

boohoo group plc
("boohoo" or the "Company")

Result of Annual General Meeting ("AGM")

boohoo group plc, a leading online fashion group, announces that all resolutions were passed on a poll at the Company's Annual General Meeting held on 21 June 2019.

Resolution 13 sought authorisation to buy back up to 10% of issued share capital as at 17 May 2019 (being the latest practicable date prior to the publication of the AGM notice). This was conditional on independent shareholders approving a whitewash resolution (Resolution 14), on a poll, pursuant to Rule 9 of the City Code on Takeovers and Mergers. The Company confirms that Resolution 14 was passed on a poll with the results being as follows: 394,940,304 (67.51%) votes for, 190,034,428 (32.49%) votes against and 353,139,757 votes withheld.

Following the passing of Resolution 13, the Concert Party (as defined in the AGM notice) holds in aggregate, 338,330,649 Ordinary Shares, representing 33.396% of the issued share capital of the Company. If the Board were to exercise the authority pursuant to Resolution 13, in whole or in part, and cancel the Ordinary Shares acquired or put those into treasury, then the shareholding of the Concert Party and The TMZ Trust would proportionately increase, up to a possible maximum of 37.1% of the issued share capital of the Company.

The Board announces that it currently has no intention of using the authority to purchase Ordinary Shares under Resolution 13 before the next AGM of the Company.

As was announced in the AGM notice, the Board would only exercise such authority if it considered 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 would only exercise the authority if it was satisfied that the Company had at the time such purchase is contemplated, sufficient cash resources for current working capital purposes and distributable reserves and there would be no requirements for financing from third parties for this purpose.

The full text of the resolutions is set out in the Notice of Meeting dated 21 May 2019 which is available at www.boohooplc.com.

Enquiries

boohoo group plc

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About boohoo group plc

“Leading the fashion eCommerce market”

Founded in Manchester in 2006, boohoo is an inclusive and innovative brand targeting young, value-orientated customers. For 13 years, boohoo has been pushing boundaries to bring its customers up-to-date and inspirational fashion, 24/7. boohoo has grown rapidly in the UK and internationally, expanding its offering with range extensions into menswear, through boohooMAN.

In early 2017 the group extended its customer offering through the acquisitions of the vibrant fashion brand PrettyLittleThing, and free-thinking brand Nasty Gal and in March 2019 acquired the Miss Pap brand. United by a shared customer value proposition, our brands design, source, market and sell great quality clothes, shoes and accessories at unbeatable prices. This investment proposition has helped us grow from a single brand, into a major multi-brand online retailer, leading the fashion eCommerce market for 16 to 30-year-olds around the world. As at 28th February 2019, the boohoo group had around 13 million active customer accounts across all its brands around the world.