

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 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 Shares, you should retain these documents.

boohoo group plc

Notice of Annual General Meeting 2024

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 that you vote in favour of each of the resolutions to be proposed at the Annual General Meeting referred to below. Shareholders should read the whole of this document and not rely just on the summarised information set out in the letter.

This document includes forward looking statements concerning the Company. Forward looking statements are based on current expectations and projections about future events. These forward looking statements are subject to risks, uncertainties and assumptions about the Company. The Company undertakes no obligation to update publicly or revise any forward looking statements, whether as a result of new information, future events or otherwise, save to the extent required in accordance with the Company's continuing obligations under the AIM Rules and applicable laws and regulations.

Notice of the Annual General Meeting of boohoo group plc, to be held at 10:00 on Thursday 20 June 2024 at 49-51 Dale Street, Manchester, M1 2HF is set out in Part 2 of this document.

If you are unable to attend the Annual General Meeting, please complete and submit an online form of proxy in accordance with the instructions set out in this document or, if a hard copy is requested, details on how to complete the form are set out in notes 6 – 9 on pages 14 and 15 of this document. Appointment of a proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they choose to do so.

Shareholders are requested to submit a form of proxy to the Company's Registrars, Computershare Investor Services (Jersey) Limited, as soon as possible and, in any event, so as to arrive no later than 10:00 on 18 June 2024. This notice also includes instructions to enable you to submit a proxy or vote electronically and how to register to do so. All proxy appointments must be received by 10:00 on 18 June 2024.

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PART 1

LETTER FROM THE CHAIRMAN OF BOOHOO GROUP PLC

(Incorporated and registered in Jersey with registered number 114397)

boohoo group plc

Directors:

M Kamani (Group Co-Founder and Executive Chairman)
C Kane (Group Co-Founder and Executive Director)
J Lyttle (Chief Executive Officer)
S Morana (Chief Financial Officer)
A McGeorge (Deputy Chairman, SID and Non-Executive)
I McDonald (Non-Executive)
T Morris (Non-Executive)
K Britz (Non-Executive)
J Goold (Non-Executive)

Registered Office:

3rd Floor, 44 Esplanade,
St Helier,
Jersey,
JE4 9WG

17 May 2024

Dear Shareholder

Annual General Meeting

I am pleased to inform you that the eleventh annual general meeting of boohoo group plc (the "**Company**") will be held at 49 – 51 Dale Street, Manchester, M1 2HF on Thursday, 20 June 2024 at 10:00 (the "**AGM**").

The formal notice convening the AGM is set out on pages 5 to 8 of this document (the "**Notice of Meeting**"). Explanatory notes and further information on each of the resolutions to be considered at the AGM appear on pages 9 to 13 of this document.

For those shareholders who have elected to receive a paper copy, accompanying the formal notice of the meeting is the Company's audited Annual Report and Accounts for the year ended 29 February 2024. For all other shareholders the Company's audited Annual Report and Accounts for the year ended 29 February 2024 are now available for review or download at www.boohooplc.com.

Recommendation

In the opinion of the directors of the Company (the "**Directors**"), each of the resolutions to be proposed at the AGM are in the best interests of the Company and Shareholders as a whole.

Accordingly, the Directors of the Company 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 Shares, which amount to approximately 14.12% of the Issued Share Capital.

The results of the voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the AGM.

Attendance

I hope that you will attend the AGM, if you can.

boohoo group plc is committed to reducing paper and improving efficiency in its shareholder communications. This year, you will not receive a hard copy form of proxy for the 2024 AGM in the post automatically. You may request a hard copy form of proxy directly from the Company's Registrar, Computershare. Details on how to request and complete a hard copy form of proxy are set out in notes 6 - 9 on pages 14 and 15 of this document.

Even if you intend to be at the AGM in person, I would strongly encourage you, regardless of the number of Shares you own, to vote on the resolutions in the manner detailed in pages 14 to 17 of this document, either electronically, via CREST or by completing and returning a hard copy form of proxy (available on request from the Company's registrars) as soon as possible and in any event not later than 10:00 on 18 June 2024.

Further information regarding proxy appointments can be found on pages 14 to 17 of this document. Completion and submission or return of the form of proxy does not prevent you from attending and voting at the meeting in person.

This notice also includes instructions to enable you to vote electronically and details of how to register to do so. The resolutions set out in this Notice of Meeting will be voted on by way of a poll. All valid proxy votes (whether submitted electronically or in hard copy form) will be included in the poll to be taken at the meeting.

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

Shareholders are encouraged to submit questions, no later than 7 days prior to the AGM, via email to the Company Secretary at investorrelations@boohoo.com. The Company will endeavour to publish these questions and the Company's responses on the Company's website, www.boohooplc.com, as soon as practicable after the AGM. To ask a question, please email investorrelations@boohoo.com with details of your shareholder number or other evidence of entitlement to attend the AGM.

Shareholders are also invited to submit any questions after the conclusion of the business of the AGM via email to the Company Secretary at investorrelations@boohoo.com.

Yours faithfully

Mahmud Kamani
Executive Chairman

PART 2

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that boohoo group plc ("**boohoo**" or the "**Company**") will hold its eleventh AGM at 49 – 51 Dale Street, Manchester, M1 2HF at 10:00 on 20 June 2024.

Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolutions 11 to 13 (inclusive) will be proposed as special resolutions. All resolutions will be voted on by poll.

You will be asked to consider and if thought fit to pass the resolutions below.

Annual Report and Accounts

- 1 To receive the Company's Annual Report and accounts for the financial year ended 29 February 2024 (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 2024.

Adoption of The Boohoo Incentive Plan 2024

- 3 That the rules of the boohoo Incentive Plan (the "**Incentive Plan**"), the principal terms of which are summarised in Part 4 of this Notice of Annual General Meeting and a copy of which is produced to the meeting and initialled by the chairperson for the purposes of identification, be and are hereby approved and adopted and the directors be and are hereby authorised to do all such things in accordance with applicable law as may be necessary or desirable to carry the Incentive Plan into effect; and that the directors be and are hereby also authorised to adopt further plans based on the Incentive Plan but modified to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the Incentive Plan.

Re-Election of Directors

- 4 To re-elect Carol Kane as a director of the Company.
- 5 To re-elect Iain McDonald as a director of the Company.
- 6 To re-elect Kirsty Britz as a director of the Company.

Re-Appointment of Directors

- 7 To re-appoint Stephen Morana as a director of the Company.

Auditors

- 8 To re-appoint PKF Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.
- 9 To authorise the Directors to determine the remuneration of the Company's auditors.

Political Donations

- 10 The Company and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company be authorised to:
 - (a) make political donations to political parties or independent election candidates provided that such donations do not exceed £50,000 in total; and

- (b) make political donations to political organisations other than political parties provided that such donations do not exceed £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

in each case during the period beginning with the date of passing this resolution and ending at the end of next year's annual general meeting or on close of business on 20 June 2025, whichever is the later, 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.

Disapplication of Pre-emption Rights - general

11 That in substitution for all existing authorities, to the extent unused and pursuant to and in accordance with Article 2.15 of the Company's articles of association (the "**Articles**"), the Directors be generally and unconditionally authorised to allot Shares (as defined in the Articles) and/or sell Shares held by the Company as treasury shares for cash as if Article 2.8 of the Articles did not apply to such allotment, provided that this power shall be limited to:

- (a) the allotment of Shares for cash in connection with or pursuant to a rights issue, open offer or any other issue in favour of holders of Shares in proportion (as nearly as may be practicable) to the respective holdings of Shares then held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or arising under the laws of, any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter;
- (b) the allotment of Shares in connection with any scrip dividend scheme or similar arrangement implemented in accordance with Articles from time to time in force;
- (c) otherwise than pursuant to sub-paragraphs (a) to (b) above, the allotment of Shares or sale of treasury shares for cash up to an aggregate nominal amount of £1,269,084.43, being 10% of the issued ordinary share capital of the Company as at the opening of business on 10 May 2024; and
- (d) otherwise than pursuant to sub-paragraphs (a), (b) or (c) above, the allotment of equity securities or sale of treasury shares up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares made from time to time under sub paragraph (c) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022,

provided further that such authorities shall apply until the end of next year's annual general meeting, or until the close of business on 20 June 2025, whichever is the later, but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Shares to be allotted or rights to subscribe for or convert securities into Shares to be granted after the authority ends and the Directors may allot Shares or grant rights to subscribe for or convert securities into Shares under any such offer or agreement as if the authority had not expired.

Disapplication of pre-emption rights – financing

12 That, in addition to any authority granted under Resolution 10 above, the Directors be generally and unconditionally authorised, pursuant to and in accordance with Article 2.15 of the Articles, to exercise all powers of the Company to allot Shares for cash

and/or sell Shares held by the Company as treasury shares as if Article 2.8 of the Articles did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of Shares or sale of treasury shares for cash up to an aggregate nominal amount of £1,269,084.43 being 10% of the issued ordinary share capital of the Company as at the opening of business on 10 May 2024;
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022; and
- (c) the allotment of Shares or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022,

and provided further that such authority shall apply until the end of next year's annual general meeting or until the close of business on 20 June 2025, whichever is the later, but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require Shares to be allotted after the authority expires and the Directors may allot Shares under any such offer or agreement as if the authority had not expired.

Purchase of own Shares

13 That the Company be and is hereby generally and unconditionally authorised for the purposes of Article 57 of the Law to make one or more purchases on the AIM market operated by the London Stock Exchange plc of its own Shares on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (a) the maximum aggregate number of Shares hereby authorised to be purchased is 126,908,443 (representing approximately 10% of the Company's issued Shares as at the opening of business on 10 May 2024);
- (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 until the close of business on 20 June 2025, whichever is the later;
- (e) the Company may make a contract or contracts to purchase the Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of the Shares in pursuance of any such contract or contracts; and
- (f) subject to the provisions of the Articles from time to time in force, the Company be and is hereby generally and unconditionally authorised for

the purposes of Article 58A of the Law to hold any Shares repurchased under the authority hereby conferred as treasury shares.

By order of the Board

Thomas Kershaw
Company Secretary
boohoo group plc
17 May 2024

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) will be proposed as ordinary resolutions, 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 to 13 (inclusive) will be proposed as special resolutions, taken as a poll. This means that for each of those resolutions to be passed, at least two-thirds of the votes cast must be in favour of such resolution. Resolution 2 will be an advisory vote only.

Resolution 1 - Annual Report and Accounts

The Directors are required to present to the Annual General Meeting the audited accounts and the Directors' and Auditor's Reports for the financial year ended 29 February 2024, which can be found at <https://www.boohooplc.com/investors/results-centre/year/2024>.

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 2024. The Directors' Remuneration Report is set out in full on pages 105 to 126 of the Annual Report. Pages 105 to 126 of the Annual Report can be found at <https://www.boohooplc.com/investors/results-centre/year/2024> 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 - Adoption of the boohoo Incentive Plan 2024

The Remuneration Committee believes that the Incentive Plan should be adopted to take into account changes in market practice. The Incentive Plan will combine the existing annual bonus and 2022 LTIP into one single incentive plan, with a blend of time- and performance-based awards which provide clearer line of sight for participants and a more effective retention tool, while maintaining a strong link to shareholder value creation through share deferral.

The Remuneration Committee has developed the Incentive Plan 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 Incentive Plan ensures that there continues to be a strong alignment between executives and shareholders within the Company. The rules of the Incentive Plan are available for inspection at 49/51 Dale Street, Manchester M1 2HF 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 Company's premises at least 15 minutes before and during the Annual General Meeting.

Subject to Shareholder approval at the Annual General Meeting, awards under the Incentive Plan, as detailed in Part 4 of this document, will be made to the following individuals, each of whom is considered a related party within the meaning of the AIM Rules for Companies. These awards (as detailed below) (the "**Related Party Awards**") each constitute a related party transaction.

Name	Salary	Incentive Plan Max. Opportunity
John Lyttle	£698,855	£3,494,275
Mahmud Kamani	£511,395	£2,556,975
Carol Kane	£511,395	£2,556,975
Stephen Morana	£468,000	£2,340,000

The Directors (excluding John Lyttle, Mahmud Kamani, Carol Kane and Stephen Morana) (the "**Independent Directors**") consider, having consulted with the Company's Nominated Adviser,

Zeus Capital Limited (“**Zeus**”), that the terms of the Related Party Awards are fair and reasonable insofar as Shareholders are concerned.

In providing advice to the Independent Directors, Zeus has taken into account the following:

- the historic bonus and LTIP opportunities have been combined and restructured but the total quantum of the awards is unchanged from what was permitted under the previous Directors' Remuneration Policy;
- the majority (60%) of awards will be settled in shares which vest in tranches over a three-year period, ensuring long term alignment of executives with the interests of shareholders;
- awards will be granted within the 10% in ten-year dilution limit operated by the Company across all share schemes with a reasonable amount of headroom remaining;
- the adoption of the Incentive Plan and the grant of awards under it are conditional on Shareholder approval; and
- the commercial assessments of the Independent Directors.

Resolutions 4, 5 and 6 – Re-Election of Directors

Biographical details of the Directors standing for re-election and re-appointment are included within the Company's Annual Report and Accounts for the financial year ended 29 February 2024 on pages 89 and 90.

The performance of the Board as a whole, as well as the contribution made by the individual executive and non-executive Directors, was last evaluated in February 2024. The Board believes that each of the Directors continues to demonstrate commitment and allocate sufficient time to perform his or her role, and their respective skills complement each other and enhance the overall operation of the Board. The Board determined that each of the non-executive Directors continues to remain independent.

Resolution 7 - Re-appointment of Directors

In accordance with article 7.3 of the Company's articles of association, Shareholders will be asked to re-appoint Stephen Morana, who was appointed as a director of the Company by the Board with effect from 19 February 2024. A brief biography for Stephen Morana is at page 89 of the Annual Report.

Resolutions 8 and 9 – Auditors' re-appointment and remuneration

PKF Littlejohn 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 PKF Littlejohn LLP as auditors.

The Directors request the authority to determine the auditors' remuneration.

Resolution 10 - Political Donations

Whilst the Company, as a Jersey company, is not subject to the requirements of the Act, it considers it best practice to comply with the provisions of the Act regarding political donations. The Company is therefore seeking approval from its members for donations to, or expenditure on, independent election candidates or organisations within the UK which are, or could be categorised as, UK political organisations or parties in accordance with the Act. The Company does not intend to make such donations or incur such expenditure, within the normal meaning of those expressions.

However, the Act is very broadly drafted and can extend to bodies such as those concerned with policy review, law reform, the representation of the business community and special interest groups such as those concerned with the environment, which the Company and its

subsidiaries may wish to support. Other examples which might be caught are sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees' donations to certain charities as well as communicating with the Government and political parties at local, national and European level.

Resolutions 11 and 12 - Disapplication of pre-emption rights

The Investment Association ("IA") considers it a routine request for the directors of a company to seek authority from its shareholders at an annual general meeting for the directors to allot new shares in an amount of up to two-thirds of the existing Issued Share Capital, where any amounts in excess of one-third are restricted to fully pre-emptive offers only.

However, as a Jersey company, the Articles give the Directors a general authority to issue Shares in the Company subject only to the pre-emptive rights of Shareholders. These pre-emptive rights are discussed in more detail below. Despite having this general authority the Directors nevertheless intend to comply with the IA's recommendation in that if:

- (a) the Company allots Shares with an aggregate nominal value exceeding £4,230,281.45 (which represents approximately one-third of the Issued Share Capital of the Company as at the opening of business on 10 May 2024 being the latest practical date before the publication of this document); or
- (b) the Company allots Shares otherwise than in respect of a fully pre-emptive offer, with an aggregate nominal value exceeding £4,230,281.45 as above (which represents approximately one-third of the Issued Share Capital of the Company as at the opening of business on 10 May 2024, being the latest practical date before the publication of this document).

in either case, on or before the next annual general meeting of the Company or 20 June 2025 (whichever is the later), then all the Directors willing to remain in office should seek re-election at the next annual general meeting of the Company following such thresholds being exceeded.

In terms of resolutions 11 and 12, the Articles contain pre-emption rights which apply on the allotment of Shares in the Company for cash (other than in respect of bonus issues or issues of Shares pursuant to employee share schemes). The pre-emption rights mean that when the Directors propose to allot Shares in the Company for cash, the Shares must first be offered to existing Shareholders in proportion to their existing shareholdings.

Resolution 11, which will be proposed as a special resolution, will, if passed, enable the Directors to allot Shares for cash without having to comply with these pre-emption rights, but this power will be limited to allotments:

- (a) in connection with a rights issue, open offer or other pre-emptive offer to the holders of Shares but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary;
- (b) in connection with any scrip dividend scheme or similar arrangement implemented in accordance with the Articles from time to time in force; and
- (c) in any other case, up to an aggregate nominal amount of £1,269,084.43 (which represents approximately 10% of the Issued Share Capital of the Company as at the opening of business on 10 May 2024, being the last practicable date before the publication of this document).

The authority also authorises the Directors to issue an additional number of equity securities up to a nominal amount equal to one fifth of any allotment pursuant to the amount authorised under paragraph (c) above, to be used only for the purposes of a follow-on offer.

This authority will apply until the end of next year's annual general meeting or until the close of business on 20 June 2025, whichever is the latter.

Resolution 12, which will also be proposed as a special resolution will, if passed, enable the Directors to allot Shares for cash without having to comply with these pre-emption rights, but will be:

- (a) limited to the allotment of Shares for cash up to an aggregate nominal amount of £1,269,084.43 being 10% of the Issued Share Capital of the Company as at the opening of business on 10 May 2024; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be either an acquisition or other specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (c) also authorises the Directors to issue an additional number of equity securities up to a nominal amount equal to one fifth of any allotment pursuant to the amount authorised under paragraph (a) above, to be used only for the purposes of a follow-on offer.

This authority will apply until the end of next year's annual general meeting or until the close of business on 20 June 2025, whichever is the latter. Resolutions 11 and 12 have been split into two separate resolutions in accordance with the Pre-Emption Group's Statement of Principles and template resolutions dated November 2022 and the IA's Share Capital Management Guidelines dated February 2023.

The Directors currently have no intention of allotting new Shares other than in relation to the Company's existing share plans or other potential acquisition opportunities that include the issue of consideration shares. However, the Directors feel it appropriate to be provided with the flexibility that the authority contained in resolutions 11 and 12 provides, and if they do otherwise exercise the authorities thereby given, the Directors intend to follow the IA recommendations concerning their use.

Resolution 13 - Purchase of own Shares

Resolution 13 is to approve the authority of the Company to purchase its own ordinary shares in the market. The authority limits the number of Shares that could be purchased to a maximum of 126,908,443 Shares (equivalent to 10% of the Company's issued ordinary share capital as at the opening of business on 10 May 2024; (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 2025, or close of business on 20 June 2025, whichever is the latter.

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

Shareholders will note that this year the Company is not seeking a waiver of the obligation to make a general offer under Rule 9 of the Code which might arise if the Company purchased its own voting shares using the share buy back authority granted pursuant to this Resolution 13.

This is no longer considered by the Company and its advisors to be necessary, given that between the members of the Concert Party their aggregate holdings of Shares have fallen below 30% to 24.62% and, if the buy back authority were to be exercised in full, would proportionately increase only to a possible maximum of 27.36% of the Issued Share Capital of the Company, which would no longer give rise to an obligation on the Concert Party to make a general offer to all Shareholders under Rule 9 of the Code.

Notes to the Notice of Annual General Meeting

Entitlement to vote

- 1 Voting at the AGM will be carried out on a poll
- 2 Only those members entered on the register of members of the Company (the “**Register**”) at the close of business on 18 June 2024 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 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 18 June 2024 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. This is the time specified by the Company for the purposes of regulation 40 (1) of the Companies (Uncertificated Securities) (Jersey) Order 1999.

Website giving information regarding the meeting

- 3 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 2024, as well as the redlined articles of association, is available at <https://www.boohooplc.com/investors/agm/year/2024>

Appointment and instruction of proxies and electronic voting

- 4 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.
- 5 The return of a completed proxy form, electronic filing or any CREST proxy instruction (as described in paragraph 15 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.
- 6 You may request a hard copy form of proxy directly from the Company’s Registrar, Computershare, on Tel: 0370 707 4040 or by visiting www.investorcentre.co.uk to use the online Investor Centre service. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open between 09.00-17.30, Monday to Friday excluding public holidays in England and Wales.
- 7 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.
- 8 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 Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY on 0370 707 4040 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate). Lines are open Monday to Friday from 09:00 to 17:30, excluding public holidays in England and Wales.

- 9 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.

Proxy voting

- 10 If you wish you will be able to vote electronically using the link www.eproxyappointment.com. To submit electronic voting instructions, including the appointment of a proxy, please click on the link and ensure you have your Shareholder Reference Number (SRN), Control Number and your PIN ready.

You can vote either:

- (a) via www.eproxyappointment.com using the Shareholder Reference Number (SRN), Control Number and unique PIN found on the email notification sent to you in respect of this document and the General Meeting; and/or
- (b) by requesting a hard copy proxy form from the Company's registrars, Computershare Investor Services (Jersey) Limited, and completing the proxy form; and/or
- (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

To be valid any proxy instructions must be received by post or by hand (during normal business hours only) by Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, or at www.investorcentre.co.uk/eproxy, in each case no later than 10:00 on 18 June 2024, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:00 on 18 June 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

- 11 To be valid, any proxy form or other instrument appointing a proxy must be:
- (a) completed and signed;
 - (b) sent or delivered to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or delivered by hand to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ; and
 - (c) received by Computershare no later than 10:00 on 20 June 2023 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.
- 12 In the case of a member which is a corporation, the proxy form must be executed in any of the following ways: (i) under its common seal; (ii) not under its common seal but otherwise in accordance with the Articles or constitution; or (iii) signed on its behalf by a duly authorised officer of the company or its authorised attorney.

Any power of attorney or any other authority under which a proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

- 13 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 Computershare.

If you submit more than one valid proxy appointment, either by paper or electronic communication, the appointment received last will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

Crest

- 14 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.
- 15 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, Computershare (CREST Participant ID: 3RA50), no later than 10:00 on 18 June 2024 (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.
- 16 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.
- 17 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.
- 18 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).
- 19 In order to revoke a proxy instruction you will need to inform the Company via Computershare either by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or by telephone on 0370 707

4040 (calls are charged at the standard geographic rate and will vary by provider) or from outside the UK on +44 370 707 4040 (calls charged at applicable international rates). Lines are open Monday to Friday from 09:00 to 17:30, excluding public holidays in England and Wales.

- 20 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 Computershare no later than 10:00 on 18 June 2024.

Corporate representatives

- 21 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

- 22 As at the opening of business on 10 May 2024 (being the last practicable date prior to publication of this document), the Company's Issued Share Capital comprised 1,269,084,436 Shares of £0.01 each. Each 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 the opening of business on 10 May 2024 is 1,269,084,436. As at the date of this document, the Company does not hold any shares in treasury.

Voting

- 23 Shareholders are requested to vote in advance of the AGM either electronically, via CREST or by completing and returning the enclosed form of proxy not later than 10:00 on 18 June 2023. The results will be published on our website <https://www.boohooplc.com/investors/agm/year/2024> and will be released to the London Stock Exchange.
- 24 At the meeting itself, the votes on each resolution at the meeting will be taken by poll rather than a show of hands. The results will be published on our website <https://www.boohooplc.com/investors/agm/year/2024> and will be released to the London Stock Exchange.

Communication

- 25 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 Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ; or
 - (b) by telephone on 0370 707 4040 (calls are charged at the standard geographic rate and will vary by provider) or from outside the UK on +44 370 707 4040 (calls charged at applicable international rates). Lines are open Monday to Friday from 09:00 to 17:30, excluding public holidays in England and Wales.

You may not use any electronic address provided either in this document or any related documents (including the proxy form) to communicate with the Company for any purpose other than those expressly stated.

PART 3

DEFINITIONS

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

Act	The Companies Act 2006, as amended
AIM	Alternative Investment Market of the London Stock Exchange
Annual General Meeting or AGM	the annual general meeting of the Company to be convened by the notice on pages 5 to 8 of this document
Annual Report	the annual report and accounts for the financial year ended 29 February 2024
Articles	the articles of association of the Company
Board or the Directors	the directors of boohoo whose names appear at the head of page 3 of part 1 of this document
boohoo or the Company	boohoo group plc
Code	City Code on Takeovers and Mergers
Concert Party and Member of the Concert Party	Mahmud Kamani, Nurez Kamani, Rabia Kamani, Carol Kane, the Trustee, the TMZ Trustees, Adam Kamani, Umar Kamani, and Samir Kamani
Group	boohoo and its subsidiaries
Incentive Plan	the boohoo Incentive Plan 2024, to be adopted in substitution for the annual bonus and the 2022 LTIP
Independent Directors	the Directors other than Mahmud Kamani, John Lyttle, Stephen Morana and Carol Kane
Issued Share Capital	the number of Shares in issue as at the opening of business on 10 May 2024 (being the last practicable date prior to the publication of this document)
Law	The Companies (Jersey) Law 1991, as amended
2022 LTIP	the boohoo group plc Long Term Incentive Plan 2022
Nurez Kamani Children's Settlement 2015	trust established in 2015 for the benefit of the children of Nurez Kamani
Shares	Shares of one penny each in the capital of the Company
Shareholders	holders of any Shares
SID	means the Senior Independent Director
the TMZ Trust	trust established in June 2018 for the benefit of the children of Jalaludin Kamani
the TMZ Trustees	means Natalie Parry and Sean Williams, trustees of the TMZ Trust
the Trustee	St. Anne's Trustees Limited, trustee of the Nurez Kamani Children's Settlement 2015

Zeus

Zeus Capital Limited

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 4

INCENTIVE PLAN SUMMARY

Summary of the principal features of the boohoo group plc Incentive Plan (the “Incentive Plan”)

Introduction

The Incentive Plan comprises a discretionary incentive scheme together with provisions for granting awards (“**Performance-Based Awards**”) subject to annual applicable performance targets with the mandatory deferral of a proportion of the amounts payable into shares, and granting share awards subject to continued employment only (“**Time-Based Share Awards**”), under which awards may be made to selected employees or directors (“**Participants**”) of the Company or any of its subsidiaries (the “**Group**”). Together, Performance-Based Awards and Time-Based Share Awards are referred to as “**Plan Awards**”.

The Remuneration Committee of the board (the “**Committee**”) will be responsible for the operation of the Incentive Plan. Performance-Based Awards comprising a conditional right to receive an amount, subject to the achievement of a performance target (which may comprise a combination of separate targets) measured over a financial year will be made to Participants. Following the determination of the extent to which the performance target has been met, a proportion of the amount due under a Performance-Based Award is deferred into shares (a “**Deferred Share Award**”) which must be held until the end of a deferral period (which will typically be two years).

The Incentive Plan may also be used to provide awards to new employees in order to compensate them for any forfeited awards from their previous employer (“**Buy-Out Awards**”).

In the remaining paragraphs of this summary, where the term “**Share Award**” is used it refers equally to both Deferred Share Awards and Time-Based Share Awards.

Share Awards made under the Incentive Plan will normally be nil-cost options to acquire shares in the Company at no cost to the Participant. Share Awards may also be made as conditional share awards or awards of restricted shares.

A Plan Award may not be made more than 10 years after the date of shareholder approval of the Incentive Plan.

Share Awards may be satisfied by the issue of new shares or by the transfer of shares held in treasury or by the trustee of an employee benefit trust.

Awards under the Incentive Plan are not pensionable.

Eligibility

A Participant must be an employee or director of the Group at the time a Plan Award is made. Participation in the Incentive Plan will be at the discretion of the Committee.

Individual limits

As stated in the Directors’ Remuneration Policy report which is being put to shareholders as Resolution 3, the maximum annual amount which may be paid out under a Performance-Based Award to an Executive Director (including under any related Deferred Share Award) may not exceed 300% of the Participant’s annual rate of basic salary at the date of grant, and the maximum annual amount over which a Time-Based Share Award may be granted to an Executive Director may not exceed 200% of the Participant’s annual rate of basic salary the date

of grant. The Committee may specify another limit from time to time, subject (in the case of a higher limit) to the approval of a revised Directors' Remuneration Policy by the Company's shareholders.

The aforementioned limits do not apply to Buy-Out Awards.

Performance targets

A Performance-Based Award will be subject to a performance target which will be set by the Committee at the time the Performance-Based Award is made.

The Committee may vary or waive the performance target applying to a Performance-Based Award if an event occurs which causes the Committee to consider that the performance target is no longer appropriate, provided that such variation or waiver is reasonable in the circumstances and, except in the case of a waiver, produces a fairer measure of performance and is not materially less difficult to satisfy.

Time-Based Share Awards will not be subject to a performance target, and will vest subject to continued employment only.

Leaving employment before Performance-Based Awards are paid

If a Participant ceases to be employed within the Group for any reason before a Performance-Based Award made to them is paid, then that Performance-Based Award will normally lapse.

If the reason for cessation of the Participant's employment is death, injury, ill-health or disability, redundancy, retirement, the sale of their employing business or company, or if the Committee in its discretion determines in any other particular case, the Committee may determine that the Performance-Based Award will continue as normal, or that it will become payable on the date of cessation of employment. In either case, any value which becomes payable under the Performance-Based Award will be time pro-rated (relative to the portion of the relevant financial year which has elapsed as at the time of leaving).

The Committee may vary the time pro-rating applied to allow a greater proportion of the Performance-Based Award to vest.

Deferral into shares

The Committee will determine the extent to which the performance target applicable to a Performance-Based Award has been met following the end of the relevant financial year, and accordingly the amount payable under that Performance-Based Award. Subject to any applicable minimum payment under the Performance-Based Award, a proportion of the amount shall be deferred into a Deferred Share Award, with the number of shares subject to the Deferred Share Award being determined by reference to the average share price over a period determined by the Committee.

Grant of Share Awards

Deferred Share Awards will be granted as soon as practicable following the determination of the extent to which the performance target applicable to the relevant Performance-Based Award has been met.

Share Awards will be granted subject to the Company not being prevented from granting awards over shares by restrictions on dealings in shares by directors or employees of the Group imposed by statute, order, regulation, Government directive or the Company's own code on dealings in its securities by directors and employees. No payment will be required for the grant of a Share Award and Share Awards are not transferable (except on death).

Award certificates shall be issued to each Participant as soon as reasonably practicable following the grant of the Share Award, setting out the details of the award.

Dilution limits

Share Awards cannot be made in accordance with the Incentive Plan if it would cause the number of shares issued or issuable under any employee share scheme operated by the Company in the preceding 10 years to exceed 10% of the Company's issued ordinary share capital at that time.

The above limit excludes any share awards which lapse, as well as any share awards which are satisfied by the transfer of existing shares. However, for as long as is required by guidelines issued by the Investment Association, the transfer of treasury shares will be treated as an issue of new shares.

Vesting of Share Awards

Deferred Share Awards will normally vest 2 years after they are granted. Time-Based Share Awards will normally vest in 3 equal tranches over 3 years from grant. A Share Award which is an option will lapse 10 years after the date on which it is granted.

Holding Period

Shares acquired under Share Awards may be subject to a holding period after vesting during which the Participant may not sell or transfer the shares, except to cover any tax payable in relation to the vesting or exercise of the Share Award.

Malus

At any time before a cash payment is made in relation to a Performance-Based Award or before a Share Award has vested the Committee may reduce the cash amount or number of shares subject to the relevant award if any of the following events occur:

- the Company or any Group company having to restate all or a portion of its financial statements to a material degree; and/or
- the Participant's gross negligence, fraud, dishonesty or other misconduct, or the Participant having committed any other act or omission which would entitle (or, where the Participant's employment has terminated prior to the date on which the Committee becomes aware of such act or omission, would have entitled) the Company or any Group company to terminate the Participant's employment summarily, whether under the terms of their employment contract, under common law or under any statute or regulations; and/or
- a material error having occurred in determining whether any performance target(s) have been met (or any other material error having occurred in calculating the number of shares subject to a Share Award); and/or
- such other exceptional circumstances which, in the Committee's absolute discretion, justify the Committee taking action.

Clawback

Where a cash payment has been made in relation to a Performance-Based Award or where a Share Award has vested (or, in the case of a Share Award which is an option, been exercised), the Committee may require the Participant to transfer all or a proportion of the value received under the cash payment or Share Award in substantially the same circumstances as apply to malus (as described above) for a period of two years after the cash payment and two years following the vesting date of a Share Award. Clawback may be effected, among other means, by requiring the transfer of shares back to the Company or as it directs, or by a cash payment.

Leaving employment during the vesting period of a Share Award

If a Participant ceases to be employed within the Group during the vesting period, a Share Award granted to them will normally lapse.

If the reason for cessation of the Participant's employment is death, injury, ill-health or disability, redundancy, retirement, the sale of their employing business or company, or if the Committee in its discretion determines in any other particular case, the Committee may determine that any Share Award held by the Participant shall continue to vest in accordance with its original terms.

Alternatively, the Committee may determine that the Share Award will vest immediately upon the cessation of employment and the proportion which vests will be determined by the Committee taking into account such factors as it considers relevant. A Share Award which is an option will ordinarily lapse if it has not been exercised within 6 months of cessation of employment or, if later, when it becomes exercisable.

Normally, in either case, the proportion of the Share Award which vests will be pro rated by reference to the period beginning from the date the Share Award was granted to the date of cessation.

The Committee may vary the time pro-rating applied to allow a greater proportion of the Deferred Share Award to vest.

Takeover and other corporate events

In the event of a takeover, compulsory acquisition, scheme of arrangement or winding up of the Company or, if the Committee determines, where the Company is affected by a demerger or similar other event, a Share Award will vest immediately. The Share Award may be exchanged for an award over shares in an acquiring company if an offer to exchange is made and accepted by the Participant or if the Committee, with consent of the acquiring company, determines that Share Awards should automatically be exchanged.

If the Committee is aware that an event described above is likely to occur and will result in Share Awards vesting in circumstances where the Company's entitlement to a corporation tax deduction may be lost, the Committee may determine that the time that Share Awards vest shall be immediately before such event takes place.

Variations of share capital

In the event of a variation of the share capital of the Company, including by way of a capitalisation issue, rights issue, demerger or other distribution, a special dividend or distribution, rights offer or bonus issue or any sub-division, consolidation, or reduction in the Company's share capital, either or both of the number of shares and the description of the shares subject to a Share Award may be adjusted in such manner as the Committee determines.

Rights attaching to shares

A Share Award will not confer any shareholder rights, such as the right to vote or to receive any dividend, where the record date is prior to the allotment or transfer of shares to the Participant following the vesting of the Share Award.

A Participant may be entitled to receive a payment in cash or shares upon their acquisition of the shares subject to their Share Award in respect of dividends on those shares. The payment will be of an amount equal to any dividends paid on the number of shares acquired pursuant to the Share Award during the period from the date that the Share Award was made to the date that the Participant acquires the shares.

A further payment may also be made in respect of interest on any such dividends from the date the dividend was paid to the date that the Participant acquires the shares, at a rate determined by the Committee.

Amendments

The Committee may amend the rules of the Incentive Plan at any time. However, the provisions relating to eligibility requirements, individual participation limits, dilution limits, the basis for determining a Participant's entitlement to benefits under the Incentive Plan, the adjustments that may be made in the event of a variation of share capital and the amendment provisions themselves may not be made to the advantage of existing or future Participants without the prior approval of shareholders of the Company in general meeting.

There are exceptions for minor amendments to benefit the administration of the Incentive Plan or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants, the Company or another member of the Group. Additionally, no amendment can be made which would adversely affect the rights of existing Participants without their consent.

The draft rules of the Incentive Plan will be available for inspection at 49/51 Dale Street, Manchester M1 2HF on any weekday (Saturdays, Sundays and public holidays excepted) from the date of sending this document until the close of the Annual General Meeting. The draft rules of the Incentive Plan will also be on display at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.