder vote on new leadership

Frasers has made a request for Board representation to boohoo on a number of previous occasions. To date, Frasers has refrained from sharing its proposal for Board representation publicly in the hope that the Board would engage with Frasers. In the face of persistent failure by the Board to meaningfully engage on this subject and in light of the other above-mentioned major concerns, Frasers has been left with no option but to take action itself in order to provide a solution to boohoo’s leadership crisis. Frasers believes the time has now come for Frasers’ proposal to be made public and for a broader discussion regarding boohoo’s potential and how best to fulfil it.

It is critical for boohoo’s future success that Shareholders urgently be given the opportunity to appoint to the Board experienced individuals capable of delivering the necessary changes to deliver long-term value for all Shareholders. Therefore, Frasers has requisitioned a general meeting of boohoo.

Details on the proposed Board changes are set out below. Please refer to the text of the resolutions for further detail.

The resolutions

Frasers asks Shareholders to vote in favour of each of the following resolutions:

- to appoint Mr. Ashley as a director and CEO of the Company, in place of Mr. Lyttle. Mr. Ashley is the founder and former CEO of Frasers. There is no stronger candidate for CEO who has the experience and abilities of Mr. Ashley and who is in a position to replace Mr. Lyttle as soon as possible;
- to remove Mr. Lyttle as a director of the Company, in order that he can be replaced by Mr. Ashley; and
- to appoint Mr. Mike Lennon as a director of the Company. Mr. Lennon is an experienced restructuring professional with significant experience in retail assignments. Mr. Lennon is ideally positioned to support the execution of a new strategy.

Voting recommendation

As a result of the Board's long-term mis-management of boohoo, the Board has presided over a long-term collapse in boohoo's share price, which has fallen over 29 per cent. year-to-date and c.17 per cent. in the last three months.

For too long, this Board has ignored the views of Shareholders and refused to meaningfully engage with their ideas. But no longer. We have requisitioned a shareholder meeting to provide a referendum on the large-scale value destruction and long-term and continued incompetence of the current Board and to provide a solution to boohoo's leadership crisis. We are confident that we are not alone in these views and that Shareholders will vote for the governance change that boohoo so badly needs.

The action we have taken today is in the best interests of the Company, its Shareholders and its stakeholders. The Board appointments proposed by Frasers are now the only way to ensure boohoo's future success.

Frasers urges you to VOTE IN FAVOUR OF EACH OF THE RESOLUTIONS being raised at the requisitioned general meeting.

Yours faithfully

For and on behalf of **Frasers Group plc**

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting (the “**General Meeting**”) of boohoo group plc (the “**Company**”) will be held at 10.00 a.m. on 20 December 2024 at the offices of Addelshaw Goddard LLP, One St Peter’s Square, Manchester M2 3DE and, if thought fit, to pass the resolutions below as ordinary resolutions (the “**Resolutions**”).

The Resolutions have been requisitioned pursuant to article 89 of the Companies (Jersey) Law 1991 by HSBC Client Holdings Nominee (UK) Ltd, a registered shareholder of the Company holding 335,265,484 ordinary shares in the Company, constituting approximately 26.41 per cent. of the Company’s issued ordinary share capital (which shares are held on behalf of Frasers Group plc) and are proposed as ordinary resolutions as follows:

1. THAT Michael Ashley, having consented to act, be appointed as a director of the Company pursuant to Article 7.2 of the Company’s articles of association with immediate effect.
2. THAT Michael Lennon, having consented to act, be appointed as a director of the Company pursuant to Article 7.2 of the Company’s articles of association with immediate effect.

By order of the Board

THOMAS KERSHAW

Company Secretary

13 November 2024

Registered Office

3rd Floor,
44 Esplanade
St Helier
Jersey
JE4 9WG

ADDITIONAL INFORMATION

IN RESPECT OF THE NOTICE AND GENERAL MEETING (INCLUDING IN RELATION TO APPOINTMENT OF PROXIES)

Entitlement to attend and vote

1. Voting at the General Meeting will be carried out on a poll.
2. Only those members entered on the register of members of the Company (the “**Register**”) at the close of business on 18 December 2024 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 18 December 2024 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.

Appointment of proxies

3. 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.
4. The return of a completed proxy form, electronic filing or any CREST proxy instruction (as described in paragraph 15 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. You may request a hard copy form of proxy directly from the Company’s Registrar, Computershare, on Tel: 0370 707 4040 or by visiting www.investorcentre.co.uk to use the online Investor Centre service. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open between 09.00-17.30, Monday to Friday excluding public holidays in England and Wales.
6. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting (the “**Chairman**”), please insert the full name of your chosen proxy on your proxy form where indicated. 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, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY on 0370 707 4040 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate). Lines are open Monday to Friday from 09.00 to 17.30, excluding public holidays in England and Wales.
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.

Proxy voting

9. If you wish you will be able to vote electronically using the link www.eproxyappointment.com. To submit electronic voting instructions, including the appointment of a proxy, please click on the link and ensure you have your Shareholder Reference Number (SRN), Control Number and your PIN ready.

You can vote either:

- (i) completing and returning the hard copy proxy enclosed with this document and returning it to the Company's registrars, Computershare Investor Services (Jersey) Limited at Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; or
- (ii) via www.eproxyappointment.com using the Shareholder Reference Number (SRN), Control Number and unique PIN found on the email notification sent to you in respect of this document and the General Meeting; or
- (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

To be valid any proxy instructions must be received by post or by hand (during normal business hours only) by Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, or at www.investorcentre.co.uk/eproxy, in each case no later than 10.00 a.m. on 18 December 2024, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00 a.m. on 18 December 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

10. To be valid, any proxy form or other instrument appointing a proxy must be:
- (i) completed and signed;
 - (ii) sent or delivered to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or delivered by hand to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ; and
 - (iii) received by Computershare no later than 10.00 a.m. on 18 December 2024 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.
11. 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.
12. 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 Computershare.

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.

CREST

13. 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.
14. 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, Computershare (CREST Participant ID: 3RA50), no later than 10.00 a.m. on 18 December 2024 (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.
15. 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.
16. 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).
17. In order to revoke a proxy instruction you will need to inform the Company via Computershare either by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or by telephone on 0370 707 4040 (calls are charged at the standard geographic rate and will vary by provider) or from outside the UK on +44 370 707 4040 (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.
18. 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 Computershare no later than 10.00 a.m. on 18 December 2024.

Appointment of corporate representatives

19. 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

20. As at the opening of business on 12 November 2024 (being the last practicable date prior to publication of this document), the Company's Issued Share Capital comprised 1,269,084,436 Shares of £0.01 each. Each 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 12 November 2024 is 1,269,084,436. As at the date of this document, the Company does not hold any shares in treasury.

Voting

21. Shareholders are requested to vote in advance of the General Meeting either electronically, via CREST or by completing and returning the enclosed form of proxy not later than 10.00 a.m. on 18 December 2024. The results will be published on our website <https://www.boohooplc.com/investors/regulatory-news.htm> and will be released to the London Stock Exchange.
22. At the meeting itself, the votes on each resolution at the meeting will be taken by poll rather than a show of hands. The results will be published on our website <https://www.boohooplc.com/investors/regulatory-news.htm> and will be released to the London Stock Exchange.

Communication

23. 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):
 - (i) by post to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ; or
 - (ii) by telephone on 0370 707 4040 (calls are charged at the standard geographic rate and will vary by provider) or from outside the UK on +44 370 707 4040 (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.

