

Result of AGM FY 2023

ASOS Plc is pleased to announce that all of the resolutions, as set out in the Notice of Annual General Meeting, were duly passed by shareholders by means of poll at the Company's Annual General Meeting held on Wednesday 7 February 2024, as set out in the table below.

RESOLUTIONS	FOR	% FOR	AGAINST	% AGAINST	WITHHELD*
1. To approve the Annual Report and Accounts for the financial period ended 3 September 2023	87,745,546	99.87%	115,178	0.13%	111,993
2. To approve the Directors' Remuneration Report	87,741,181	99.80%	179,055	0.20%	52,481
3. To re-elect Jørgen Lindemann as a Director of the Company	84,428,745	96.57%	2,997,385	3.43%	546,587
4. To re-elect José Antonio Ramos Calamonte as a Director of the Company	87,818,984	99.85%	129,754	0.15%	23,979
5. To re-elect Nick Robertson as a Director of the Company	87,413,292	99.38%	541,643	0.62%	17,782
6. To elect William Barker as a Director of the Company	87,645,903	99.66%	298,554	0.34%	28,260
7. To elect Wei Gao as a Director of the Company	87,051,956	98.98%	895,185	1.02%	25,576
8. To elect Marie Gulin-Merle as a Director of the Company	87,645,378	99.66%	301,758	0.34%	25,581
9. To elect Natasja Laheij as a Director of the Company	87,645,670	99.66%	301,207	0.34%	25,840
10. To elect Jose Manuel Martínez Gutiérrez as a Director of the Company	87,238,279	99.19%	708,032	0.81%	26,406
11. To elect Anna Maria Rugarli as a Director of the Company	87,140,473	99.19%	707,897	0.81%	124,347
12. To re-appoint PriceWaterhouseCoopers LLP as auditors of the Company	87,710,941	99.72%	245,849	0.28%	15,927
13. To authorise the Directors to determine the amount of the auditors' remuneration	87,820,161	99.84%	141,665	0.16%	10,891
14. To authorise the Company to make political donations	87,691,245	99.80%	171,702	0.20%	109,770
15. To authorise the Directors to allot Ordinary Shares in the Company	84,367,236	95.91%	3,593,405	4.09%	12,076
16. To authorise the Directors to disapply pre-emption rights**	84,373,767	95.93%	3,578,436	4.07%	20,514
17. To authorise the Company to make market purchases of own shares**	87,733,164	99.75%	222,761	0.25%	16,792
18. To authorise that a general meeting may be called on not less than 14 clear days' notice**	87,139,405	99.07%	822,101	0.93%	11,211

*A vote withheld is not a vote in law and is not counted in the votes for or against a resolution

** Passed as a special resolution.

Company Number: 4006623

The Companies Act 2006

Company Limited by Shares

ORDINARY AND SPECIAL RESOLUTIONS

of

ASOS PLC (the "Company")

Passed 7 February 2024

At the Annual General Meeting of the Company, duly convened and held at 2.30p.m. on Wednesday 7 February 2024 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

Political donations

14. That, in accordance with sections 366 and 367 of the Companies Act 2006 (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.

Authority to allot shares

15. That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of 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:

15.1 up to an aggregate maximum nominal amount of £1,391,096.56; and

15.2 up to an aggregate maximum nominal amount of £2,782,193.16 (such amount to be reduced by any allotments made under 15.1 above) in connection with a pre-emptive offer:

- i. to ordinary 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 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.

The authorities conferred on the Directors to allot Shares under Resolutions 15.1 and 15.2 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 28 February 2025, 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.

Special Resolutions

General disapplication of pre-emption rights

16. That, subject to the passing of Resolution 15, 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 15 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:

16.1 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

16.2 in the case of the authority granted under Resolution 15.1, to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to Resolution 16.1 above) up to a nominal amount of £208,664.47; and

16.3 to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to Resolution 16.1 or 16.2 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 Resolution 16.2 above, such power 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 most recently published by the Pre-Emption Group prior to the date of this notice.

The authority conferred on the Directors under this resolution shall expire (unless renewed, varied, or revoked by the Company in a general meeting) on the earlier of the conclusion of the next AGM of the Company or 28 February 2025, 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.

Authority to make market purchases of own shares

17. 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:

17.1 to a maximum number of 11,923,685 shares; and

17.2 the minimum price which may be paid per ordinary share shall be 3.5 pence; and

17.3 the maximum price (exclusive of expenses) which may be paid per ordinary share shall not be more than the higher of:

i. an amount equal to 105% of the average market value of an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days prior to the day on which the ordinary share is purchased; and

ii. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent purchase bid for an ordinary share on the trading venue where the purchase is carried out at the relevant time, including when shares are traded on different venues.

The authority conferred on the Directors under this resolution shall expire (unless renewed, varied, or revoked by the Company in a general meeting) on the earlier of the conclusion of the next AGM of the Company or 28 February 2025, save that in each case the Company may enter into a contract to purchase ordinary shares which will or may be contemplated or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not expired.

Notice periods for General Meetings (other than AGMs)

18. That a general meeting other than an AGM may be called on not less than 14 clear days' notice.



Emma Whyte
General Counsel and Company Secretary
ASOS Plc

7 February 2024