

ATTENDANCE CARD

boohoo group plc – ANNUAL GENERAL MEETING

Notice of Availability

2020 Annual Report and Notice of 2020 AGM

IMPORTANT – PLEASE READ CAREFULLY

You can now access the 2020 Annual Report and Notice of the Meeting by visiting this website: www.boohooplc.com

To be held at: boohoo, 49-51 Dale Street, Manchester, M1 2HF
Please refer to the Notice of the Annual General Meeting for details about restrictions on attendance in person at the AGM.

Barcode:



FORM OF PROXY boohoo group plc - ANNUAL GENERAL MEETING

Barcode:

I/We being a member of the company hereby appoint the Chairman of the meeting

Name of proxy

Number of shares
proxy appointed over

Event Code:

Chairman of meeting

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 14:00 on Friday 19 June 2020 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 1 over. Please also tick here if you are appointing more than one proxy.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- To receive the Accounts and the reports of the directors and auditors thereon
- To approve the Director's Remuneration Report
- To re-elect Pierre Cuilleret as a director of the Company
- To re-elect Iain McDonald as a director of the Company
- To re-elect Brian Small as a director of the Company
- To re-appoint PricewaterhouseCoopers LLP as auditors
- To authorise the directors to agree the auditors' remuneration
- To authorise the Company to make political donations

	For	Against	Vote Withheld
1.	X	X	X
2.	X	X	X
3.	X	X	X
4.	X	X	X
5.	X	X	X
6.	X	X	X
7.	X	X	X
8.	X	X	X

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- To authorise the Company to disapply pre-emption rights generally
- To authorise the Company to disapply pre-emption rights for the purposes of financing
- To authorise the Company to make market purchases of its own shares

	For	Against	Vote Withheld
9.	X	X	X
10.	X	X	X
11.	X	X	X

Signature

Date

Notes

1. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 17 June 2020. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.
6. 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.
7. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Asset Services (CREST Participant ID: RA10), no later than 14:00 on 17 June 2020 (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.
8. 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.
9. The Form of Proxy must arrive at Link Asset Services, PXS1, 34 Beckenham Road BR3 4ZF during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 14:00 on 17 June 2020.
10. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF