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If you have sold or otherwise transferred all of your Ordinary 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 Ordinary Shares, you should retain these documents.

Zeus Capital Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for boohoo group plc in connection with the Waiver Resolution and for no one else in connection with the transactions described in this document and will not be responsible to anyone other than boohoo group plc for providing the protections afforded to clients of Zeus Capital Limited, nor for giving advice in relation to such transactions.

Apart from the responsibilities and liabilities, if any, which may be imposed on Zeus Capital Limited by the FSMA or the regulatory regime established thereunder, Zeus Capital Limited accepts no responsibility or liability whatsoever for the contents of this document or for any other statement made or purported to be made in connection with the Company or the Waiver Resolution. Zeus Capital Limited accordingly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.

boohoo group plc

Notice of Annual General Meeting 2019

Your attention is drawn to the letter from the Chairman of the Company on pages 3 and 4 of this document, which contains a unanimous recommendation by the Directors (excluding Carol Kane and Mahmud Kamani for the purposes of the Waiver Resolution) 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 14:00 on 21 June 2019 at TLT LLP, 3 Hardman Square, Manchester M3 3EB, is set out in Part 2 of this document. A form of proxy for use by Shareholders in connection with the Annual General Meeting is enclosed. Shareholders are requested to complete the form of proxy in accordance with the instructions printed on it and return it to the Company’s Registrars, Link Asset Services, as soon as possible and, in any event, so as to arrive no later than 14:00 on 19 June 2019. This notice also includes instructions to enable you to vote electronically and how to register to do so. You will still be able to vote in person at the Annual General Meeting.

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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 (Executive Chairman)
 C Kane (Group Co-Founder and Executive Director)
 J Lyttle (Chief Executive Officer)
 N Catto (Chief Financial Officer)
 S Murray (Non-Executive)
 P Cuilleret (Non-Executive)
 I McDonald (Non-Executive)
 B Small (Non-Executive)

Registered Office:

12 Castle Street
 St Helier
 Jersey
 JE2 3RT

21 May 2019

To Shareholders and, for information only, to participants in the Share Plans

Dear Shareholder

ANNUAL GENERAL MEETING

I am pleased to inform you that the sixth annual general meeting of boohoo group plc (the “**Company**”) will be held at the offices of TLT LLP at 3 Hardman Square, Manchester, M3 3EB on Friday, 21 June 2019 at 14:00 (the “**AGM**”).

The formal notice convening the AGM is set out on pages 5 to 7 of this document (the “**Notice of Meeting**”). Explanatory notes and further information on each of the resolutions to be considered at the meeting appear on pages 8 to 11 of this document.

Accompanying the formal notice of the meeting is the Company’s audited Annual Report and Accounts for the year ended 28 February 2019.

BACKGROUND TO AND REASONS FOR THE WAIVER RESOLUTION

The Independent Directors continue to believe that it is in the best interests of the Company for the Company to have the authority to buy back Ordinary Shares in the market 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 Ordinary 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.

If the Company was to buy back Ordinary Shares in the market, the effect of this may be that Shareholders who have not sold shares in the buy back have their percentage interest in the business increase slightly. In the case of the Concert Party, the effect of this increase in percentage interest would be that the Concert Party would ordinarily be required to make an offer for all of the Ordinary Shares in the Company that it does not currently own, pursuant to the City Code on Takeovers and Mergers (the “**Code**”). The approval of the Waiver Resolution by Independent Shareholders at the Annual General Meeting would remove this requirement should it arise due to a buy back of Ordinary Shares.

PART 1
LETTER FROM THE CHAIRMAN OF BOOHOO.COM PLC
CONTINUED

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, save that the Interested Directors make no recommendation with regard to the Waiver Resolution (being resolution 14). The Interested Directors are the Executive Chairman (Mahmud Kamani) and Group Co-Founder and Executive Director (Carol Kane) of the Company.

Accordingly, the Directors of the Company (excluding the Interested Directors for the purposes of the Waiver Resolution) 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 Ordinary Shares, which amount to approximately 20.2% of the issued Ordinary Shares, save that neither of the Interested Directors nor any other member of the Concert Party will vote in respect of their beneficial holdings of Ordinary Shares, which amount in aggregate to 33.4% of the issued Ordinary Shares, on the Waiver Resolution.

The Independent Directors, who have been so advised by Zeus Capital Limited, consider the waiver of the obligation that may arise for the Concert Party to make an offer under Rule 9 of the Code in relation to the authority to make market purchases to be in the best interests of the Independent Shareholders (meaning those ordinary shareholders who are not members of the Concert Party), and the Company as a whole. In providing its advice to the Independent Directors, Zeus Capital Limited has taken account of the Independent Directors’ commercial assessments. Accordingly, the Independent Directors unanimously recommend that the Independent Shareholders vote in favour of the Waiver Resolution to be proposed at the AGM, as the Independent Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount to approximately 0.1% of the issued Ordinary Shares.

ATTENDANCE

I hope that you will come to the AGM, if you can. If you cannot attend, I would strongly encourage you, regardless of the number of Ordinary Shares you own, to vote on the resolutions in the manner detailed in pages 12 to 14 of this document, either electronically, via CREST or by completing and returning the enclosed form of proxy as soon as possible and in any event not later than 14:00 on 19 June 2019. Further information regarding proxy appointments can be found on pages 12 to 14 of this document. Completion and 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 other Directors and I look forward to seeing you at the meeting.

Yours faithfully

Mahmud Kamani
Executive Chairman

PART 2
NOTICE OF ANNUAL GENERAL MEETING

boohoo group plc (“boohoo” or the “Company”) will hold its sixth AGM at the offices of TLT LLP at 3 Hardman Square, Manchester, M3 3EB at 14:00 on 21 June 2019.

Resolutions 1 to 10 (inclusive) and 14 will be proposed as ordinary resolutions and resolutions 11 to 13 (inclusive) and resolution 15 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 2019 (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 2019.

RE-APPOINTMENT OF DIRECTORS

- 3 To re-appoint John Lyttle as a director of the Company.
- 4 To re-appoint Brian Small as a director of the Company.

ELECTION OF DIRECTORS

- 5 To re-elect Carol Kane as a director of the Company.
- 6 To re-elect Neil Catto as a director of the Company.
- 7 To re-elect Mahmud Kamani as a director of the Company.

AUDITORS

- 8 To re-appoint PricewaterhouseCoopers 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 20 June 2020, whichever is the sooner, 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.

PART 2
NOTICE OF ANNUAL GENERAL MEETING
 CONTINUED

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) 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; and
- (c) otherwise than pursuant to sub-paragraphs (a) to (b) above, the allotment of Shares for cash up to an aggregate nominal amount of £581,405.91, being 5% of the issued ordinary share capital of the Company as at 17 May 2019,

provided further that such authorities shall apply until the end of next year's annual general meeting, or if earlier, until the close of business on 20 June 2020 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 as if Article 2.8 of the Articles did not apply to any such allotment, provided that this power shall be:

- (a) limited to the allotment of Shares for cash up to an aggregate nominal amount of £581,405.91, being 5% of the issued ordinary share capital of the Company as at 17 May 2019; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six 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 most recently published by the Pre-Emption Group prior to the date of this notice,

provided further that such authority shall apply until the end of next year's annual general meeting or, if earlier, until the close of business on 20 June 2020 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 subject to the passing of and conditional on resolution 14 below, the Company be and is hereby generally and unconditionally authorised for the purposes of Article 57 of the Companies (Jersey) Law 1991, as amended (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:
- (a) the maximum aggregate number of Shares hereby authorised to be purchased is 116,281,182 (representing approximately 10% of the Company’s issued Shares as at 17 May 2019);
 - (b) the minimum price which may be paid for a Share is its nominal value of £0.01 each;
 - (c) 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;
 - (d) unless otherwise renewed, varied or revoked, the authority hereby conferred shall apply until the end of next year’s annual general meeting or, if earlier, until the close of business on 20 June 2020;
 - (e) 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
 - (f) 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.

WAIVER RESOLUTION

- 14 To approve the waiver by the Panel of any obligation that could arise, pursuant to Rule 9 of the City Code on Takeovers and Mergers, for Mahmud Kamani, Jalaludin Kamani, Nurez Kamani, Rabia Kamani, St. Anne’s Trustees Limited (as trustees of the Nurez Kamani Children’s Settlement 2015) the TMZ Trustees (as trustees of the TMZ Trust) and Carol Kane (as members of the Concert Party) to make a general offer for all the ordinary issued share capital of the Company, following any increase in the percentage of shares of the Company carrying voting rights in which the members of the Concert Party are interested resulting from the exercise by the Company of the authority to purchase up to 116,281,182 of its ordinary shares granted to the Company pursuant to resolution 13 above, provided that such approval shall expire simultaneously with the authority granted under resolution 13.

Resolution 14 will be voted on by the Independent Shareholders only.

AMENDMENT OF ARTICLES

- 15 That there shall be deleted from Article 6.22(a) of the Articles of the Company the following words: “or in the form of appointment of proxy”.

By order of the Board

Keri Devine
Company Secretary
boohoo group plc

21 May 2019

PART 2
NOTICE OF ANNUAL GENERAL MEETING
 CONTINUED

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) and 14 will be proposed as ordinary resolutions, taken as a poll. Resolution 14 will be voted on by the Independent Shareholders only. 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) and resolution 15 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 2019.

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 2019. The Directors' Remuneration Report is set out in full on pages 36-49 of the Annual Report. Pages 36-49 of the Annual Report can be found at <http://www.boohooplc.com/investor-relations/aim-rule-26/company-documents> 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.

RESOLUTION 3 AND 4 – RE-APPOINTMENT OF DIRECTORS

In accordance with article 7.3 of the Company's articles of association, Shareholders will be asked to re-appoint John Lyttle who was appointed as a director of the Company on 15 March 2019 and Brian Small who was appointed as a non-executive director on 24 April 2019, in each case since the last AGM. A brief biography for each of John Lyttle and Brian Small is at pages 28 and 29 respectively of the Annual Report.

RESOLUTIONS 5 TO 7 – ELECTION OF DIRECTORS

Biographical details of the Directors are included within the Company's Annual Report and Accounts for the financial year ended 28 February 2019.

The performance of the Board as a whole, as well as the contribution made by the individual executive and non-executive Directors, was evaluated in early 2019. The Board believes that each of the Directors continues to demonstrate commitment to his or her role and their respective skills complement each other and enhance the overall operation of the Board.

RESOLUTIONS 8 AND 9 – AUDITORS' RE-ELECTION AND REMUNERATION

PricewaterhouseCoopers 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 PricewaterhouseCoopers 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 UK Companies Act 2006, (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 European Union which are, or could be categorised as EU political organisations or parties. 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 one-third of the existing issued share capital. In addition, the IA regards the allotment of a further one-third as routine, when applied to a fully pre-emptive rights issue 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 £3,872,163.37 (which represents approximately one-third of the issued ordinary share capital of the Company as at 17 May 2019 being the latest practical date before the publication of this document); or
- (b) the Company allots Shares otherwise than in respect of a rights issue, open offer or other pre-emptive offer, with an aggregate nominal value exceeding £3,872,163.37 as above (which represents approximately one-third of the issued ordinary share capital of the Company as at 17 May 2019, 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 20 June 2020 (whichever is the earlier), 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 £581,405.91 (which represents approximately five per cent of the issued ordinary share capital of the Company as at 17 May 2019, being the last practicable date before the publication of this document).

This authority will apply until the end of the next annual general meeting, or if earlier 20 June 2020.

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 £581,405.91 being 5% of the issued ordinary share capital of the Company as at 17 May 2019; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six 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 most recently published by the Pre-Emption Group prior to the date of this notice.

This authority will apply until the end of the next annual general meeting or, if earlier, 20 June 2020.

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 and the IA’s Share Capital Management Guidelines dated July 2016.

The Directors currently have no intention of allotting new Shares other than in relation to the Company’s Share Plans. 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.

Furthermore the Directors confirm their intention to follow the provisions of the Pre-emption Group’s Statement of Principles regarding cumulative usage of authorities within a rolling 3 year period where such Principles provide that usage in excess of 7.5% should not take place without prior consultation with the members.

PART 2
NOTICE OF ANNUAL GENERAL MEETING
CONTINUED

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 116,281,182 Ordinary Shares (equivalent to 10% of the Company's issued ordinary share capital as at 17 May 2019; (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 2020, or close of business on 20 June 2020, whichever is earlier.

The Independent Directors believe that it is in the best interests of the Company to buy Ordinary 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 Ordinary 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 Ordinary 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.

RESOLUTION 14 – TO AUTHORISE A WAIVER OF THE OBLIGATION THAT MAY ARISE FOR THE CONCERT PARTY TO MAKE A GENERAL OFFER FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY AS A RESULT OF PURCHASES BY THE COMPANY OF ORDINARY SHARES PURSUANT TO THE AUTHORITY TO MAKE MARKET PURCHASES UNDER RESOLUTION 13 ABOVE

Under Rule 9 of the City Code on Takeovers and Mergers (the “Code”), when (i) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which, when taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30% or more of the voting rights of a company which is subject to the Code, or (ii) where a person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30% of the voting rights of such a company, but does not hold shares carrying more than 50% of the voting rights of a company, such person, or any person acting in concert with him acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which he is interested, then in either case, that person is normally required to make a general offer for all the remaining equity share capital of the Company, in cash, at not less than the highest price paid by the person, any person acting in concert with him, for shares of the Company during the 12 months prior to announcement of the offer.

Under Rule 37 of the Code, when a company purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purposes of Rule 9 of the Code (although a shareholder who is neither a Director nor acting in concert with a Director will not normally incur an obligation to make a Rule 9 Offer).

The Concert Party holds, in aggregate, 388,330,649 Ordinary Shares, representing 33% of the issued share capital of the Company. If the Board were to exercise the authority pursuant to resolution 13, in whole or in part, and cancel the Ordinary Shares acquired or put them into treasury, then the shareholding of the Concert Party would proportionately increase, up to a possible maximum of 37.1% of the issued share capital of the Company, and in the absence of a Rule 9 Waiver, this would give rise to an obligation on the Concert Party to make a general offer to all Shareholders under Rule 9 of the Code.

The Independent Directors have decided to seek a waiver from the Panel from the obligation on the Concert Party to make a general offer under Rule 9 of the Code which could arise as a result of the exercise of the authority under resolution 13. **The Panel has agreed, subject to the Independent Shareholders' approval on a poll, to waive the requirement for the Concert Party to make a general offer to all Shareholders where such an obligation would arise as a result of purchases by the Company of up to 116,281,182 Ordinary Shares pursuant to the authority granted under resolution 13.**

The Concert Party has no intention to make any changes that would affect the business of the Group, the location of the Group's place of business or the continued employment of its employees and management as a result of these proposals. There are no plans to redeploy the fixed assets of the Group or change the Company's existing trading facilities on AIM, as a result of these proposals. Further details on this matter are set out in paragraph 4 of part 3 of this document.

The Independent Directors, who have been so advised by Zeus, consider that approving resolution 14 and obtaining the Rule 9 Waiver is in the best interests of the Independent Shareholders and the Company as a whole. Accordingly, the Independent Directors unanimously recommend that Independent Shareholders vote in favour of each of resolution 13 and resolution 14, as they intend to do so in respect of their own beneficial holdings.

RESOLUTION 15 – AMENDMENT OF THE ARTICLES

Resolution 15 is to make an amendment to the articles of association of the Company to permit the Company to elect not to circulate paper copies of the form of proxy in future years, so that voting at future general meetings of the Company could be either online, via electronic proxy appointment through CREST or by shareholders requesting a hard copy proxy form from the Company's registrars, Link Asset Services.

PART 2
NOTICE OF ANNUAL GENERAL MEETING
 CONTINUED

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

- 1 Only those members entered on the register of members of the Company (the “**Register**”) at the close of business on 19 June 2019 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 attend and 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 19 June 2019 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.

Website giving information regarding the meeting

- 2 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 2019, is available at <http://www.boohooplc.com/investor-relations/aggm>.

Appointment and instruction of proxies and electronic voting

- 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 14 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 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.
- 6 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 Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF on 0871 664 0391 (calls cost 12 pence per minute plus your phone company’s access charge) or from outside the UK on +44 371 664 0300 (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.
- 7 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.
- 8 Proxy voting
 If you wish you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or available from our registrars, Link Asset Services.
 Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish. Proxy votes must be received no later than 48 hours before the time and date scheduled for the Meeting.
- 9 You can vote either:
 - 9.1 via www.signalshares.com by logging on and selecting the ‘Proxy Voting’ link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC) (which can be found on your share certificate), family name and postcode (if resident in the UK); or;
 - 9.2 by completing the proxy form; and/or
 - 9.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

- 10 To be valid, any proxy form or other instrument appointing a proxy must be:
- completed and signed;
 - sent or delivered to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or delivered by hand to The Registry, 34 Beckenham Road, Beckenham BR3 4TU; and
 - received by Link Asset Services no later than 14:00 on 19 June 2019 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 Link Asset Services.

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.

- 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, Link Asset Services (CREST Participant ID: RA10), no later than 14:00 on 19 June 2019 (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 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.

- 16 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.

- 17 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).

PART 2
NOTICE OF ANNUAL GENERAL MEETING
CONTINUED

Appointment and instruction of proxies and electronic voting continued

- 18 In order to revoke a proxy instruction you will need to inform the Company via Link Asset Services either by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF on 0871 664 0300 (calls cost 12 pence per minute plus your phone company's access charge) or from outside the UK on +44 371 664 0300 (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.
- 19 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 Link Asset Services no later than 14:00 on 19 June 2019.

Corporate representatives

- 20 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

- 21 As at 17 May 2019 (being the last practicable date prior to publication of this document), the Company's issued share capital comprised 1,162,811,822 ordinary shares of £0.01 each. Each ordinary 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 17 May 2019 is 1,162,811,822. As at the date of this document, the Company does not hold any shares in treasury.

Voting

- 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 <http://www.boohooplc.com/investor-relations/agm> 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):
- (a) by post to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF; or
 - (b) by telephone on 0871 664 0300 (calls cost 12 pence per minute plus your phone company's access charge) or from outside the UK on +44 371 664 0300 (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
ADDITIONAL INFORMATION RELATING TO THE WAIVER RESOLUTION

1 RESPONSIBILITY

The Directors, whose names are set out in paragraph 2 below, accept responsibility for the information contained in this document (save that Mahmud Kamani and Carol Kane do not take responsibility for the recommendation of the Waiver by the Independent Directors). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

2 DIRECTORS OF THE COMPANY

The names of the Directors of the Company and their respective functions are as follows:

Name	Position
M Kamani	Executive Chairman
C Kane	Co-Founder and Executive Director
J Lyttle	CEO
N Catto	CFO
S Murray	Non Executive
P Cuilleret	Non Executive
I McDonald	Non Executive
B Small	Non Executive

The registered office of the Company is 12 Castle Street, St Helier, Jersey, JE2 3RT.

3 THE COMPANY

The Group's principal activity is the design, marketing and sale of own brand clothing shoes and accessories online. Further information about the Company can be found in pages 4 to 9 the Annual Report. Pages 4 to 9 of the Annual Report can be found at <http://www.boohooplc.com/investor-relations>, and have been incorporated into this document by reference.

The audited financial statements of the Company for the financial year ended 28 February 2019 are set out in pages 51 to 89 of the Annual Report. Pages 51 to 89 of the Annual Report can be found at <http://www.boohooplc.com/investor-relations>, and have been incorporated into this document by reference.

The outlook of the Company is set out in page 19 of the Annual Report. Page 19 of the Annual Report can be found at <http://www.boohooplc.com/investor-relations>, and has been incorporated into this document by reference.

The audited financial statements of the Company for the financial year ended 28 February 2018 are set out in pages 49 to 89 of the annual report of the Company for 2018 and can be found at <http://www.boohooplc.com/investor-relations>, and have been incorporated into this document by reference.

The Company was incorporated and registered in Jersey on 19 November 2013 and with registered number 114397.

The registered office of the Company and the business address of all of the Directors is boohoo group plc, 12 Castle Street, St Helier, Jersey, JE2 3RT.

As at 17 May 2019 the issued share capital of the Company was 1,162,811,822 ordinary shares of £0.01 each, carrying one vote each and the Company held no ordinary shares in treasury. Therefore, the total number of voting rights in the Company on 17 May 2019 was 1,162,811,822.

PART 3
ADDITIONAL INFORMATION RELATING TO THE WAIVER RESOLUTION
 CONTINUED

4 INFORMATION ON CONCERT PARTY

Background information on Concert Party

The Concert Party comprises of Mahmud Kamani, his siblings Jalaludin Kamani, Nurez Kamani and Rabia Kamani, the TMZ Trustees, the Trustee and Carol Kane.

The address for contacting the Concert Party (excluding the Trustee and the TMZ Trustees) is 49-51 Dale Street, Manchester M1 2HF.

The address for contacting the Trustee is Richmond House, St Julian's Avenue, St Peter Port, Guernsey GY1 1GZ.

The address for contacting the TMZ Trustees is Ship Canal House, 98 King Street, Manchester M2 4WU.

Mahmud Kamani currently serves as the Executive Chairman and Carol Kane is a Co- Founder and Executive Director, having co-founded boohoo in 2006. Nurez Kamani is engaged as a buying consultant for boohoo. Jalaludin Kamani and Rabia Kamani have no employment relationship with boohoo.

Biographies of the Concert Party members are set out below:

Mahmud Kamani

Mahmud Kamani co-founded boohoo in 2006, leveraging over 28 years of experience in the fashion industry. Mahmud Kamani's involvement in the fashion and apparel industry spans all areas of the supply chain from importer to wholesaler to retailer. Mahmud Kamani has sourced garments from all over the world. An entrepreneur in the retail, trade and hospitality sectors, Mahmud Kamani has developed a loyal team, some of whom have remained with him for 20 years.

Jalaludin Kamani

Jalaludin Kamani has close to 30 years' experience in the clothing industry, as a distributor to independent retailers and high street chains. Jalaludin Kamani brought his experience to boohoo in 2011 and until October 2015 was Trading Director, responsible for buying and merchandising. As noted above, Jalaludin Kamani no longer has any employment relationship with boohoo.

Nurez Kamani

Nurez Kamani has worked in the clothing industry for a number of years as a distributor to independent retailers and high street chains through the Pinstripe Clothing Company Ltd and a Manchester based knitting manufacturer. Nurez Kamani is engaged as a buying consultant for boohoo, having been involved in the buying and manufacturing of garments for many years, offering advice and input into new areas of business. Nurez Kamani has also invested in the hospitality sector and in 2009 opened the Italian restaurant Rosso in Manchester.

Rabia Kamani

Rabia Kamani has close to 30 years' experience in the clothing industry as a distributor to independent retailers and high street chains. She started in the original knitting business of Jogo Associates Ltd before setting up her own London based wholesaler in 2001 selling to both UK retailers and European retailers and wholesalers. Rabia Kamani does not have an employment relationship with boohoo.

Carol Kane

Carol Kane has 25 years' of experience in the fashion industry. Starting her career as a designer then fashion buyer, she has 20 years' experience of supplying high street retailers. Carol Kane co-founded boohoo in 2006 and since inception has worked on marketing, product and brand strategy both domestically and abroad.

The Trustee

The Trustee is the sole trustee of the Nurez Kamani Children's Settlement 2015 (the "Trust"). The Trustee holds 14,713,090 Ordinary Shares on trust for the benefit of Nurez Kamani's children.

The TMZ Trustees

The TMZ Trustees are the trustees of the TMZ Trust. The TMZ Trustees hold 20,500,000 Ordinary Shares on trust for the benefit of Jalaludin Kamani's children.

On 16 June 2018 Jalaludin Kamani transferred 30,000,000 Ordinary Shares (representing 2.58% of the Company's Issued Share Capital) to the TMZ Trustees, to be held pursuant to the TMZ Trust, for nil consideration.

Shareholding interests of members of the Concert Party

The personal holdings of each Member of the Concert Party as at 17 May 2019 is shown below, together with their maximum possible holding in the event that the Board were to exercise the authority pursuant to the Authority Resolution, in whole or in part, and cancel the Ordinary Shares acquired or put them into treasury:

	Current Shareholding (beneficial and non beneficial)	Percentage of issued share capital	Percentage of issued share capital following maximum buy-back and cancellation
Mahmud Kamani	187,679,880	16.140	17.934
Jalaludin Kamani	14,000,000	1.204	1.338
Rabia Kamani	61,023,635	5.248	5.831
Nurez Kamani	44,083,623	3.791	4.212
Carol Kane	46,330,421	3.984	4.427
The Trustee	14,713,090	1.265	1.406
The TMZ Trustees	20,500,000	1.763	1.959
Total	388,330,649	33.396	37.106

Intentions of the Concert Party

Pursuant to the Relationship Agreement, the Company and the Concert Party (excluding the TMZ Trustees) agreed to ensure that (i) the Group is capable of carrying on its business independently of the Concert Party; (ii) that any transactions and relationships with any Member of the Concert Party are at arm's-length terms (or better, for the Group); (iii) each Member of the Concert Party abstains from all Board decisions requiring approval of transactions or arrangements with such parties; (iv) the independence of the Board (and its committees) is maintained; (v) no mandatory offer under the Code is required during the initial 3 year period after the admission of the Company to AIM, which period has now expired; (vi) that each Member of the Concert Party supports resolutions proposed as ordinary business at annual general meetings and do not requisition resolutions unless the Board approves otherwise. Under the Relationship Agreement each Member of the Concert Party (excluding the TMZ Trustees) has a right, for so long as it holds more than 30 per cent of the Issued Share Capital, to appoint a Director to the Board. Mahmud Kamani has been confirmed as being the appointee. Any appointment may be effected subject to the AIM Rules.

Currently there are, and will be following the AGM, no restrictions on the Concert Party preventing it from making a mandatory offer for the Company under the Code.

The Concert Party also confirms that it has no intention to make any changes to the following matters: (i) the future business of the Company including any research and development functions; (ii) the continued employment of the employees and management of the Company and of its subsidiaries, including any material change in the conditions of employment or in the balance of skills of the skills and functions of the employees and management; (iii) the employment and the locations of the Company's places of business, including the location of the Company's headquarters and headquarters functions; (iv) the employer contributions into the Company's pension scheme(s) (including with regard to current arrangements for the funding of any scheme deficit), the accrual of benefits for existing members, and the admission of new members; (v) any redeployment of the fixed assets of the Company; and (vi) the maintenance of any existing trading facilities for the relevant securities of the Company.

PART 3
 ADDITIONAL INFORMATION RELATING TO THE WAIVER RESOLUTION
 CONTINUED

5 MIDDLE MARKET QUOTATIONS

The following table shows the closing middle market quotations of Shares, as derived from the London Stock Exchange on the first dealing day of each of the six months immediately before the date of this document and 17 May 2019 being the last practicable date prior to the publication of this document.

Date	Share price (pence)
3 December	194.175
2 January	160.675
1 February	185.675
1 March	177.975
1 April	190.175
1 May	241.750
17 May	241.550

6 INTERESTS AND DEALINGS IN ORDINARY SHARES

(a) Definitions and references

For the purposes of this Part 3:

- (i) **“acting in concert”** means any such persons who, pursuant to an agreement or understanding (whether formal or informal) cooperate to obtain or consolidate control (as defined in the Code) of a company or to frustrate the successful outcome of an offer for a company;
- (ii) **“connected advisers”** means an organisation advising the Company in relation to the Waiver and/or the Authority Resolution or a corporate broker to the Company;
- (iii) **“dealing”** or **“dealt”** includes the following:
 - (aa) the acquisition or disposal of securities or the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities, or of general control of securities;
 - (bb) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
 - (cc) subscribing or agreeing to subscribe for securities;
 - (dd) the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
 - (ee) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;
 - (ff) entering into, terminating or varying the terms of any agreement to purchase or sell securities; and
 - (gg) any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which he has a short position;
- (iv) **“derivative”** includes any financial product the value of which, in whole or in part, is determined directly or indirectly by reference to the price of an underlying security;
- (v) **“disclosure period”** means the period of 12 months preceding the date of this document;
- (vi) **“interested”** in securities includes if a person:
 - (aa) owns them;
 - (bb) has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control of them;
 - (cc) by virtue of any agreement to purchase, option or derivative, has the right or option to acquire them or call for their delivery; or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise;
 - (dd) is party to any derivative whose value is determined by reference to their price; and which results, or may result, in his having a long position in them; or
 - (ee) has long economic exposure, whether absolute or conditional, to changes in the price of those securities (but a person who only has a short position in securities is not treated as interested in those securities);

- (vii) “**relevant securities**” means ordinary shares and securities convertible into, rights to subscribe for, derivatives referenced to and options (including traded options) in respect of Shares;
- (viii) ownership or control of 20 per cent. Or more of the equity share capital of a company is regarded as the test of associated company status and “**control**” means a holding or aggregated holdings, of shares carrying 30 per cent. Or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether the holding or holdings give(s) de facto control.

(b) Interests and dealings in Shares

- (i) At the close of business on 17 May 2019 (being the last practicable date prior to the publication of this document), the Directors, their immediate families and related trusts were interested in or had a right to subscribe for the following relevant securities of the Company:

Director	Number of Shares	%	Number of Shares under option
Mahmud Kamani	187,679,880	16.140	Nil
Carol Kane	46,330,421	3.984	Nil
John Lyttle	Nil	0.000	Nil
Neil Catto	64,773	0.006	691,249
Peter Williams*	506,154	0.044	Nil
Sara Murray	17,921	0.002	Nil
David Forbes**	276,784	0.024	Nil
Pierre Cuilleret	111,096	0.010	Nil
Iain McDonald	440,096	0.038	Nil
The Trustee	14,713,090	1.265	Nil
The TMZ Trustees	20,500,000	1.763	Nil
Brian Small	Nil	0.000	Nil

* resigned on 15 March 2019

** resigned on 26 October 2018

- (ii) On 28 June 2018 Neil Catto was granted an option over 128,744 Ordinary Shares pursuant to the terms of the LTIP.
- (iii) On 2 October 2018 Neil Catto was granted 938 free Ordinary Shares pursuant to the terms of the 2018 Share Incentive Plan.
- (iv) The following dealings in relevant securities of the Company (including the exercise of options under the Share Plans) by the Directors, their immediate families and related trusts have taken place during the disclosure period:

Director	Date	Shares purchased	Shares sold	Price per Share (pence)
Neil Catto*	13 June 2018	1,533,398	–	25.75
Neil Catto	13 June 2018	–	1,533,398	215.1
Neil Catto**	10 October 2018	59,604	–	21.4

* pursuant to an exercise of an option. Shares were immediately sold.

** pursuant to an exercise of an option. Shareholding will be retained as part of his commitment to hold shares as part of the Executive Director Shareholding requirement.

PART 3
ADDITIONAL INFORMATION RELATING TO THE WAIVER RESOLUTION
 CONTINUED

6 INTERESTS AND DEALINGS IN ORDINARY SHARES CONTINUED

(b) Interests and dealings in Shares continued

(v) The following dealings in relevant securities of the Company by members of the Concert Party have taken place during the disclosure period:

Concert Party member	Date	Shares sold	Price per Share (pence)
Nurez Kamani	18 August 2018-17 November 2018	123,029	Highest: 225.143 Lowest: 225
Nurez Kamani	18 April 2019-17 May 2019	3,500,000	Highest: 241.368 Lowest: 228.235
Jalaludin Kamani	18 May 2018-17 August 2018	6,000,000	Highest: 209.933 Lowest: 193.013
Jalaludin Kamani	18 August 2018-17 November 2018	2,362,341	Highest: 230.012 Lowest: 209
Jalaludin Kamani	18 March 2019-17 April 2019	2,137,659	Highest: 219.281 Lowest: 200
Jalaludin Kamani	18 April 2019-17 May 2019	5,500,000	Highest: 246.669 Lowest: 218.310
Rabia Kamani	18 August 2018-17 November 2018	123,029	Highest: 225.143 Lowest: 225
Rabia Kamani	18 April 2019-17 May 2019	4,086,204	Highest: 242.914 Lowest: 226
The TMZ Trustees	18 August 2018-17 November 2018	2,354,381	Highest: 223.547 Lowest: 212.103
The TMZ Trustees	18 March 2019-17 April 2019	500,000	Highest: 205.562 Lowest: 201.035
The TMZ Trustees	18 April 2019-17 May 2019	6,645,619	Highest: 246.597 Lowest: 219.165

(Note: Aggregated in accordance with Note 2 to Rule 24.4 of the Code. The full lists of dealings are available on the Company's website at <http://www.boohooplc.com/investor-relations/aggm>).

(vi) On 28 February 2019, the Company issued the following Ordinary Shares to the following Directors at an effective price of 176.15 pence per share under the terms of their service agreements which require compensation to be made partly in Ordinary Shares:

Director	Shares issued
Peter Williams*	14,192
Sara Murray	5,677
Pierre Cuilleret	5,677
Iain McDonald	5,677

* resigned on 15 March 2019

(vii) Save as disclosed above, at the close of business on 17 May 2019 (being the last practicable date prior to the publication of this document), no Independent Director was interested in nor had any right to subscribe for and had no short position in any relevant securities of the Company, nor had he dealt, nor has he borrowed or lent any relevant securities of the Company during the disclosure period.

(viii) Save as disclosed in this paragraph, at the close of business on 17 May 2019 (being the last practicable date prior to the publication of this document), no member of the Concert Party was interested in or had a right to subscribe for, and had no short position in relation to any relevant securities of the Company, nor has any such person dealt, nor has any such person borrowed or lent any relevant securities of the Company during the disclosure period.

(ix) Save as disclosed in this paragraph, at the close of business on 17 May 2019 (being the last practicable date prior to the publication of this document) no persons acting in concert with the Company were interested in or had a right to subscribe for and had no short position in any relevant securities of the Company nor has any such person dealt, or borrowed or lent such relevant securities therein during the disclosure period.

- (x) At close of business on 17 May 2019 (being the last practicable date prior to the publication of this document), save for the shareholding of Claire Hughes (principal controlling shareholder of Zeus) which comprises 6,171,246 Shares, Zeus (including any person controlling, controlled by or under the same control as them) is not (other than as an exempt principal trader or an exempt fund manager) interested in nor had any rights to subscribe for and had no short position in any relevant securities of the Company.

7 MATERIAL CONTRACTS

The summaries of the Company's and its subsidiaries' material contracts (not being contracts entered into in the ordinary course of business) dated within a two year period prior to the date of this document are as follows:

- a) On 24 April 2018, boohoo's subsidiary, PrettyLittleThing.com Limited ("**PLT**") entered into a contract with Clipper Logistics plc pursuant to which Clipper Logistics plc ("**Clipper**") is to provide warehousing, e-fulfilment and ancillary services to PLT (the "**Clipper Contract**"). PLT is required to make payment of the operational charges incurred by Clipper on an open book accounting basis and to make payment of the management fee to Clipper.
- b) On 16 January 2018 boohoo engaged Apex Space Solutions Limited (company number 07379131) ("**Apex**") to install a mezzanine racking system in Chamber F of boohoo's warehouse in Burnley ("**Apex Racking Contract**"). The aggregate consideration payable to Apex under the Apex Racking Contract was £13,359,063 plus VAT.
- c) On 8 November 2017 boohoo engaged Apex to complete a strip out and fit-out, including installation of a mezzanine racking system, in Chambers A to E of boohoo's warehouse in Burnley ("**Apex Contract**"). The aggregate consideration payable to Apex under the Apex Contract was £2,166,379.57 plus VAT.
- d) On or around 8 November 2017 boohoo instructed Apex to complete installation of a mezzanine racking system in Units 1 and 3 of boohoo's warehouse in Burnley ("**Apex Contract B**"). The aggregate consideration payable to Apex under the Apex Contract B was £2,431,498 plus VAT.
- e) On 22 September 2017 boohoo entered into a contract (the "**psb Contract**") with psb Intralogistics GmbH (company number HRB 21055) to design, supply and deliver and install a batch picking and pouch sortation system. The total value of the psb Contract was EUR 23,873,500.
- f) By a transfer dated 23 June 2017, boohoo UK purchased the property known as the Land on the East side of Eastern Avenue, Burnley registered with title number LA881569, from H Rigg Properties (Whitebirk) Limited. The purchase price was £3,000,000.
- g) On 7 June 2017 boohoo entered into a placing agreement (the "**Placing Agreement**") with Mahmud Kamani, Rabia Kamani and Nurez Kamani (the "**Selling Shareholders**"), Zeus and Jefferies Hoare Govett, a division of Jefferies International Limited ("**Jefferies**"), relating to the conditional private placing of new shares (the "**New Shares**") in the capital of boohoo and the sale of shares (the "**Sale Shares**") in the capital of boohoo by the Selling Shareholders. Under the Placing Agreement Zeus and Jefferies were appointed, as agents for boohoo, to use their reasonable endeavours to procure that institutional and other investors subscribe for new shares in the capital of boohoo in order to raise approximately £50 million and, as agents for the Selling Shareholders, to procure purchasers for the Sale Shares. Under the Placing Agreement, boohoo agreed to pay to Zeus a commission based on the aggregate value of certain of the New Shares placed by Zeus and the costs and expenses of the placing together with any applicable VAT (if any) and agreed to pay to Jefferies a commission based on the aggregate value of certain of the New Shares placed by Jefferies and the costs and expenses of the placing together with any applicable VAT (if any). The Placing Agreement contained customary warranties given by boohoo in favour of Zeus and Jefferies in relation to, inter alia, the accuracy of the information in the announcements made in connection with the placing and other matters relating to the Group and its business. In addition, the Company and the Selling Shareholders agreed to indemnify Zeus (and their affiliates) and Jefferies (and their affiliates) in relation to certain liabilities which they may incur in respect of the placing. As a result of the placing made under the Placing Agreement boohoo raised gross proceeds of £50 million.
- h) By a transfer dated 6 June 2017 boohoo.com USA Inc purchased a property at 2135 Bay Street, Los Angeles, CA. The purchase price was \$3,500,000. The property has subsequently been transferred to Nasty Gal USA Inc.

PART 3
ADDITIONAL INFORMATION RELATING TO THE WAIVER RESOLUTION
 CONTINUED

8 DIRECTORS' SERVICE CONTRACTS

- (a) John Lyttle entered into a contract with the Company with effect from 15 March 2019 which provides for him to act as a Director and Chief Executive of the Company. Mr Lyttle is entitled to a basic salary of £615,000 per annum. Employment may be terminated at any time with either party giving 12 months' notice.
- (b) Mahmud Kamani entered into a contract with the Company with effect from 21 February 2014 which provides for him to act as a Director and Joint Chief Executive of the Company. Mr Kamani is entitled to a basic salary of £450,000 per annum (which was increased from £350,000 per annum with effect from 1 May 2019). Employment may be terminated at any time with either party giving 12 months' notice.
- (c) Carol Kane entered into a contract with the Company with effect from 21 February 2014 which provides for her to act as a Director and Joint Chief Executive of the Company. Ms Kane is entitled to a basic salary of £450,000 per annum (which was increased from £350,000 with effect from 1 May 2019). Employment may be terminated at any time with either party giving 12 months' notice.
- (d) Neil Catto entered into a contract with the Company with effect from 21 February 2014 which provides for him to act as Finance Director of the Company. Mr Catto is entitled to a basic salary of £300,000 per annum (which was increased from £260,000 with effect from 1 May 2019). Employment may be terminated at any time with either party giving 12 months' notice.

Save as set out above there are no service contracts between the Group, any member of the Group and any Director and no such contracts have been entered into or amended within six months preceding the date of this document.

9 OTHER INFORMATION

- (a) No agreement, arrangement or understanding (including any compensation arrangement) exists between any member of the Concert Party on the one hand, and any of the Directors, recent Directors, Shareholders or recent Shareholders of the Company or any person interested or recently interested in Shares which has any connection with, or dependence on, or which is conditional upon the outcome of the acquisition of Ordinary Shares by the Company pursuant to the Authority Resolution and/or the passing of the Waiver Resolution.
- (b) There is no agreement, arrangement or understanding whereby the beneficial interest in any of the Shares acquired by the Company pursuant to the Authority Resolution will be transferred to any person.
- (c) There has been no material or significant change in the financial or trading position of the Company since 28 February 2019, the date of the Company's last audited accounts.
- (d) There is no financing arrangement in place where repayment of or security is dependent on the Company with regard to the Rule 9 Waiver.
- (e) Zeus has consented in writing (and not withdrawn its consent) to the issue of this document with the inclusion herein of the references to its name in the form and context in which they appear.
- (f) Save for the Concert Party, the Company is not aware of any person who exercises, or could exercise, directly or indirectly control over the Company. The Independent Directors are satisfied that the undertakings given by the Concert Party (excluding the TMZ Trustees) in the Relationship Agreement are adequate to ensure that any Control such shareholders may have over the Company will not be abused.

10 INCORPORATION OF INFORMATION BY REFERENCE

The Company will send within two Business Days, without charge, to each person to whom a copy of this document has been sent, on their request, a hard copy of any of the following documents incorporated by reference in this document. Requests should be addressed to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or can be made by telephone on 0871 664 0300 (calls cost 12 pence per minute plus your phone company's access charge) or from outside the UK on +44 371 664 0300 (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. Different charges apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. This telephone number is for requesting hard copies of documents only and Link Asset Services cannot provide advice on the merits of the Authority Resolution and the Waiver Resolution nor give any financial, legal or tax advice.

Pages 4 to 9 (relating to the information about the Company), page 19 (relating to the outlook of the Company) and pages 51 to 89 (relating to the audited financial statements of the Company for the financial year ended 28 February 2019) of the Annual Report.

Pages 49 to 89 (relating to the audited financial statements of the Company for the financial year ended 28 February 2018) of the annual report for 2018.

11 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the offices of TLT LLP at 3 Hardman Square, Manchester, M3 3EB during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) and on the Company's website: www.boohooplc.com until the time and date of the Annual General Meeting:

- (a) the memorandum and Articles;
- (b) the Annual Report and the annual report for 2018;
- (c) the written consent referred to in paragraph 9(e) of this Part 3;
- (d) the form of proxy in relation to the notice of Annual General Meeting; and
- (e) this document.

Copies of the Directors' service contracts or letters of appointment (as relevant) are available for inspection at the registered office of the Company during normal business hours on any Business Day and will be available for inspection at the place where the AGM is being held from 15 minutes prior to and during the AGM.

21 May 2019

PART 4
DEFINITIONS

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

AIM	Alternative Investment Market of the London Stock Exchange
Authority Resolution	the resolution 13 in the notice of Annual General Meeting granting authority for the Share Purchase
Annual General Meeting or AGM	the annual general meeting of the Company to be convened by the notice on pages 5 to 7 of this document
Annual Report	the annual report and accounts for the financial year ended 28 February 2019
Articles	the articles of association of the Company
Board or the Directors	the directors of boohoo whose names appear at paragraph 2 of Part 3 to this document
boohoo or the Company	boohoo group plc
boohoo UK	boohoo.com UK Limited
Business Day	a day (other than a Saturday, Sunday or public holiday) when clearing banks are open for business in the City of London and Jersey
Code	City Code on Takeovers and Mergers
Concert Party and Member of the Concert Party	Mahmud Kamani, Jalaludin Kamani, Nurez Kamani, Rabia Kamani, Carol Kane, the Trustee and the TMZ Trustees
ESOP	the 2014 ESOP incorporating the facility to award HMRC approved options and unapproved options
Group	boohoo and its subsidiaries
Independent Directors	the Directors excluding the Interested Directors
Independent Shareholders	those Shareholders of the Company, other than Members of the Concert Party
Interested Directors	Mahmud Kamani and Carol Kane
Issued Share Capital	the number of Ordinary Shares in issue as at 17 May 2019 (being the last practicable date prior to the publication of this document)
LTIP	the boohoo group plc Long Term Incentive Plan 2016
Ordinary Shares or Shares	Ordinary Shares of one penny each in the capital of the Company
Panel	the Panel on Takeovers and Mergers
Relationship Agreement	the relationship agreement between the Company and the Members of the Concert Party (excluding the Trustee and the TMZ Trustees) dated 5 March 2014, as amended by a deed of adherence and variation between the Company and each of the Members of the Concert Party (excluding the TMZ Trustees) dated 17 May 2016
Rule 9 Waiver or Waiver	the waiver of the obligation to make a general offer under Rule 9 of the Code which has been granted to Members of the Concert Party by the Panel subject to the passing of the Waiver Resolution at the Annual General Meeting by the Independent Shareholders
SAYE Scheme	the boohoo group plc Save As You Earn Option Scheme 2015
Shareholders	holders of any Ordinary Shares
Share Plans	ESOP, the SIP, the LTIP and the SAYE Scheme
Share Purchase	a purchase of Ordinary Shares by the Company pursuant to the Authority Resolution
SIP	the boohoo group plc Share Incentive Plan 2014
the TMZ Trust	trust established in June 2018 for the benefit of the children of Jalaludin Kamani
the TMZ Trustees	Means Natalie Parry and Sean Williams, trustees of the TMZ Trust
Trustee	St. Anne's Trustees Limited, trustee of the Nurez Kamani Children's Settlement 2015
Waiver Resolution	Resolution 14 as set out in the notice of Annual General Meeting which will be proposed as an ordinary resolution
Zeus	Zeus Capital Limited, which is authorised and regulated in the UK by the Financial Conduct Authority to carry on investment business, financial adviser to boohoo group plc

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.