
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 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 Services Authority, is acting exclusively for boohoo.com 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.com 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.com plc

Notice of Annual General Meeting 2016

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.com plc, to be held at 14:00 on 24 June 2016 at TLT LLP, 3 Hardman Square, Manchester M3 3EB, is set out at the end 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, Capita Asset Services, as soon as possible and, in any event, so as to arrive no later than 14:00 on 22 June 2016.

Contents

PART 1	3
LETTER FROM THE CHAIRMAN OF boohoo.com plc	3
PART 2	5
NOTICE OF ANNUAL GENERAL MEETING	5
PART 3	13
ADDITIONAL INFORMATION RELATING TO THE WAIVER RESOLUTION	13
PART 4	20
DEFINITIONS	20
PART 5	21
LTIP SUMMARY	21

PART 1

LETTER FROM THE CHAIRMAN OF boohoo.com plc

(Incorporated and registered in Jersey with registered number 114397)

boohoo.com plc

Directors:

P Williams (Chairman)
M Kamani (Joint CEO)
C Kane (Joint CEO)
N Catto (CFO)
D Forbes (Non-Executive)
S Morana (Non-Executive)
M Newton-Jones (Non-Executive)
S Murray (Non-Executive)

Registered Office:

12 Castle Street
St Helier
Jersey
JE2 3RT

18 May 2016

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 third annual general meeting of boohoo.com plc (the "**Company**") will be held at the offices of TLT LLP at 3 Hardman Square, Manchester, M3 3EB on Friday, 24 June 2016 at 14:00 (the "**AGM**").

The formal notice convening the AGM is set out on pages 5 to 6 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 10 to 12 of this document.

Accompanying the formal notice of the meeting is the Company's audited Annual Report and Accounts for the year ended 29 February 2016.

Background to and Reasons for the Long Term Incentive Plan Resolution

This year the Company undertook a review of the current remuneration framework applying to the executive directors and senior management to ensure that there continues to be a strong alignment between the interests of key executives and shareholders within the Company. As a result of that review, the Company is proposing to introduce a new long term incentive plan (**LTIP**).

The LTIP is proposed for the Company's directors (excluding the Joint Chief Executives) and certain senior managers and enables the Remuneration Committee to make awards of Ordinary Shares which vest only if challenging performance conditions are met over a period of 3 years. Participants in the LTIP will not be eligible for awards under the Company's existing executive share option plan. Further details of the LTIP are included in the Notice of Meeting and a summary of its terms are attached at Part 5.

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 would be that current Shareholders percentage interest in the business would 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.

Recommendation

In the opinion of 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 13). The Interested Directors are the Joint Chief Executives 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 0.13% 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 42.68% 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 0.13% 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 by completing and returning the enclosed form of proxy as soon as possible, and in any event not later than 14:00 on 22 June 2016. Further information regarding proxy appointments can be found on pages 10 to 12 of this document. Completion and return of the form of proxy does not prevent you from attending and voting at the meeting in person.

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

Yours faithfully

P Williams
Chairman

PART 2

NOTICE OF ANNUAL GENERAL MEETING

Boohoo.com plc (“**boohoo**” or the “**Company**”) will hold its third AGM at the offices of TLT LLP at 3 Hardman Square, Manchester, M3 3EB at 14:00 on 24 June 2016.

Resolutions 1 to 10 (inclusive) and 13 will be proposed as ordinary resolutions and resolutions 11 and 12 will be proposed as special resolutions.

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 29 February 2016 (together with the reports of the directors and the auditor).

Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report for the year ended 29 February 2016.

Re-appointment of Director

3. To re-appoint Sara Murray as a director of the Company.

Election of Directors

4. To re-elect David Forbes as a director of the Company.
5. To re-elect Stephen Morana as a director of the Company.
6. To re-elect Mahmud Kamani as a director of the Company.

Auditors

7. 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.
8. To authorise the directors to determine the remuneration of the Company’s auditors.

Political Donations

9. 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 23 June 2017, 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.

boohoo.com Long-Term Incentive Plan (LTIP)

10. That the boohoo.com plc Long Term Incentive Plan 2016 (the “**LTIP**”) (the principal features of which are summarised in Part 5 to the Notice of this Meeting and which is to be constituted by the rules produced in draft to this Meeting and initialled by the Chairman for the purposes of identification) be approved and the directors be authorised to do all acts and things necessary to carry the LTIP into effect including making such modifications as the Directors consider necessary or appropriate to take account of best practice.

Disapplication of Pre-emption Rights

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 directors of the Company be generally and unconditionally authorised to allot Shares (as defined in the articles of association of the Company) for cash as if Article 2.8 of the articles of association of the Company 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 of the Company 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 the articles of association of the Company 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 £1,123,267 being 10% of the issued ordinary share capital of the Company as at 18 May 2016,

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 23 June 2017 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.

Purchase of own Shares

12. That subject to the passing and conditional on resolution 13 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 of the Company shall from time to time determine, provided that:
- (a) the maximum aggregate number of Shares hereby authorised to be purchased is 112,326,733 (representing approximately 10% of the Company's issued Shares as at 18 May 2016);
 - (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 23 June 2017;
 - (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 its articles of association 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

13. 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. Annes Trustees Limited (as trustees of the Nurez Kamani Children's Settlement 2015) 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 112,326,733 of its ordinary shares granted to the Company pursuant to resolution 12 above, provided that such approval shall expire simultaneously with the authority granted under resolution 12.

Resolution 13 will be voted on by the Independent Shareholders by poll.

By order of the Board

Keri Devine

Company Secretary

boohoo.com plc

18 May 2016

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 13 will be proposed as ordinary resolutions. Resolution 13 will be voted on by the Independent Shareholders, 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 and 12 will be proposed as special resolutions. 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 29 February 2016.

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 29 February 2016. The Directors' Remuneration Report is set out in full on pages 36 to 47 of the Annual Report. Pages 36 to 47 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 – Re-appointment of Director

In accordance with article 7.3 of the Company's articles of association, Shareholders will be asked to re-appoint Sara Murray, who was appointed as a director of the Company on 18 April 2016, as a director of the Company. A brief biography for Sara Murray is included at page 29 of the Annual Report.

Resolutions 4 – 6 – Election of Directors

Biographical details of the directors of the Company are included within the Company's Annual Report and Accounts for the financial year ended 29 February 2016.

The performance of the board as a whole, as well as the contribution made by the individual executive and non-executive directors has been reviewed. 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 7 and 8 – 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 9 – 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 organisation 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.

Resolution 10 – boohoo.com Long-Term Incentive Plan (LTIP)

The Remuneration Committee believes that a long term incentive plan, which delivers shares at minimal cost to the participants but under which awards are subject to challenging performance criteria, is more effective in both motivating and retaining senior executives with reduced shareholder dilution than a traditional share option plan under which market value options are granted.

Resolution 10 therefore proposes a new long term incentive plan (the "LTIP") targeted at the executive directors (excluding Mahmud Kamani and Carol Kane) and certain senior members of the management team, whilst retaining the existing executive share option plan (the "ESOP") for the grant of options to other employees.

The LTIP enables the Remuneration Committee to make awards of Ordinary Shares to selected executives and employees which vest only if performance conditions are met over a performance period of 3 years. The Remuneration Committee has developed the LTIP to ensure that it complies with best practice for an AIM company, complying materially with the Investment Association guidelines. The Remuneration Committee believes that the LTIP ensures that there continues to be a strong alignment between executives and shareholders within the Company.

The rules of the LTIP are available for inspection at 49/51 Dale Street, Manchester M1 2HF and TLT LLP, 20 Gresham Street, London EC2V 7JE on any weekday (Saturdays, Sundays and public holidays excepted) until the close of the Annual General Meeting and will also be available for inspection at the place of the Annual General Meeting for at least 5 minutes before and during the AGM.

Resolution 11 – Disapplication of pre-emption rights

The Association of British Insurers (“**ABI**”) 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 ABI 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 Company’s articles of association 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 ABI’s recommendation in that, if:

- (a) the Company allots Shares with an aggregate nominal value exceeding £3,744,224 (which represents approximately one-third of the issued ordinary share capital of the Company as at 18 May 2016, 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 £3,744,224 as above (which represents approximately one-third of the issued ordinary share capital of the Company as at 18 May 2016, 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 23 June 2017 (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 resolution 11, 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 £1,123,267 (which represents approximately ten per cent of the issued ordinary share capital of the Company as at 18 May 2016, 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 23 June 2017.

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 resolution 11 provides, and if they do otherwise exercise the authorities thereby given, the Directors intend to follow the ABI recommendations concerning their use.

Furthermore the Directors confirm their intention to follow the provisions of the ABI 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.

Resolution 12 – Purchase of own Shares

Resolution 12 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 112,326,733 Ordinary Shares (equivalent to 10% of the Company's issued ordinary share capital as at 18 May 2016 (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 2017, or close of business on 23 June 2017, 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 13 – 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 12 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, 479,305,892 Ordinary Shares, representing 42.68% of the issued share capital of the Company. If the Board were to exercise the authority pursuant to resolution 12, 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 47.42% 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 12. **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 112,326,733 Ordinary Shares pursuant to the authority granted under resolution 12.**

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.

The Independent Directors, who have been so advised by Zeus, consider that approving resolution 13 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 12 and resolution 13, as they intend to do so in respect of their own beneficial holdings.

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 22 June 2016 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 22 June 2016 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 29 February 2016, is available at <http://www.boohooplc.com/investor-relations/agm>.

Appointment and instruction of proxies

3. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend and vote at the meeting.
4. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in paragraph 12 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 Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or on 0871 664 0300 (calls cost 10 pence per minute plus network extras) or from outside the UK on +44 20 8639 3399. Lines are open Monday to Friday from 09:00 to 17:30.
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. To be valid, any proxy form or other instrument appointing a proxy must be:
 - (a) completed and signed;
 - (b) sent or delivered to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or delivered by hand to The Registry, 34 Beckenham Road, Beckenham BR3 4TU; and
 - (c) received by Capita Asset Services no later than 14:00 on 22 June 2016 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.

-
9. 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 its articles of association 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.
10. 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 Capita Asset Services.
- If you submit more than one valid proxy appointment, the appointment received last will take precedence.
11. 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.
12. 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, Capita Asset Services (CREST Participant ID: RA10), no later than 14:00 on 22 June 2016 (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.
13. 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.
14. 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.
15. 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).
16. In order to revoke a proxy instruction you will need to inform the Company via Capita Asset Services either by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or by contacting Capita Asset Services on 0871 664 0300 (calls cost 10 pence per minute plus network extras) or from outside the UK on +44 20 8639 3399. Lines are open Monday to Friday from 09:00 to 17:30.

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 Capita Asset Services no later than 14:00 on 22 June 2016.

Corporate representatives

17. 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

18. As at 18 May 2016 (being the last practicable date prior to publication of this document), the Company's issued share capital comprised 1,123,267,330 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 18 May 2016 is 1,123,267,330. As at the date of this document, the Company does not hold any shares in treasury.

Voting

19. At the meeting itself, the votes on resolution 13 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

20. 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 Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF; or
 - (b) by telephone to Capita Asset Services on 0871 664 0300 (calls cost 10 pence per minute plus network extras) or from outside the UK on +44 20 8639 3399. Lines are open Monday to Friday from 09:00 to 17:30.

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:

<i>Name</i>	<i>Position</i>
P Williams	Chairman
M Kamani	Joint CEO
C Kane	Joint CEO
N Catto	CFO
D Forbes	Non Executive
S Morana	Non Executive
M Newton-Jones	Non Executive
S Murray	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 2 to 25 of the Annual Report. Pages 2 to 25 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 29 February 2016 are set out in pages 52 to 85 of the Annual Report. Pages 52 to 85 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 18 of the Annual Report. Page 18 of the Annual Report can be found at <http://www.boohooplc.com/investor-relations>, and has 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.com plc, 12 Castle Street, St Helier, Jersey, JE2 3RT.

As at 18 May 2016 the issued share capital of the Company was 1,123,267,330 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 18 May 2016 was 1,123,267,330.

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 Trustee and Carol Kane.

The address for contacting the Concert Party (excluding the Trustee) 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.

Mahmud Kamani and Carol Kane currently serve as Joint Chief Executives of the Group, and have a longstanding working relationship, having worked together since 1993 and co-founded boohoo in 2006. Nurez Kamani, 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 founded boohoo with Carol Kane 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 recently was Trading Director, responsible for buying and merchandising. Jalaludin Kamani continues to work as an advisor and consultant for boohoo, offering advice and input into the key areas of buying and merchandising, drawing from the depth of his retailing expertise.

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 works as a buying consultant for boohoo, having been in the buying and manufacturing of garments for many years, offering advice and input into new areas that the business has expanded into and is looking at. 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.

Carol Kane

Carol Kane has 25 years of experience in the fashion industry. Starting her career as a designer then fashion buyer, she has worked with Mahmud Kamani for the past 20 years 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**"). Following the transfer of shares by Mahmud Kamani to the Trust on 30 September 2015, the details of which are set out in full below, the Trustee holds 14,713,090 Ordinary Shares on trust for the benefit of Nurez Kamani's children.

Shareholding interests of members of the Concert Party

On 30 September 2015 Mahmud Kamani transferred a total of 76,422,349 Ordinary Shares (representing 6.80% of the Company's issued share capital) for nil consideration as follows:

- (a) 61,709,259 Ordinary Shares (representing 5.49% of the Company's issued share capital) to Nurez Kamani; and
- (b) 14,713,090 Ordinary Shares (representing 1.31% of the Company's issued share capital) to the Trust.

Following the gifts, Mahmud Kamani, Nurez Kamani and the Trust have interests in 198,932,382, 61,772,280 and 14,713,090 Ordinary Shares respectively, representing approximately 17.71%, 5.50% and 1.31% of the Company's issued Ordinary Share capital respectively (as set out in the following table).

Mahmud Kamani, Nurez Kamani and the Trustees of the Trust have agreed, not to dispose of any of the Ordinary Shares in which they are interested prior to 1 April 2017, with any disposal after 1 April 2016 permitted only with the permission of Zeus Capital and through Zeus Capital.

Following the gifts the total shareholding of the Concert Party remains unchanged at 479,368,913 Ordinary Shares (representing 42.68 per cent. of the Company's issued share capital).

The personal holdings of each Member of the Concert Party 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.

	<i>Current Shareholding (beneficial and non beneficial)¹</i>	<i>Percentage of issued share capital</i>	<i>Percentage of issued share capital following maximum buy-back and cancellation²</i>
Mahmud Kamani	198,932,382	17.71	19.68
Jalaludin Kamani	76,485,370	6.81	7.57
Rabia Kamani	76,485,370	6.81	7.57
Nurez Kamani	61,772,280	5.50	6.11
Carol Kane	50,980,421	4.54	5.04
The Trustee	14,713,090	1.31	1.46
	479,368,913	42.68	47.42

¹ Current interest of the Members of the Concert Party in the Company's issued share capital.

² Assuming the Ordinary Shares purchased were not held by any Member of the Concert Party.

Intentions of the Concert Party

Pursuant to the Relationship Agreement, the Company and the Concert Party 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; (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 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.

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; (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; (iii) the employment and the locations of the Company's places of business; (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.

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 18 May 2016 being the last practicable date prior to the publication of this document.

<i>Date</i>	<i>Share price (pence)</i>
1 December 2015	34.25
4 January 2016	37.25
2 February 2016	41.875
2 March 2016	42.875
1 April 2016	43.875
3 May 2016	46.75
18 May 2016	50.25

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 18 May 2016 (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:

<i>Director</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares under option</i>
Mahmud Kamani	198,932,382	17.71	Nil
Carol Kane	50,980,421	4.54	Nil
Neil Catto	Nil	-	3,623,007
Peter Williams	461,350	0.04	Nil
Mark Newton-Jones	334,007	0.03	Nil
Stephen Morana	403,638	0.04	Nil
David Forbes	264,540	0.02	Nil
The Trustee	14,713,090	1.31	Nil

- (ii) 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:

<i>Director</i>	<i>Date</i>	<i>Shares purchased</i>	<i>Price per Share pence</i>
Nurez Kamani	1 October 2015	61,709,259	NIL
Peter Williams	25 February 2016	61,350	40.75
Stephen Morana	25 February 2016	24,540	40.75
Mark Newton-Jones	25 February 2016	24,540	40.75
David Forbes	25 February 2016	24,540	40.75
The Trustee	1 October 2015	14,713,090	NIL

- (iii) On 11 February 2016 Peter Williams, Stephen Morana and Mark Newton-Jones each waived their rights to acquire Ordinary Shares in the capital of the Company pursuant to the terms of the NED Plan as follows:

<i>Non-Executive Director</i>	<i>Number of shares over which Option was waived</i>
Peter Williams	1,900,000
Stephen Morana	500,000
Mark Newton-Jones	700,000

- (iv) Save as disclosed above, at the close of business on 18 May 2016 (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.
- (v) Save as disclosed in paragraph 4 above, at the close of business on 18 May 2016 (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.

-
- (vi) Save as disclosed in this paragraph, at the close of business on 18 May 2016 (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.
- (vii) At close of business on 18 May 2016 (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 20,420,723 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) By a transfer dated 11 January 2016 Boohoo.com UK Limited purchased the leasehold property known as the land and buildings on the north-west side of Widow Hill, Burnley registered with title number LA805281 (the "**Burnley Property**") from Ultra Finishing Limited (company number 1869591). The purchase price for the Burnley Property was £1,700,000.
- (b) By a transfer dated 23 February 2016 Boohoo.com UK Limited purchased the freehold property known as 3 China Lane, Manchester M1 2HN registered with title number MAN233159 (the "**China Lane Property**") from the Jogo Associates Limited Pension Scheme ("**Jogo**"). The Jogo beneficiaries include Mahmud Kamani. The purchase price for the China Lane Property was £1,600,000.
- (c) By a contract dated 20 August 2014 Barnfield Construction Limited (company number 02365913) whose registered office is at 8 Kenyon Road, Brierfield, Nelson, Lancashire, BB9 5SP agreed with the Boohoo.com UK Limited to design and build a warehouse extension at Widow Hill Road, Heasandford Industrial Estate, Burnley BB10 2BQ. The total cost of the works to Boohoo.com UK Limited was £5,400,000 and work is now complete.
- (d) By a contract dated 5 May 2015 Apex Linvar Limited (company number 07405229) whose registered office is at Garamonde Drive, Wymbush, Milton Keynes, Buckinghamshire MK8 8ND agreed with the Boohoo.com UK Limited to design and construct the fit out of a shell and core new build warehouse then being constructed on site. This included the design and construction of structurally independent floors, access staircases, welfare and w.c. facilities, mechanical and electrical requirements, access lifts and storage racking, including all statutory signage, foul water drainage and sprinkler systems to ground floor and levels 1 and 2 including the installation of a deck lid to level 2, emergency lighting and fire protection above, fit-out of WC, drivers rest area and IT room at Widow Hill Road, Heasandford Industrial Estate, Burnley BB10 2BQ. The total cost of the works to Boohoo.com UK Limited was £4,346,000 and work is now complete.

8. Directors' service contracts

- (a) 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 £225,000 per annum. Employment may be terminated at any time with either party giving 12 months' notice.
- (b) 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 £225,000 per annum. Employment may be terminated at any time with either party giving 12 months' notice.
- (c) 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 £180,000 per annum. 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 29 February 2016, 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 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 Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or made by telephoning Capita Asset Services on 0871 664 0300 between 9:00 and 17:30 (London time) Monday to Friday (except UK public holidays) or from outside the United Kingdom on +44 20 8639 3399. Calls from within the UK are charged at 10 pence per minute plus network extras and from outside the UK are charged at applicable international rates. 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 Capita cannot provide advice on the merits of the Authority Resolution and the Waiver Resolution nor give any financial, legal or tax advice.

- (a) Pages 2 to 25 (relating to the information about the Company), page 18 (relating to the outlook of the Company) and pages 52 to 85 (relating to the audited financial statements of the Company for the financial year ended 29 February 2016) of the Annual Report.

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 of association of the Company;
- (b) the Annual Report;
- (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.

18 May 2016

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 12 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 6 of this document
Annual Report	the annual report and accounts for the financial year ended 29 February 2016
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.com plc
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 and the Trustee
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 18 May 2016 (being the last practicable date prior to the publication of this document)
LTIP	the boohoo.com plc Long Term Incentive Plan 2016
NED Plan	the Non-Executive director plan allowing the grant of unapproved options to Non-Executive directors
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) 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 dated 17 May 2016
Remuneration Committee	the Remuneration Committee of the Company
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
Shareholders	holders of any Ordinary Shares
Share Plans	ESOP, the NED Plan, the SIP and the LTIP
Share Purchase	a purchase of Ordinary Shares by the Company pursuant to the Authority Resolution
SIP	the share incentive plan of the Company
Trustee	St. Annes Trustees Limited, trustee of the Nurez Kamani Children's Settlement 2015
Waiver Resolution	Resolution 13 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.com 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.

PART 5

LTIP SUMMARY

Summary of the principal terms of the boohoo.com plc Long Term Incentive Plan 2016 (the LTIP)

Participation and grant of awards

Under the LTIP, executive directors (excluding Mahmud Kamani and Carol Kane) and certain senior members of the management team may be awarded rights to acquire Ordinary Shares in the capital of the Company subject to the achievement of performance conditions. Awards will take the form of options over shares at nominal value or nil cost options ("**Options**").

Participation is at the discretion of the Remuneration Committee. Participants in the LTIP will not be eligible for awards under the Company's existing executive share option plan.

Generally, awards can only be made in the six week period following the adoption of the LTIP and thereafter, only in the six week period following the announcement or publication by the Company of its interim or final results. However, in circumstances which the Remuneration Committee considers exceptional, awards may be made outside these six week periods.

Individual participation limits

The maximum value of Shares over which an Option under the LTIP may be granted to a participant ("**Participant**") in any financial year may not exceed 150% of his/her basic salary, in respect of executive directors, and 100% of his/her basic salary for all other Participants. Awards at the maximum limit would only be made in circumstances of exceptional performance of the Company or the individual participant. In normal circumstances, awards would be expected to be in the order of 125% and 75% of basic salary respectively.

The Remuneration Committee will have the discretion to grant in excess of the maximum limit in exceptional circumstances (such as where there was a need to do so to attract a new executive). In such circumstances, the Remuneration Committee would ensure that the justification for the use of its discretion was fully disclosed in the Company's following Remuneration Report.

Performance targets and exercise of LTIP awards

Exercise of Options granted under the LTIP will be dependent upon the extent to which specified performance targets have been achieved.

In respect of the initial award of Options to be made under the LTIP, vesting of two thirds of the Options will be dependent on growth in the Company's adjusted earnings per share before exceptional items ("**EPS**"), measured by reference to an aggregate EPS target, and vesting of the one third will be dependent on absolute growth in the Company's total shareholder return ("**TSR**"), in each case over a three year period commencing on 1 March 2016.

For EPS and TSR growth between threshold and upper target levels awards will vest with 25% vesting for performance at threshold level to 100% vesting for achieving the upper targets. There will be no vesting for EPS or TSR growth below the threshold level.

The exact performance targets are currently considered to be commercially sensitive, but will be retrospectively disclosed in the Company's Remuneration Report as soon as such sensitivity falls away. In determining the TSR target, the Remuneration Committee actively considered the use of a relative TSR target but concluded that it was not possible to establish a comparator group which was of sufficient size to avoid excessive influence whilst maintaining a group that has growth characteristics which are a fair comparison to those of the Company.

Subject to achievement of the performance conditions, Options will become exercisable unless the Remuneration Committee considers that there are exceptional circumstances such that exercise of the Options is not justified in whole or in part. To the extent that any specified performance conditions are not satisfied, Options will lapse.

The Remuneration Committee has the ability to set performance conditions as it thinks fit but presently envisages that similar EPS and TSR performance conditions will also apply to future awards under the LTIP. Any change in performance conditions will be explained to shareholders through the Remuneration Report and major shareholders will be consulted in advance if any material changes are proposed.

Retesting of performance will not be allowed.

Exercise of options

Options will normally become exercisable three years from the date of grant, subject to the achievement of performance conditions and to continued employment.

Following the vesting of an Option a Participant shall be entitled to exercise the Option until its tenth anniversary (or such shorter period as determined by the Remuneration Committee), otherwise Options will be settled as soon as reasonably practicable by the transfer of vested Shares.

Holding period

If it deems it advantageous to do so, and so long as it does not conflict with the aims or with motivating, rewarding and retaining senior management, the Remuneration Committee may exercise its discretion under the LTIP to apply a holding period to awards under the Plan. The holding period would prevent Participants from selling or otherwise disposing of Shares acquired on the exercise of an Option (other than to meet the tax and other costs associated with exercise) and run from the third anniversary of the date of grant to the fifth anniversary of the date of grant (or such other period as the Remuneration Committee may set).

Leaving employment

Participants who leave employment will normally forfeit any unexercised Option.

However, if a Participant leaves as a result of death, ill health, injury or disability, retirement or the sale of a business or subsidiary (a "**Good Leaver**"), he/she will be permitted to retain any unexercised Option and exercise it, subject to the achievement of the performance targets, from the normal exercise date as if he/she had continued in employment. In all cases the number of Shares in respect of which the Option can be exercised will be reduced on a pro rata basis to take account of the period of time elapsed since the Option was granted to the date employment ceased (as a proportion of the full performance period).

Alternatively, the Participant may, at the discretion of the Remuneration Committee, be permitted to exercise any unexercised Option within 6 months of ceasing employment (save in respect of death, where the period will be 12 months), but only to the extent that performance targets have been achieved up to that date (in the reasonable opinion of the Remuneration Committee) and on the pro rata basis referred to above.

A Participant who leaves employment with the Company for a reason other than one specified above will normally forfeit his unexercised Options. In exceptional circumstances, the Remuneration Committee may treat such a participant as if he were a Good Leaver.

Takeover or reconstruction

If there is a change of control of the Company, or a Court-sanctioned compromise or arrangement, or a voluntary winding up, the number of Shares over which non-vested Options will become exercisable will be calculated on the basis of the extent to which the performance criteria applicable to those Options have been satisfied as at the date of the change of control (or other event). The resulting number of shares will then be reduced on a pro rata basis to reflect the reduced period between the date the award was made and the date of the change of control. The Committee may, having regard to the financial performance of the Company and the circumstances of the relevant event, determine that the pro rating of such award shall not apply or that the number of Shares over which the Option become exercisable shall be reduced on such other basis as the Committee considers appropriate.

Where appropriate, for example in the case of an amalgamation or reconstruction of the Company, with the consent of the acquiring company, Participants may be required or allowed to exchange Options so as to operate over shares in the acquiring company.

In the event of a demerger, delisting, distribution or other transaction involving the Company which affects the current or future value of an Option, the Remuneration Committee has the discretion to allow a proportion of each outstanding Option to vest on or before the event.

Malus and Clawback

In the event of a material correction of any accounts of the Company used to assess satisfaction of any performance conditions, a Participant's gross misconduct or a Participant breaching or violating a non-compete, confidentiality agreement or non-solicitation agreement, Options may be reduced, adjusted or cancelled as determined by the Remuneration Committee. To the extent that Options have already been exercised, the Remuneration Committee may (having considered all the circumstances) require the participant to return any shares received, or the amounts of any proceeds of sale of such shares (net of tax and national insurance).

Dilution limits

The number of new Shares that may be issued or issuable to satisfy awards made under all of the employee share plans operated by the Company, including any awards made under the LTIP, may not, in any 10 year period, exceed 10% of the number of Shares in issue from time to time. This is consistent with other share schemes already operated by the Company.

For so long as institutional guidelines recommend, Shares transferred from treasury to satisfy awards will count as newly issued shares for these purposes.

Awards and options which have lapsed, been surrendered, forfeited will not count towards these dilution limits.

Taxation

Income tax and national insurance contributions ("**NICs**") will be payable on the value of the shares which a Participant acquires following the end of the performance period (less any nominal price paid to exercise the Option). Under the terms of the LTIP, the participant will agree to pay the income tax and employee's NICs which arise. It will be a condition of acquiring shares that appropriate arrangements are in place to ensure that his employer is put in funds by the participant to meet these income tax and NICs liabilities. The employer will be responsible for payment of any employer's NICs which arise.

Variation in share capital

In the event of any increase or variation of share capital by way of capitalisation, rights issue, sub-division, consolidation or reduction of share capital, or otherwise the number of Shares over which an award has been made may be adjusted as determined to be appropriate.

Amendments

The rules of the LTIP may be amended by the Remuneration Committee.

The rules of the LTIP cannot, however, be amended in any way which materially benefits Participants without shareholder approval unless the amendments are to benefit the administration of the LTIP or are to comply with or take account of applicable legislation or statutory regulations or any change therein or to obtain or maintain favourable taxation, exchange control or regulatory treatment for the Company (or any group company) or for the Participants.

The Remuneration Committee reserves the right up to the forthcoming Annual General Meeting to make such amendments and additions to the LTIP Rules as they consider appropriate, provided they do not conflict in any material respect with this summary of the LTIP Rules.

Term of the LTIP

The life of the LTIP will be ten years and no awards may therefore be made more than ten years after the date of the adoption of the LTIP.

Pension status

None of the benefits which may be received under the LTIP will be pensionable.

Administration of the LTIP

At the option of the Company, the administration and operation of the LTIP may be facilitated by the trustee of the boohoo.com plc employee benefit trust ("**EBT**"), Appleby Trust (Jersey) Limited (the "**Trustee**").

The EBT will not hold more than 5% of the issued ordinary share capital of the Company without shareholder approval and the Trustee will not exercise any voting rights in respect of shares held in the EBT from time to time except for voting rights in respect of shares which are beneficially owned by any beneficiary of the EBT and in relation to which the EBT has received voting instructions from that beneficiary.

