

boohoo
group plc



ACQUISITION OF DEBENHAMS

BOOHOO GROUP PLC - 25 JANUARY 2021

OVERVIEW

- Acquisition of Debenhams' online business and associated intellectual property
- £55m cash consideration funded from existing cash reserves which stood at £386.9m on 31 December 2020
- Will go live on the Group's platform in Q1 FY22

FINANCIAL INFORMATION

- The online business generated approximately £400m in revenues in year ended 31 August 2020
 - C. 20% beauty
 - C. 25% fashion marketplace
- Transaction not expected to contribute to Revenue in FY21; Modest start-up losses will be incurred
- Further guidance to be provided with FY21 results in early May 2021

INTEND TO CAPTURE THE FULL OPPORTUNITY

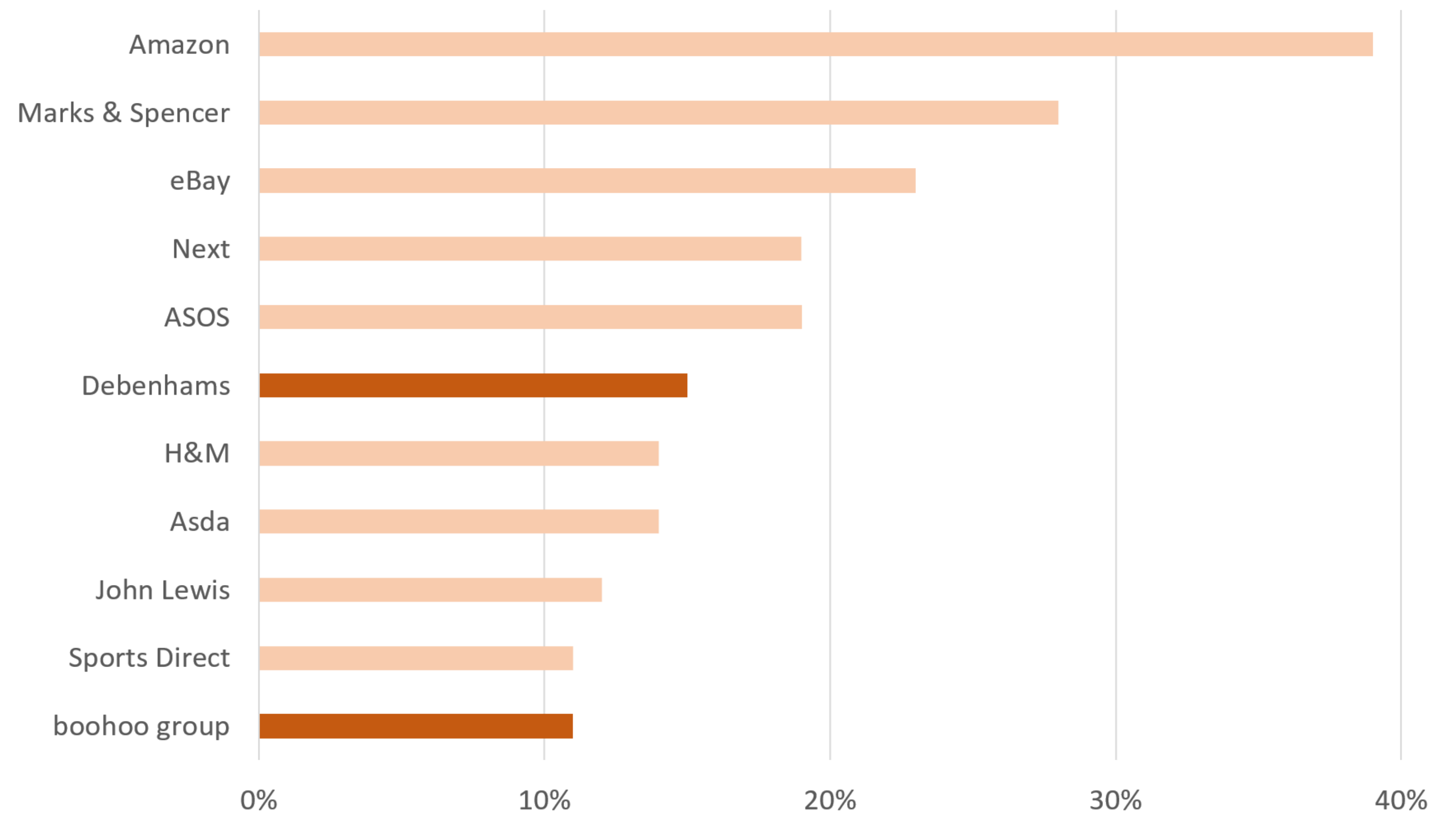
- Leveraging our online capability and multi-brand platform
- Track record of fast M&A integration
- Ambition and drive to lead fashion and beauty eCommerce

POSITIONING OURSELVES TO CAPITALISE ON STRUCTURAL CHANGE

ACCELERATING SHIFT TO ONLINE

- The UK Apparel market declined **15%** in 2020
- By comparison, The UK online fashion market grew **26%**
- Up to 55% of fashion products are now bought online, up from **33%** previously

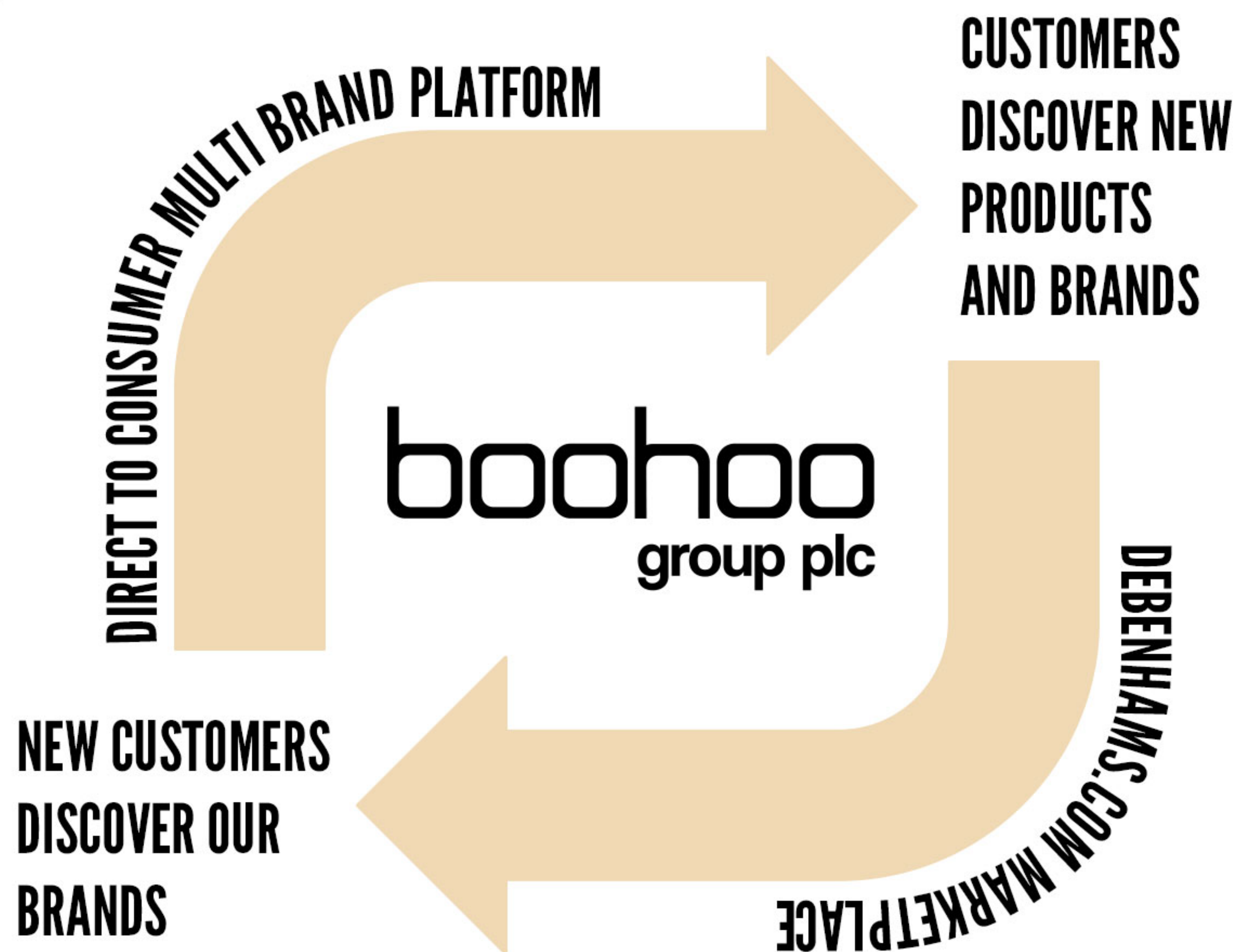
MARKETPLACES AND PUREPLAYS ARE BECOMING THE GO TO DESTINATION



“Which of the following online retailers without physical stores and with physical stores have you bought fashion items from in the last 12 months? Please select all that apply.”

1. MAXIMISING OUR ONLINE OPPORTUNITY

- 9 pure-play websites, with option to extend for newly acquired Debenhams brands
- Highly engaged audience
- 3 UK fulfilment centres shipping internationally
- Capturing share in focus markets



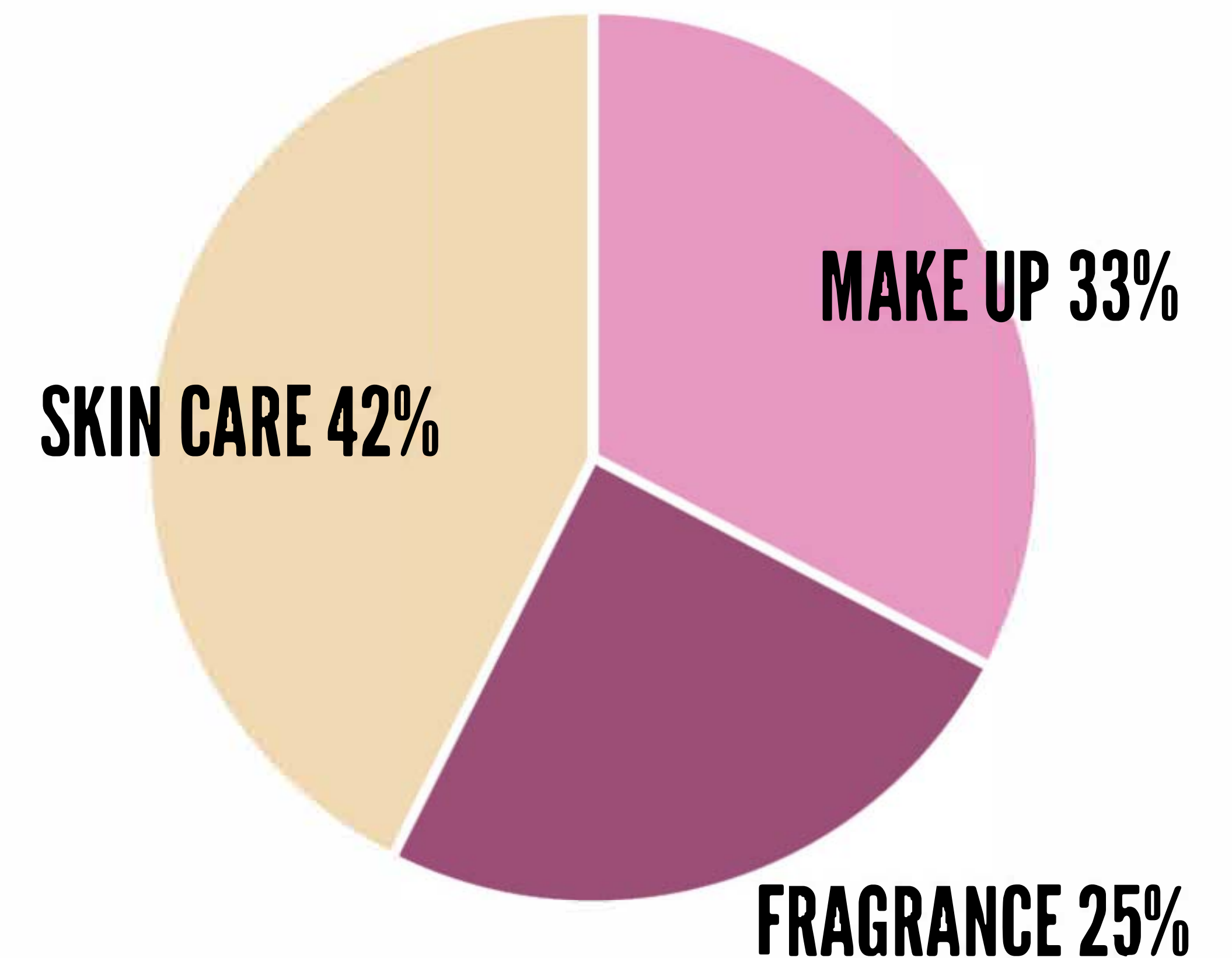
- Initially selling the Group's brands on one platform
- Attracting unlimited number of third party brands through large customer base and brand awareness
- Brands control products offered, no inventory risk for the Group
- Capital light and low risk operating model
- Creating the UK's largest marketplace across fashion, beauty, sport and homeware

2. ENTRY INTO BEAUTY, SPORTS AND HOMEWARE MARKETS

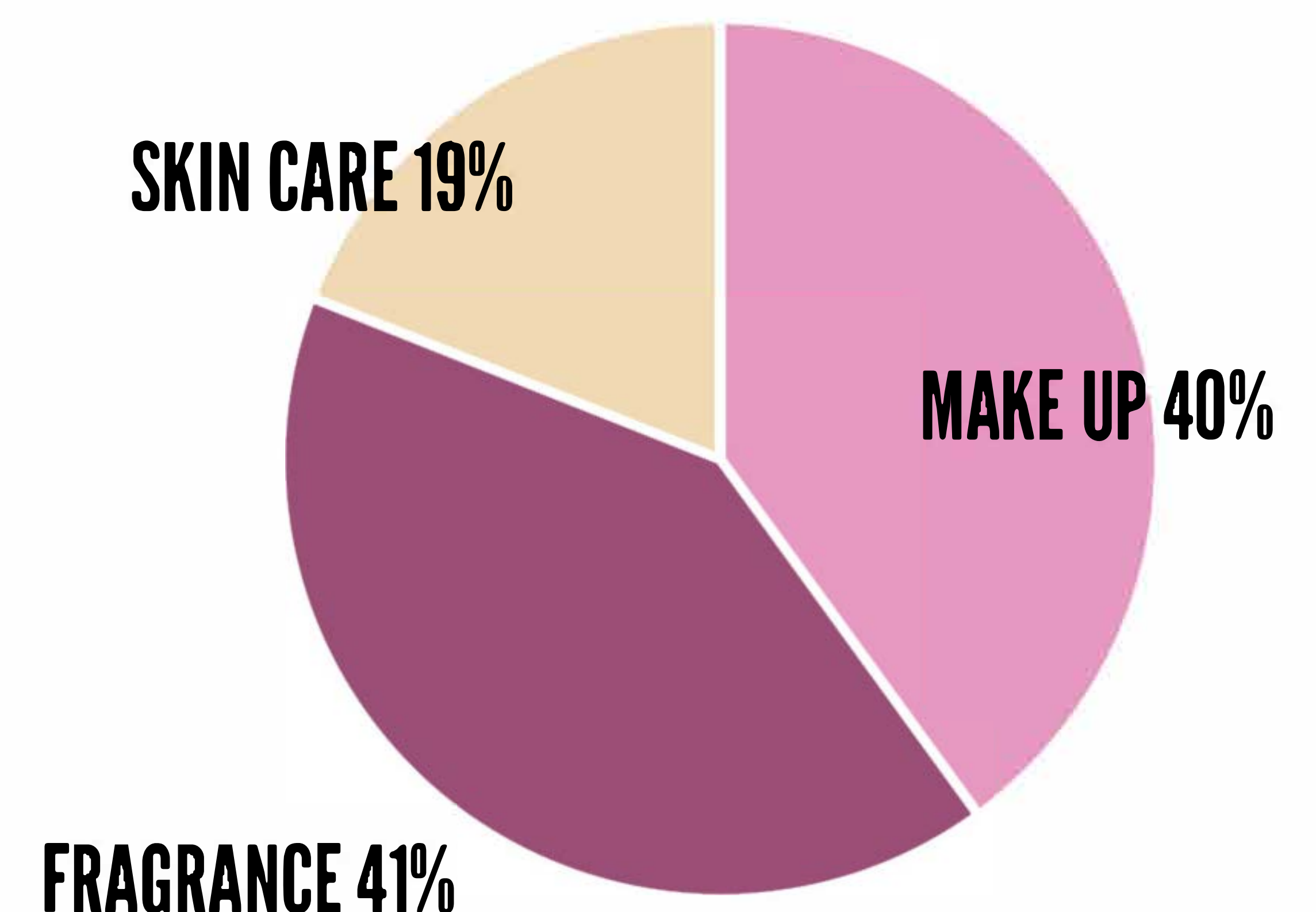
- Debenhams is one of the UK's leading beauty retailers across make-up, skincare and fragrance
 - #2 player in prestige beauty
 - #1 player in makeup
 - #2 player in skincare
- High market share in a large and growing online market
- Access to 6m existing beauty shoppers
- Option to relaunch loyalty Beauty Club scheme which has 1.4m members
- Opportunity to extend partnerships into new categories such as sport and homeware



UK BEAUTY MARKET: £11.93BN



DEBENHAMS BEAUTY CATEGORY MIX



3. ENHANCED REVENUE GROWTH OPPORTUNITIES

boohoo
group plc

LEVERAGING EXISTING CUSTOMER BASE

- Top 10 UK retail website
- c. 300m visits each year
- 1.8m social media following
- 90% brand awareness

NEW ROUTES TO MARKET

- Selling existing fashion brands through Debenhams.com
- Selling newly acquired brands through Debenhams.com
- Selling third party beauty through Debenhams.com
- Launching sport and homeware
- Growing Debenhams' product categories and expanding its supplier partnerships

EXTENSION TO EXISTING OWN BRAND PORTFOLIO

MAINE
NEW ENGLAND

principles

MANTARAY

faith

SUMMARY: STRENGTHENING OUR ECOMMERCE LEADERSHIP

LEADER IN FASHION E-COMMERCE

FASHION

BEAUTY

SPORT &
HOMEWARE

DIRECT TO CONSUMER

boohoo KAREN MILLEN
coast boohooMAN
PRETTYLITTLETHING
NASTY GAL OASIS MISSPAP
[W A R E H O U S E]

THIRD PARTY
MARKETPLACE

THIRD PARTY
WHOLESALE

FUTURE
OPTIONS

DEBENHAMS.COM

A woman with blonde hair pulled back, wearing a black sleeveless dress with sheer, long sleeves and large silver hoop earrings. She is standing in a modern, brightly lit interior space with a white wall and a dark, curved architectural element on the left.

boohoo
group plc

Q & A

FORWARD LOOKING STATEMENTS & DISCLAIMER

FORWARD LOOKING STATEMENTS

Certain statements included or incorporated by reference within this presentation may be, or may be deemed to be, “forward-looking statements” in respect of the Group’s operations, performance, prospects and/or financial condition. These forward-looking statements reflect, at the time made, the Company’s beliefs, intentions and current targets/aims concerning, among other things, the Company’s or the Group’s results of operations, financial condition, liquidity, prospects, growth and strategies. Forward-looking statements are sometimes, but not always, identified by their use of a date in the future or such words and words of similar meaning as “anticipates”, “aims”, “due”, “could”, “may”, “will”, “should”, “expects”, “believes”, “intends”, “plans”, “potential”, “targets”, “goal”, “continues” or “estimates” or, in each case, their negative or other variations or comparable terminology or by their context. These forward-looking statements include all matters that are not historical facts. By their nature, forward-looking statements involve a number of risks, uncertainties and assumptions and actual results or events may differ materially from those expressed or implied by those statements. Accordingly, no representation, warranty or assurance can be given that any particular expectation will be met and reliance should not be placed on any forward-looking statement, because they relate to events and depend on circumstances that may or may not occur in the future. The forward-looking statements are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management’s examination of historical operating trends, data contained in the Company’s records (and those of other members of the Group) and other data available from third parties. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Additionally, forward looking statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Forward-looking statements speak only as at the date of this presentation. Except as required by applicable law or regulation (including to meet the requirements of the AIM Rules, UKMAR, the Prospectus Rules and/or the FSMA), the Company expressly disclaims any responsibility or obligation to publish any updates or revisions to any forward-looking statement resulting from new information, future events or otherwise whatsoever following any change to reflect events or circumstances after the date of this presentation. Nothing in this presentation should be construed as a profit forecast.

FORWARD LOOKING STATEMENTS & DISCLAIMER

DISCLAIMER

This presentation and information communicated orally does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase any shares or other securities in the Company, nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract or commitment or investment decisions relating thereto, nor does it constitute a recommendation regarding the shares and other securities of the Company. Past performance cannot be relied upon as a guide to future performance and persons needing advice should consult an independent financial adviser.

Statements in this presentation reflect the knowledge and information available at the time of its preparation, unless some other time is specified in relation to them, and the receipt of this presentation shall not give rise to any implication that there has been no change in the facts set forth herein since such date. Liability arising from anything in this presentation shall be governed by English law. Nothing in this presentation shall exclude any liability under applicable laws that cannot be excluded in accordance with such laws.

All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above.

No representation or warranty, express or implied, is made by the presenter or the Group or any director, employee, agent, or adviser as to, and no reliance should be placed on, the adequacy, fairness, accuracy, or completeness of the information (or whether any information has been omitted from it), or opinions contained in the presentation or in any statements made orally in connection with this presentation, or any revision thereof, or of any other written or oral information made or to be made available to any interested party or its advisers (all such information being referred to as "Information") for any purpose whatsoever, including but not limited to any investment considerations. No liability is accepted by any such persons in relation to any such Information or opinion for any loss or damage of whatever description suffered by any persons arising from any reliance on the Information or any of the statements, opinions or conclusions set out in this presentation, the Information or the comments, written or oral, of any person made in connection with this presentation (save in respect of fraudulent misrepresentation).