

Company Number: 4006623

The Companies Act 2006

Company Limited by Shares

ORDINARY AND SPECIAL RESOLUTIONS

of

ASOS PLC (the “Company”)

Passed 11 January 2023

At the Annual General Meeting of the Company, duly convened and held at 12.00 noon on 11 January 2023 at the office of ASOS Plc, Greater London House, Hampstead Road, London, NW1 7FB, the following ordinary and special resolutions were duly passed.

Ordinary Resolutions

2. THAT the Directors’ Remuneration Policy be approved.
11. That, in accordance with sections 366 and 367 of the Act, the Company and any company which is, or becomes, a subsidiary of the Company at any time during the period for which this resolution has effect, be authorised to: (a) make donations to political parties and/or independent election candidates; (b) make political donations to political organisations, other than political parties; and (c) incur political expenditure, as such terms are defined in Part 14 of the Act, during the period beginning on the date of the passing of this resolution and ending on the date of the Company’s next AGM, provided that the aggregate of all expenditure under paragraphs (a), (b) and (c) shall not exceed £100,000 in total.
12. That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the Act) to exercise all powers of the Company to allot shares in the Company (Shares) and to grant rights to subscribe for or convert any security into Shares up to an aggregate maximum nominal amount of £1,155,174.

This authority shall expire (unless renewed, varied or revoked by the Company in a general meeting) at the earlier of the conclusion of the next AGM of the Company or 10 April 2024, save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the expiry of such authority and the Directors may allot Ordinary Shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company previously granted to the Directors pursuant to section 551 of the Act.

- 15.1 That the ASOS plc Deferred Bonus Plan 2022 (the DBP), summarised on pages 9 and 10 of this Notice and the rules of which are produced to this meeting and for the purposes of identification initialled by the Chair, be approved and the Board be authorised to do all such acts and things necessary or desirable to establish the DBP; and

- 15.2 That the Board be authorised to adopt further plans based on the DBP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the DBP.

Special Resolutions

13. That, subject to the passing of Resolution 12, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 12 and/or to sell equity securities held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to such allotment or sale, provided that such authority shall be limited:

13.1 to allotments of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:

- i. to shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary;

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

13.2 (otherwise than pursuant to paragraph 12) to the allotment of equity securities or sale of treasury shares up to a nominal amount of £175,026.

The authority granted under this resolution 13 shall expire on the earlier of the conclusion of the next AGM of the Company or 10 April 2024 (unless previously revoked or varied by the Company in a general meeting), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted, and treasury shares to be sold, after the authority expires and the Directors may allot equity securities and/or sell treasury shares under any such offer or agreement as if the authority had not expired.

14. That, the Company be and is, pursuant to section 701 of the Act, generally and unconditionally authorised to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares of 3.5 pence each in the capital of the Company (Shares) provided that such power be limited:

14.1 to a maximum number of 5,000,753 Shares; and

14.2 the higher of the price of the last independent trade of a Share and the highest current independent purchase bid for a Share on the trading venue where the purchase is carried out,

and the power hereby conferred shall expire on the earlier of the conclusion of the next AGM of the Company or 10 April 2024, save that in each case the Company may enter into a contract to purchase Shares which will or may be contemplated or executed wholly or partly after the power ends and the Company may purchase Shares pursuant to any such contract as if the power had not ended.