

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

to be held at

**Addleshaw Goddard, 1 St. Peters Square, Manchester M2 3DE on
28 March 2025 at 10.00 a.m.**

**THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE FOR 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 28 March 2025 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.

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*)
Daniel Finley (*Group Chief Executive Officer*)
Mahmud Kamani (*Group Co-Founder and Executive Vice-Chair*)
Carol Kane (*Group Co-Founder and Executive Director*)
Philip Ellis (*Group Chief Financial Officer*)
Alistair McGeorge (*SID and Non-Executive Director*)
Kirsty Britz (*Non-Executive Director*)
John Goold (*Non-Executive Director*)
Iain McDonald (*Non-Executive Director*)

Registered Office:

3rd Floor, 44 Esplanade,
St Helier, Jersey

12 March 2025

NOTICE OF GENERAL MEETING TO CHANGE THE NAME OF THE COMPANY

Dear Shareholder,

The Board of Directors is pleased to enclose the Notice of General Meeting of the Company to be held at Adleshaw Goddard, 1 St. Peters Square, Manchester M2 3DE on 28 March 2025 at 10.00 a.m. (the “**GM**”).

Overview

Debenhams is back. The business has been successfully turned around since it was acquired out of administration in 2021. It has been repositioned as Britain’s online department store and is underpinned by a new marketplace led business model.

Debenhams is growing rapidly. The business model is stock-lite and capital-lite. It is very profitable and highly cash generative. For our consumers, Debenhams is once again becoming their destination of choice. It is an iconic British heritage brand with huge brand awareness and significant consumer trust. For our partners, Debenhams is becoming a partner of choice, providing access to millions of consumers and driving strong growth for those selling on the Debenhams platform.

The Group sees significant future growth opportunities for Debenhams with a medium-term ambition to create a £multi-billion GMV¹ business with a target c.20 per cent. EBITDA margin (on a net sales basis). Our ongoing business review has confirmed that Debenhams, its business model and its technology is at the epicentre of our Group going forward. It is the driving force of the business and will lead the Group recovery. It is at the heart of the investment case.

The successful Debenhams turnaround, led by Dan Finley, Group Chief Executive Officer, provides the blueprint for the wider turnaround of the Group. The Debenhams marketplace-led business model, proprietary technology and lean operating model will be extended across the Group. This is critical to the turnaround of the youth brands and will help accelerate value creation in Karen Millen.

Reflective of this major strategic change, the Group will go forward as Debenhams Group with immediate effect. Debenhams Group is sharply focused on maximising value for all shareholders. It will be at the forefront of global digital retail. It will be a leaner, faster and more technologically advanced business – utilising next-generation technology to maximum effect.

¹ All references to GMV throughout this document are pre-returns figures.

The Group will be underpinned by a new ESG strategy. The detailed work to redefine the Group's ESG strategy, ambition and commitments is well underway. As such, today the Group is announcing four new partnerships:

- With Segura, a global leader in supply chain visibility, to fully map and enhance management of the supply chain
- Working with the Carbon Trust to turn our environmental ambitions into impact through the development of a robust Net Zero Transition plan
- With Pennies, the UK's leading micro-donation tech charity, to drive positive social change
- With the Graduate Fashion Foundation to invest in and develop future fashion talent

The Group will now accelerate its transition to the Debenhams led business and operating model.

The Board believes that the Debenhams Group will better reflect this strategic shift and help reposition the Group in line with the evolving retail landscape. For more information, Shareholders are encouraged to visit www.debenhamsisback.com.

Change of the Company Name

Renaming the Group is reflective of the new strategic direction, leadership change and the major transformation that is being undertaken. It will strengthen brand recognition and trust, leveraging the well-established and iconic Debenhams name; enhance supplier and partner relationships; drive alignment behind the multi-brand marketplace strategy; unite colleagues; and support the Group's ambitious growth plans.

1. Strengthening Brand Recognition and Trust

- The Debenhams brand is a well-established and trusted name with strong recognition across various customer segments.
- This transition will help position our platform as a trusted, premium online marketplace with broad consumer appeal across a wide range of demographics.

2. Leverage the well-established and iconic Debenhams name

- The Debenhams brand carries a rich heritage and strong customer loyalty, which will provide an immediate competitive advantage in the retail space.
- Leveraging this established name allows us to build on its legacy while modernising our offerings for a digital-first future.

3. Enhancing Supplier and Partner Relationships

- Operating under the Debenhams brand will strengthen our ability to attract a wide range of high-profile third-party brands to our platform, supporting our vision of becoming a comprehensive online retail destination

4. Drive alignment with the Multi-Brand Marketplace Strategy

- As we expand our own labels to offer a variety of third-party brands in fashion, beauty, homeware, and more, the name change to Debenhams will naturally align with our multi-brand marketplace strategy, reflecting our commitment to a diverse product offering.

5. Unite Colleagues

- Transitioning to Debenhams Group will create a shared identity, fostering a sense of unity and purpose across all teams.
- A unified brand will help reinforce company culture, ensuring alignment with our strategic vision and goals.

6. Supporting Growth

- The Debenhams name will serve as a foundation for scalable growth, supporting our transition into a leading digital marketplace that accommodates both in-house and third-party products.
- The change will underpin our long-term diversification and drive future success in the evolving online retail landscape.

As part of the business of the GM, a special resolution to change the name of the Company to “Debenhams Group PLC” is proposed (the “**Proposed Change of Name**”). Shareholders are being asked to approve the Proposed Change of Name at the GM on 28 March 2025. Subject to shareholder approval, legal registration of the name change by the Jersey Registry is expected to occur no later than 3 April 2025. The Company’s Tradable Instrument Display Mnemonic (TDIM or Ticker) (the unique identifying code for the Company’s UK listed securities) will change from BOO to DEBS following the legal registration of the name change by the Jersey Registry.

There will be no changes to the Company’s legal entity (registered at the Jersey Registry under registered number 114397 with its registered address at 3rd Floor, 44 Esplanade St Helier Jersey JE4 9WG), the Company’s unique legal entity identifier (LEI) as issued by the London Stock Exchange under the Global LEI System (213800SZF3KFCECWY243) or the identification codes of the Company’s listed financial instruments.

The enclosed Notice of GM sets out details of, and seeks your approval for, the Proposed Change of Name. The Notice of GM contains the full text of the resolution to be proposed at the GM. In order for the Proposed Change of Name to become effective, the Special Resolution will require the approval of not less than two thirds of the total number of votes cast by Shareholders being entitled to vote (whether voting in person or by proxy) at the GM.

Recommendation

The Board considers that the proposed resolution set out in the Notice of GM is in the best interests of the Company and all its shareholders as a whole and, accordingly, recommends that you vote in favour of the proposed resolution, as the Directors intend to do so in respect of their own beneficial holdings of shares, which amount to approximately 14.10 per cent. of the Company’s issued share capital.

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

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.epoxyappointment.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 General Meeting (being 10.00 a.m. on 26 March 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 & International Limited is the operator;
“CREST Proxy Instruction”	an appropriate CREST message in order to appoint or instruct a proxy;
“Directors”	Mahmud Kamani, Carol Kane, Daniel Finley, Philip Ellis, Alistair McGeorge, Iain McDonald, Tim Morris, Kirsty Britz and John Goold;
“Euroclear”	Euroclear UK & International Limited;
“General Meeting”	the general meeting of the Company to be held at 10.00 a.m. on 28 March 2025 at Addleshaw Goddard, 1 St. Peters Square, Manchester M2 3DE, including any adjournment thereof;
“Group”	the Company and its subsidiaries, from time to time;
“Last Practicable Date”	the last practicable date and time prior to publication of this document, being 5.30 p.m. on 10 March 2025;
“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 28 March 2025 at Addleshaw Goddard, 1 St. Peters Square, Manchester M2 3DE and, if thought fit, pass the resolution below:

Special Resolution

1. THAT the Company's name be changed from boohoo group plc to Debenhams Group PLC.

By order of the Board

THOMAS KERSHAW

Company Secretary

12 March 2025

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 26 March 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 26 March 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 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 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 26 March 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 26 March 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 26 March 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 & International 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 26 March 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 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 26 March 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 March 2025 (being the last practicable date prior to publication of this document), the Company's Issued Share Capital comprised 1,397,295,661 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 March 2025 is 1,397,295,661. 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 26 March 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 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.