

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

If you have sold or otherwise transferred all of your Shares, please forward this document, together with the accompanying form of proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Shares, you should retain these documents.

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# **boohoo group plc**

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## **NOTICE OF ANNUAL GENERAL MEETING 2023**

Your attention is drawn to the letter from the Chairman of the Company on page 3 of this document, which contains a unanimous recommendation by the Directors that you vote in favour of each of the resolutions to be proposed at the Annual General Meeting referred to below. Shareholders should read the whole of this document and not rely just on the summarised information set out in the letter.

This document includes forward looking statements concerning the Company. Forward looking statements are based on current expectations and projections about future events. These forward looking statements are subject to risks, uncertainties and assumptions about the Company. The Company undertakes no obligation to update publicly or revise any forward looking statements, whether as a result of new information, future events or otherwise, save to the extent required in accordance with the Company’s continuing obligations under the AIM Rules and applicable laws and regulations.

Notice of the Annual General Meeting of boohoo group plc, to be held at 09:30 on Thursday 22nd June 2023 at 49-51 Dale Street, Manchester, M1 2HF is set out in Part 2 of this document.

If you are unable to attend the Annual General Meeting, please complete and submit an online form of proxy in accordance with the instructions set out in this document or, if a hard copy is requested, details on how to complete the form are set out in notes 6 – 9 on page 9 of this document. Appointment of a proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so.

Shareholders are requested to submit a form of proxy to the Company’s Registrars, Computershare Investor Services (Jersey) Limited, as soon as possible and, in any event, so as to arrive no later than 09:30 on 20 June 2023. This notice also includes instructions to enable you to submit a proxy or vote electronically and how to register to do so. All proxy appointments must be received by 09:30 on 20 June 2023.

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## PART 1

# LETTER FROM THE CHAIRMAN OF BOOHOO GROUP PLC

(Incorporated and registered in Jersey with registered number 114397)

### boohoo group plc

*Directors:*

M Kamani (Founder and Group Executive Chairman)  
C Kane (Founder and Group Executive Director)  
J Lyttle (Chief Executive Officer)  
S McCabe (Chief Financial Officer)  
A McGeorge (Deputy Chairman, SID and Non-Executive)  
I McDonald (Non-Executive)  
T Morris (Non-Executive)  
K Britz (Non-Executive)  
J Goold (Non-Executive)

*Registered Office:*

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

19 May 2023

Dear Shareholder

### Annual General Meeting

I am pleased to inform you that the tenth annual general meeting of boohoo group plc (the “**Company**”) will be held at 49 – 51 Dale Street, Manchester, M1 2HF on Thursday, 22 June 2023 at 09:30 (the “**AGM**”).

The formal notice convening the AGM is set out on pages 4 to 5 of this document (the “**Notice of Meeting**”). Explanatory notes and further information on each of the resolutions to be considered at the AGM appear on pages 6 to 8 of this document.

For those shareholders who have elected to receive a paper copy, accompanying the formal notice of the meeting is the Company’s audited Annual Report and Accounts for the year ended 28 February 2023. For all other shareholders the Company’s audited Annual Report and Accounts for the year ended 28 February 2023 are now available for review or download at [www.boohooplc.com](http://www.boohooplc.com).

### Recommendation

In the opinion of the directors of the Company (the “**Directors**”), each of the resolutions to be proposed at the AGM are in the best interests of the Company and Shareholders as a whole.

Accordingly, the Directors of the Company recommend that Shareholders vote in favour of the resolutions at the AGM, as the Directors intend to do in respect of their own beneficial holdings of Shares, which amount to approximately 14.12% of the Issued Share Capital.

The results of the voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the AGM.

### Attendance

I hope that you will attend the AGM, if you can.

boohoo group plc is committed to reducing paper and improving efficiency in its shareholder communications. This year, you will not receive a hard copy form of proxy for the 2023 AGM in the post automatically. You may request a hard copy form of proxy directly from the Company’s Registrar, Computershare. Details on how to request and complete a hard copy form of proxy are set out in notes 6 to 9 on page 9 of this document.

Even if you intend to be at the AGM in person, I would strongly encourage you, regardless of the number of Shares you own, to vote on the resolutions in the manner detailed in pages 9 to 11 of this document, either electronically, via CREST or by completing and returning a hard copy form of proxy (available on request from the Company’s registrars) as soon as possible and in any event not later than 09:30 on 20 June 2023.

Further information regarding proxy appointments can be found on pages 9 to 11 of this document. Completion and submission or return of the form of proxy does not prevent you from attending and voting at the meeting in person.

This notice also includes instructions to enable you to vote electronically and details of how to register to do so. The resolutions set out in this Notice of Meeting will be voted on by way of a poll. All valid proxy votes (whether submitted electronically or in hard copy form) will be included in the poll to be taken at the meeting.

The other Directors and I look forward to seeing you at the meeting.

Shareholders are encouraged to submit questions, no later than 7 days prior to the AGM, via email to the Company Secretary at [investorrelations@boohoo.com](mailto:investorrelations@boohoo.com). The Company will endeavour to publish these questions and the Company’s responses on the Company’s website, [www.boohooplc.com](http://www.boohooplc.com), as soon as practicable after the AGM. To ask a question, please email [investorrelations@boohoo.com](mailto:investorrelations@boohoo.com) with details of your shareholder number or other evidence of entitlement to attend the AGM.

Shareholders are also invited to submit any questions after the conclusion of the business of the AGM via email to the Company Secretary at [investorrelations@boohoo.com](mailto:investorrelations@boohoo.com).

Yours faithfully

**Mahmud Kamani**  
Executive Chairman

## PART 2

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that boohoo group plc (“**boohoo**” or the “**Company**”) will hold its tenth AGM at 49 – 51 Dale Street, Manchester, M1 2HF at 09:30 on 22 June 2023.

Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolutions 11 to 13 (inclusive) will be proposed as special resolutions. All resolutions will be voted on by poll.

You will be asked to consider and if thought fit to pass the resolutions below.

### Annual Report and Accounts

1. To receive the Company’s Annual Report and accounts for the financial year ended 28 February 2023 (together with the reports of the directors and the auditor).

### Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report for the year ended 28 February 2023.

### Election of Directors

3. To re-elect Shaun McCabe as a director of the Company.
4. To re-elect Tim Morris as a director of the Company.
5. To re-elect John Lyttle as a director of the Company.

### Re-appointment of Director

6. To re-appoint Alistair McGeorge as a director of the Company.
7. To re-appoint John Gould as a director of the Company.

### Auditors

8. To re-appoint PKF Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.
9. To authorise the Directors to determine the remuneration of the Company’s auditors.

### Political Donations

10. The Company and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company be authorised to:
  - (a) make political donations to political parties or independent election candidates provided that such donations do not exceed £50,000 in total; and
  - (b) make political donations to political organisations other than political parties provided that such donations do not exceed £50,000 in total; and
  - (c) incur political expenditure not exceeding £50,000 in total,

in each case during the period beginning with the date of passing this resolution and ending at the end of next year’s annual general meeting or on close of business on 22 June 2024, whichever is the later, and provided that the aggregate amount of political donations and political expenditure so made and incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £50,000.

### Disapplication of Pre-emption Rights – general

11. That in substitution for all existing authorities, to the extent unused and pursuant to and in accordance with Article 2.15 of the Company’s articles of association (the “**Articles**”), the Directors be generally and unconditionally authorised to allot Shares (as defined in the Articles) and/or sell Shares held by the Company as treasury shares for cash as if Article 2.8 of the Articles did not apply to such allotment, provided that this power shall be limited to:
  - (a) the allotment of Shares for cash in connection with or pursuant to a rights issue, open offer or any other issue in favour of holders of Shares in proportion (as nearly as may be practicable) to the respective holdings of Shares then held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or arising under the laws of, any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter;
  - (b) the allotment of Shares in connection with any scrip dividend scheme or similar arrangement implemented in accordance with Articles from time to time in force;
  - (c) otherwise than pursuant to sub-paragraphs (a) to (b) above, the allotment of Shares or sale of treasury shares for cash up to an aggregate nominal amount of £1,268,433.26, being 10% of the issued ordinary share capital of the Company as at the opening of business on 15 May 2023; and
  - (d) otherwise than pursuant to sub-paragraphs (a), (b) or (c) above, the allotment of equity securities or sale of treasury shares up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares made from time to time under sub paragraph (c) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022,

provided further that such authorities shall apply until the end of next year's annual general meeting, or until the close of business on 22 June 2024, whichever is the later, but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Shares to be allotted or rights to subscribe for or convert securities into Shares to be granted after the authority ends and the Directors may allot Shares or grant rights to subscribe for or convert securities into Shares under any such offer or agreement as if the authority had not expired.

### Disapplication of pre-emption rights – financing

12. That, in addition to any authority granted under Resolution 11 above, the Directors be generally and unconditionally authorised, pursuant to and in accordance with Article 2.15 of the Articles, to exercise all powers of the Company to allot Shares for cash and/or sell Shares held by the Company as treasury shares as if Article 2.8 of the Articles did not apply to any such allotment, provided that this power shall be limited to:
- the allotment of Shares or sale of treasury shares for cash up to an aggregate nominal amount of £1,268,433.26, being 10% of the issued ordinary share capital of the Company as at the opening of business on 15 May 2023;
  - used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022; and
  - the allotment of Shares or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022,

and provided further that such authority shall apply until the end of next year's annual general meeting or until the close of business on 22 June 2024, whichever is the later, but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require Shares to be allotted after the authority expires and the Directors may allot Shares under any such offer or agreement as if the authority had not expired.

### Purchase of own Shares

13. That the Company be and is hereby generally and unconditionally authorised for the purposes of Article 57 of the Law to make one or more purchases on the AIM market operated by the London Stock Exchange plc of its own Shares on such terms and in such manner as the Directors shall from time to time determine, provided that:
- the maximum aggregate number of Shares hereby authorised to be purchased is 126,843,326 (representing approximately 10% of the Company's issued Shares as at the opening of business on 15 May 2023);
  - the minimum price which may be paid for a Share is its nominal value of £0.01 each;
  - the maximum price which may be paid for a Share is an amount equal to 105% of the average of the closing mid-market price of such shares (as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange plc) for the five business days immediately preceding the date of purchase;
  - unless otherwise renewed, varied or revoked, the authority hereby conferred shall apply until the end of next year's annual general meeting or until the close of business on 22 June 2024, whichever is the later;
  - the Company may make a contract or contracts to purchase the Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of the Shares in pursuance of any such contract or contracts; and
  - subject to the provisions of the Articles from time to time in force, the Company be and is hereby generally and unconditionally authorised for the purposes of Article 58A of the Law to hold any Shares repurchased under the authority hereby conferred as treasury shares.

By order of the Board

**Thomas Kershaw**  
Company Secretary  
**boohoo group plc**  
19 May 2023

### Further information on the proposed resolutions

The notes on the following pages provide a brief explanation of the proposed resolutions set out in the Notice of Meeting above.

Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions, taken as a poll. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 to 13 (inclusive) will be proposed as special resolutions, taken as a poll. This means that for each of those resolutions to be passed, at least two-thirds of the votes cast must be in favour of such resolution. Resolution 2 will be an advisory vote only.

#### Resolution 1 – Annual Report and Accounts

The Directors are required to present to the Annual General Meeting the audited accounts and the Directors' and Auditor's Reports for the financial year ended 28 February 2023, which can be found at <https://www.boohooplc.com/investors/results-centre/year/2023>.

#### Resolution 2 – Directors' Remuneration Report

Shareholders are being given the opportunity to cast an advisory vote on the Directors' Remuneration Report for the year ended 28 February 2023. The Directors' Remuneration Report is set out in full on pages 88 to 111 of the Annual Report. Pages 88 to 111 of the Annual Report can be found at <https://www.boohooplc.com/investors/results-centre/year/2023> and has been incorporated into this document by reference.

Resolution 2 is an advisory resolution only and does not affect the remuneration paid to any Director.

#### Resolutions 3, 4 and 5 – Re-Election of Directors

Biographical details of the Directors standing for re-election and re-appointment are included within the Company's Annual Report and Accounts for the financial year ended 28 February 2023. The performance of the Board as a whole, as well as the contribution made by the individual executive and non-executive Directors, was last evaluated in March 2023. The Board believes that each of the Directors continues to demonstrate commitment and allocate sufficient time to perform his or her role, and their respective skills complement each other and enhance the overall operation of the Board. The Board determined that each of the non-executive Directors continues to remain independent.

#### Resolutions 6 and 7 – Re-appointment of Directors

In accordance with article 7.3 of the Company's articles of association, Shareholders will be asked to re-appoint each of Alistair McGeorge, who was appointed as a director of the Company by the Board on 31 March 2023, and John Goold, who was appointed as a director of the Company by the Board on 27 April 2023. A brief biography for Alistair McGeorge and John Goold is at page 70 of the Annual Report.

#### Resolutions 8 and 9 – Auditors' re-appointment and remuneration

PKF Littlejohn LLP has expressed its willingness to continue in office as auditors. The audit committee has assessed the auditors' independence and objectivity and recommends the re-appointment of PKF Littlejohn LLP as auditors.

The Directors request the authority to determine the auditors' remuneration.

#### Resolution 10 – Political Donations

Whilst the Company, as a Jersey company, is not subject to the requirements of the Act, it considers it best practice to comply with the provisions of the Act regarding political donations. The Company is therefore seeking approval from its members for donations to, or expenditure on, independent election candidates or organisations within the UK which are, or could be categorised as, UK political organisations or parties in accordance with the Act. The Company does not intend to make such donations or incur such expenditure, within the normal meaning of those expressions.

However, the Act is very broadly drafted and can extend to bodies such as those concerned with policy review, law reform, the representation of the business community and special interest groups such as those concerned with the environment, which the Company and its subsidiaries may wish to support. Other examples which might be caught are sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees' donations to certain charities as well as communicating with the Government and political parties at local, national and European level.

## Resolutions 11 and 12 – Disapplication of pre-emption rights

The Investment Association (“IA”) considers it a routine request for the directors of a company to seek authority from its shareholders at an annual general meeting for the directors to allot new shares in an amount of up to two-thirds of the existing Issued Share Capital, where any amounts in excess of one-third are restricted to fully pre-emptive offers only.

However, as a Jersey company, the Articles give the Directors a general authority to issue Shares in the Company subject only to the pre-emptive rights of Shareholders. These pre-emptive rights are discussed in more detail below. Despite having this general authority the Directors nevertheless intend to comply with the IA’s recommendation in that if:

- (a) the Company allots Shares with an aggregate nominal value exceeding £4,228,110.87 (which represents approximately one-third of the Issued Share Capital of the Company as at the opening of business on 15 May 2023 being the latest practical date before the publication of this document); or
- (b) the Company allots Shares otherwise than in respect of a fully pre-emptive offer, with an aggregate nominal value exceeding £4,228,110.87 as above (which represents approximately one-third of the Issued Share Capital of the Company as at the opening of business on 15 May 2023, being the latest practical date before the publication of this document).

in either case, on or before the next annual general meeting of the Company or 22 June 2024 (whichever is the later), then all the Directors willing to remain in office should seek re-election at the next annual general meeting of the Company following such thresholds being exceeded.

In terms of resolutions 11 and 12, the Articles contain pre-emption rights which apply on the allotment of Shares in the Company for cash (other than in respect of bonus issues or issues of Shares pursuant to employee share schemes). The pre-emption rights mean that when the Directors propose to allot Shares in the Company for cash, the Shares must first be offered to existing Shareholders in proportion to their existing shareholdings.

Resolution 11, which will be proposed as a special resolution, will, if passed, enable the Directors to allot Shares for cash without having to comply with these pre-emption rights, but this power will be limited to allotments:

- (a) in connection with a rights issue, open offer or other pre-emptive offer to the holders of Shares but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary;
- (b) in connection with any scrip dividend scheme or similar arrangement implemented in accordance with the Articles from time to time in force; and
- (c) in any other case, up to an aggregate nominal amount of £1,268,433.26 (which represents approximately 10% of the Issued Share Capital of the Company as at the opening of business on 15 May 2023, being the last practicable date before the publication of this document).

The authority also authorises the Directors to issue an additional number of equity securities up to a nominal amount equal to one fifth of any allotment pursuant to the amount authorised under paragraph (c) above, to be used only for the purposes of a follow-on offer.

This authority will apply until the end of the next annual general meeting, or if later 22 June 2024.

Resolution 12, which will also be proposed as a special resolution will, if passed, enable the Directors to allot Shares for cash without having to comply with these pre-emption rights, but will be:

- (a) limited to the allotment of Shares for cash up to an aggregate nominal amount of £1,268,443.26 being 10% of the Issued Share Capital of the Company as at the opening of business on 15 May 2023; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be either an acquisition or other specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (c) also authorises the Directors to issue an additional number of equity securities up to a nominal amount equal to one fifth of any allotment pursuant to the amount authorised under paragraph (a) above, to be used only for the purposes of a follow-on offer.

This authority will apply until the end of the next annual general meeting or, if later, 22 June 2024.

Resolutions 11 and 12 have been split into two separate resolutions in accordance with the Pre-Emption Group’s Statement of Principles and template resolutions dated November 2022 and the IA’s Share Capital Management Guidelines dated February 2023.

The Directors currently have no intention of allotting new Shares other than in relation to the Company’s existing share plans, the Consideration Shares or other potential acquisition opportunities that include the issue of consideration shares. However, the Directors feel it appropriate to be provided with the flexibility that the authority contained in resolutions 11 and 12 provides, and if they do otherwise exercise the authorities thereby given, the Directors intend to follow the IA recommendations concerning their use.

### **Resolution 13 – Purchase of own Shares**

Resolution 13 is to approve the authority of the Company to purchase its own ordinary shares in the market. The authority limits the number of Shares that could be purchased to a maximum of 126,843,326 Shares (equivalent to 10% of the Company's issued ordinary share capital as at the opening of business on 15 May 2023; (being the last practicable date prior to the publication of this document)) and sets a minimum and maximum price.

The authority would, unless previously renewed, revoked or varied by Shareholders, remain in force up to the conclusion of the annual general meeting of the Company to be held in 2024, or close of business on 22 June 2024, whichever is the later.

The Directors believe that it is in the best interests of the Company to buy Shares if they become available at an attractive price. The Board will only exercise such authority if it considers that the effect of such purchase would be to increase earnings and/or net assets per Share and that such exercise would be in the best interests of Shareholders generally. In addition, the Board will only exercise the authority if it is satisfied that the Company has at the time such purchase is contemplated, sufficient cash resources for current working capital purposes and distributable reserves and there will be no requirements for financing from third parties for this purpose. The Board currently has no intention of using the authority to purchase Shares.

Any Shares the Company buys under this authority may either be cancelled or held in treasury. No dividends are paid on Shares whilst held in treasury and no voting rights attach to treasury shares. If the Shares the Company buys back under this authority are held in treasury, this would give the Company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base.

Shareholders will note that this year the Company is not seeking a waiver of the obligation to make a general offer under Rule 9 of the Code which might arise if the Company purchased its own voting shares using the share buy back authority granted pursuant to this Resolution 13.

This is no longer considered by the Company and its advisors to be necessary, given that between the members of the Concert Party their aggregate holdings of Shares have fallen below 30% to 24.45% and, if the buy back authority were to be exercised in full, would proportionately increase only to a possible maximum of 27.17% of the Issued Share Capital of the Company, which would no longer give rise to an obligation on the Concert Party to make a general offer to all Shareholders under Rule 9 of the Code.

The Directors note that the issue of consideration shares may be required in accordance with the agreement made by the Company for the purchase of the balance of the shares in PLT which was concluded in 2020, and will actively monitor any proposed purchase by the Company of its own shares to ensure that, if any such purchase is proposed at a time when the aggregate holdings of the Concert Party might otherwise reach or exceed 30%, an obligation to make a general offer under Rule 9 of the Code does not arise.



# Notes to the Notice of Annual General Meeting

## Entitlement to vote

1. Voting at the AGM 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 20 June 2023 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 20 June 2023 or, in the event that this meeting is adjourned, on the Register after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting. This is the time specified by the Company for the purposes of regulation 40 (1) of the Companies (Uncertificated Securities) (Jersey) Order 1999.

## Website giving information regarding the meeting

3. Information regarding the meeting, including the notice of the meeting and the audited accounts and Directors’ and Auditor’s Reports for the financial year ended 28 February 2023, as well as the redlined articles of association, is available at <https://www.boohooplc.com/investors/agm/year/2023>

## Appointment and instruction of proxies and electronic voting

4. 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.
5. 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.
6. 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](http://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.
7. 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.
8. 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.
9. 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

10. If you wish you will be able to vote electronically using the link [www.eproxyappointment.com](http://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:

- (a) via [www.eproxyappointment.com](http://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; and/or
- (b) by requesting a hard copy proxy form from the Company’s registrars, Computershare Investor Services (Jersey) Limited, and completing the proxy form; and/or
- (c) 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](http://www.investorcentre.co.uk/eproxy), in each case no later than 09:30 on 20 June 2023, 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](http://www.proxymity.io). Your proxy must be lodged by 09:30 on 20 June 2023 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.

11. To be valid, any proxy form or other instrument appointing a proxy must be:
  - (a) completed and signed;
  - (b) 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
  - (c) received by Computershare no later than 09:30 on 20 June 2023 or if the meeting is adjourned, not less than 48 hours before the time fixed for the holding of the meeting or in the case of a poll, not less than 48 hours before the time appointed for taking the poll.

12. In the case of a member which is a corporation, the proxy form must be executed in any of the following ways: (i) under its common seal; (ii) not under its common seal but otherwise in accordance with the Articles or constitution; or (iii) signed on its behalf by a duly authorised officer of the company or its authorised attorney.

Any power of attorney or any other authority under which a proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

13. To change proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments also applies in relation to any amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact 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

14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s) who will be able to take the appropriate action on their behalf.
15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Computershare (CREST Participant ID: 3RA50), no later than 09:30 on 20 June 2023 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
16. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
17. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
18. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Register in respect of the joint holding (the first-named being the most senior).
19. 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.

20. In the case of a member which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare no later than 09:30 on 20 June 2023.

### **Corporate representatives**

21. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

### **Issued shares and total voting rights**

22. As at the opening of business on 15 May 2023 (being the last practicable date prior to publication of this document), the Company's Issued Share Capital comprised 1,268,433,263 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 15 May 2023 is 1,268,433,263. As at the date of this document, the Company does not hold any shares in treasury.

### **Voting**

23. Shareholders are requested to vote in advance of the AGM either electronically, via CREST or by completing and returning the enclosed form of proxy not later than 09:30 on 20 June 2023. The results will be published on our website <https://www.boohooplc.com/investors/agm/year/2023> and will be released to the London Stock Exchange.
24. 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/agm/year/2023> and will be released to the London Stock Exchange.

### **Communication**

25. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- (a) by post to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ; or
- (b) 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.

## PART 3

# DEFINITIONS

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

<b>Act</b>	The Companies Act 2006, as amended
<b>AIM</b>	Alternative Investment Market of the London Stock Exchange
<b>Annual General Meeting or AGM</b>	the annual general meeting of the Company to be convened by the notice on pages 4 to 5 of this document
<b>Annual Report</b>	the annual report and accounts for the financial year ended 28 February 2023
<b>Articles</b>	the articles of association of the Company
<b>Board or the Directors</b>	the directors of boohoo whose names appear at the head of page 3 of part 1 of this document
<b>boohoo or the Company</b>	boohoo group plc
<b>Code</b>	City Code on Takeovers and Mergers
<b>Concert Party and Member of the Concert Party</b>	Mahmud Kamani, Nurez Kamani, Rabia Kamani, Carol Kane, the Trustee, the TMZ Trustees, Adam Kamani, Umar Kamani, and Samir Kamani
<b>Consideration Shares</b>	means that part of the purchase price payable to the sellers of PLT (“ <b>PLT Sellers</b> ”) which was deferred subject to certain conditions, and which must, conditional upon the price of Shares reaching or exceeding 491p per Share for any rolling 6 month period on or before 14 March 2024 (“share price condition”), be satisfied by means of the issue of 16,112,331 Shares to the PLT Sellers unless the share price condition is not satisfied on or before that date whereupon the requirement to issue Consideration Shares will lapse
<b>Group</b>	boohoo and its subsidiaries
<b>Issued Share Capital</b>	the number of Shares in issue as at the opening of business on 15 May 2023 (being the last practicable date prior to the publication of this document)
<b>Law</b>	The Companies (Jersey) Law 1991, as amended
<b>Nurez Kamani Children's Settlement 2015</b>	trust established in 2015 for the benefit of the children of Nurez Kamani
<b>Shares</b>	Shares of one penny each in the capital of the Company
<b>PLT</b>	means PrettyLittleThing.com Limited, a subsidiary of the Company
<b>Shareholders</b>	holders of any Shares
<b>SID</b>	means the Senior Independent Director
<b>the TMZ Trust</b>	trust established in June 2018 for the benefit of the children of Jalaludin Kamani
<b>the TMZ Trustees</b>	means Natalie Parry and Sean Williams, trustees of the TMZ Trust
<b>the Trustee</b>	St. Anne's Trustees Limited, trustee of the Nurez Kamani Children's Settlement 2015

The terms “subsidiary” and “subsidiary undertaking” have the meanings given to them in section 1159 and Schedule 6 and section 1162 and Schedule 7 respectively of the Companies Act 2006.