

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.



(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 Addleshaw Goddard LLP, One St Peter’s Square, Manchester M2 3DE

on

21 January 2025 at 10.00 a.m.

THE INDEPENDENT COMMITTEE RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THE RESOLUTION AT THE GENERAL MEETING.

The formal Notice of the General Meeting of the Company which has been convened for **10.00 a.m.** on **21 January 2025** (the “**General Meeting**”), is set out on page 8 of this document. All references to time in this document shall be to the relevant time in the United Kingdom.

The Independent Committee unanimously recommends that Shareholders VOTE AGAINST the proposed Resolution

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.

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LETTER FROM THE BOARD

BOOHOO GROUP PLC

Directors:

Tim Morris (*Non-Executive Chair*)
Mahmud Kamani (*Group Co-Founder and Executive Vice-Chair*)
Alistair McGeorge (*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*)

Registered Office:

3rd Floor
44 Esplanade
St Helier
Jersey
JE4 9WG

11 December 2024

NOTICE OF REQUISITIONED GENERAL MEETING

The Board of Directors recommends Shareholders VOTE AGAINST THE Resolution at the General Meeting

Dear Shareholder,

On 21 November 2024, boohoo received a further requisition letter (the “**Further Requisition Letter**”) from HSBC Client Holdings Nominee (UK) Ltd (“**HSBC Nominee**”), on behalf of Frasers Group plc (“**Frasers**”), pursuant to Article 89 of the Law, requesting the Board to convene a general meeting of Shareholders.

The Further Requisition Letter demands that two resolutions be put before Shareholders. The first is a resolution that Mahmud Kamani be removed from office as a director of the Company pursuant to Article 7.14 of the Company’s articles of association with immediate effect from the passing of the resolution.

The second resolution demanded by Frasers attempts to remove from office any other person appointed as a director of the Company during the period commencing on the date of receipt by the Company of the Further Requisition Letter and the Company’s next annual general meeting, other than Dan Finley, Mike Ashley or Mike Lennon. On the basis that an ordinary resolution which purports to remove as yet un-named individuals from the position of director before they have been appointed cannot be properly moved at a general meeting, and would therefore have no legal effect, the Board is not proposing this second resolution at the General Meeting.

The Board has formed an independent committee comprising all of the directors other than Mahmud Kamani (the “**Independent Committee**”) for the purposes of considering its recommendation to Shareholders in relation to how they should vote on the Resolution. To ensure good governance Mahmud Kamani has not taken part in the Independent Committee’s recommendation.

For the reasons set out below the Independent Committee unanimously recommends that you VOTE AGAINST the Resolution.

Frasers’ latest demand, that Mahmud Kamani be removed as a director, forms part of an ongoing campaign by Frasers which appears intent on destabilising boohoo and disrupting the Board’s plans to unlock and maximise Shareholder value. In pursuing this campaign, Frasers appears to be acting only in its own commercial self-interest and not in the interests of other Shareholders.

The Board announced its Business Review on 18 October 2024 with the objective of unlocking and maximising value for the benefit of all Shareholders. It did so in conjunction with announcing the successful refinancing of the Group’s banking facilities, providing a stable platform for the Business Review and the shareholder value creation that the Board expects to result from it.

Since announcing the Business Review the Board has also taken the following decisive actions:

1. **Appointed Dan Finley as Group CEO.** Dan is one of the outstanding leaders in a new generation of digital retailers. He 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. Dan has taken decisive steps already including identifying a further £30 million in cost savings that the Group will benefit from in the coming months. Dan will be appointed to the Board in due course.
2. **Identified immediate strategies to unlock Shareholder value.** We have expanded across the wider Group the successful capital-light, cash generative and highly profitable marketplace model that has made Debenhams such a success. We are also taking steps to strengthen the balance sheet by exploring the sale of non-core assets, including the Group's Soho property, as stated in the interim results announcement of 13 November 2024. We are also streamlining the Group's operating model to ensure a more lean and agile business.
3. **Raised equity capital in an oversubscribed share placing.** Shareholders, including Frasers, were willing to pay a premium over the market price for new shares in the Company, underscoring their commitment to the Company and its future prospects.
4. **Appointed Tim Morris as Independent Non-Executive Chair.** In this role, Tim is responsible for leading the Board oversight of the Business Review, which is being led by Dan Finley. Tim's experience across legal, governance, business and Board advisory, will ensure high standards of corporate governance continue to be upheld in all areas of the Group's work.
5. **Repaid its banks £50 million of its £97 million term loan early.** The repayment has been made with funds raised from the placing and through the Group's initiative to reduce stock levels as it becomes a leaner and lighter business, focused on maximising value for all our shareholders.

The Board's decision to appoint Tim Morris as Chair reflected the changing needs of the business, the commitment to Shareholders to uphold high standards of corporate governance and the importance of the Business Review in unlocking and maximising Shareholder value. Alistair McGeorge remains as Senior Independent Director, adding further independence to the Board.

As a result of this appointment, Mahmud Kamani has become Executive Vice Chair and remains an integral part of the leadership team focussed on the Group's young fashion businesses. To demonstrate his alignment with independent shareholders Mr. Kamani has also agreed to provide the governance commitments summarised in the letter sent to Shareholders on 10 December 2024, which the Board has requested from Frasers.

The Independent Committee notes that Frasers' demand that Mahmud Kamani be removed as a director was received after the Board had decided to appoint Tim Morris as Chair, replacing Mahmud in the role. The question for Shareholders to consider ahead of voting at the General Meeting is not therefore whether Mahmud Kamani should remain as the Company's Chair, but whether he should remain as a director having already stepped down as Chair.

The Independent Committee is unanimous in its view that Mahmud should remain as a director of the Company given his critical role in the business and the Group's young fashion businesses in particular. As a co-founder, Mahmud has built the Company from the ground up, transforming it to a global leader in online fashion. His entrepreneurial spirit, industry expertise and unwavering commitment to boohoo's success has been the driving force behind the Company's growth, brand expansion and market leadership.

The Independent Committee also considers that Frasers' demand that Mahmud Kamani be removed as a director is another tactical move on its part intended to destabilise boohoo for Frasers' own benefit as a trade competitor, regardless of its impact on the Company's other shareholders.

As described in the circular sent to Shareholders on 13 November 2024 and the separate letter sent to Shareholders on 10 December 2024, the Board has a credible plan to unlock and maximise value for all Shareholders in contrast to Frasers which is intent on disrupting the Business Review and acting only in its own commercial self-interest. The attempt to remove Mahmud is just another example of this.

The Independent Committee is therefore unanimously recommending that Shareholders **VOTE AGAINST the Resolution, as those Directors on the Independent Committee who hold shares intend to do so in respect of their own beneficial holdings of shares, which amount to approximately 1.54 per cent. of the Company's issued share capital.**

The remainder of this document includes details of how to vote at the General Meeting, the Notice of General Meeting itself and additional information in respect of the Notice of General Meeting including in relation to the appointment of proxies.

The results of the voting on the Resolution 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 Resolution.

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

Yours sincerely,

Tim Morris (Non-Executive Chair)

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 Resolution.

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 **Adleshaw Goddard LLP One St Peter's Square, Manchester M2 3DE** on **21 January 2025 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 Resolution

1. To remove Mahmud Kamani as director of the Company.

For	Against	Vote Withheld
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Intention To Attend

Please indicate if you intend to attend the GM

If you wish to vote as the Independent Committee recommends, please mark an "x" in the AGAINST column

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

--

Date

CANCELLED

/ MM / YY

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).

Sign here



Date here



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 21 January 2025).

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;
“Further Requisition Letter”	the letter dated 20 November 2024 which HSBC Client Holdings Nominee (UK) Ltd served on the Company on 21 November 2024 requiring the Board to convene the General Meeting for the purposes of considering the Resolution;
“General Meeting”	the general meeting of the Company to be held at 10.00 a.m. on 21 January 2025 at the offices of Addleshaw Goddard LLP, One St Peter’s Square, Manchester M2 3DE, including any adjournment thereof;
“Group”	the Company and its subsidiaries, from time to time;
“Independent Committee”	the independent committee formed for the purposes of considering the Board’s recommendation to Shareholders in relation to the Resolution, comprising all of the Directors other than Mahmud Kamani;
“Last Practicable Date”	the last practicable date and time prior to publication of this document, being 5.30 p.m. on 10 December 2024;
“Law”	the Companies (Jersey) Law 1991 (as amended);
“Notice”	the notice of the General Meeting which is set out on page 8 of this document;
“Registrar”	Computershare Investor Services (Jersey) Limited, registrars to the Company, whose business address is c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ;
“Resolution”	the resolution set out on page 8 of this document;
“Shareholders”	the holders of ordinary shares in the capital of the Company;
“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.

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 21 January 2025 at the offices of Addleshaw Goddard LLP, One St Peter’s Square, Manchester M2 3DE and, if thought fit, to pass the resolution below as an ordinary resolution (the “**Resolution**”).

The Resolution has 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 358,626,523 ordinary shares in the Company, constituting approximately 25.69 per cent. of the Company’s issued ordinary share capital (which shares are held on behalf of Frasers Group plc) and are proposed as an ordinary resolution as follows:

1. THAT Mahmud Kamani, be removed from office as a director of the Company pursuant to Article 7.14 of the Company’s articles of association with immediate effect.

By order of the Board

THOMAS KERSHAW

Company Secretary

11 December 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 17 January 2025 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 January 2025 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 9.00 a.m. to 5.30 p.m., 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 9.00 a.m. to 5.30 p.m., excluding public holidays in England and Wales.
8. To direct your proxy how to vote on the resolution, 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) 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
- (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 17 January 2025, 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 17 January 2025 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 17 January 2025 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 17 January 2025 (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 9.00 a.m. to 5.30 p.m., 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 17 January 2025.

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 10 December 2024 (being the last practicable date prior to publication of this document), the Company's Issued Share Capital comprised 1,395,992,878 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 10 December 2024 is 1,395,992,878. 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 17 January 2025. 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 9.00 a.m. to 5.30 p.m., 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.

