



ASOS Plc  
Greater London House  
Hampstead Road  
London  
NW1 7FB

18 November 2024

**This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser. If you have sold or otherwise transferred all your shares in ASOS Plc (the "Company"), please forward this document as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document on to the person who now holds the shares.**

Dear Shareholder,

I am pleased to send you the notice of the Annual General Meeting (the "**AGM**") for shareholders of ASOS Plc which will be held at Greater London House, Hampstead Road, London, NW1 7FB on Wednesday 22 January 2025 at 2.30pm. Registration will open at 2.00pm. Explanatory notes on all the resolutions accompany this Notice of Meeting (the "**Notice**").

In accordance with the UK Corporate Governance Code and best practice, all of the Directors are offering themselves for annual re-election, or, in the case of Christine Cross and Dave Murray, election at the AGM. Biographical details of the Directors offering themselves for election and re-election are set out in the notes to the resolutions which follow the Notice below.

The Board of Directors of the Company (the "**Board**") believe that all the proposed resolutions set out in this Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommend that you vote in favour of the proposed resolutions, as they intend to do in respect of their own beneficial shareholdings.

Even if you are intending to attend the AGM in person, we encourage all shareholders who would like to vote on the resolutions to appoint a proxy electronically by no later than 2.30pm on Monday 20 January 2025. Information on how to appoint a proxy electronically is given in notes 2 to 5 on page 10 of this document. As in previous years, you will not receive a paper Form of Proxy for the AGM. In the event that you do require a paper Form of Proxy, you will be able to request this from our Registrars, Link Group.

All resolutions will be put to the AGM by way of a poll. This reflects best practice and will ensure that shareholders have their votes taken into account in a way that is proportionate to their beneficial shareholdings, which the Board considers is a more democratic method of voting.

Shareholders will have the opportunity to ask questions and form a view on any points raised before voting on each resolution if they attend the AGM. Registered shareholders may also submit questions relating to the business of the AGM in advance of the meeting by sending an email to [cosec@asos.com](mailto:cosec@asos.com) by 2.30pm on Monday 20 January 2025 and the Board will address these in the meeting or, if there is insufficient time in the meeting, the Company will respond to these promptly after the meeting. The AGM will also be webcast live. In order to gain access to the webcast, shareholders are asked to pre-register by contacting [cosec@asos.com](mailto:cosec@asos.com) with your full name, address, number of shares held and email address you wish to use to attend the AGM via webcast. Shareholders accessing the webcast will be able to view the AGM, but will not be able to speak, ask questions or vote via the webcast.

The poll results will be made available by way of an announcement to the London Stock Exchange via the regulatory information service as soon as reasonably practicable after the AGM has concluded on Wednesday 22 January 2025.

Yours faithfully

**Jørgen Lindemann**  
Chair  
ASOS Plc

ASOS Plc  
Registered in England 4006623  
[www.asosplc.com](http://www.asosplc.com)

# Notice of Annual General Meeting 2024

ASOS Plc (the “Company”)

Company number: 4006623

Notice is hereby given that this year’s Annual General Meeting (the “AGM”) of ASOS Plc will be held at Greater London House, Hampstead Road, London, NW1 7FB on Wednesday 22 January 2025 at 2.30pm, to consider and, if thought fit, to pass the following resolutions, of which Resolutions 1 to 17 (inclusive) will be proposed as ordinary resolutions and Resolutions 18 to 21 will be proposed as special resolutions.

## Report and Accounts

1. To receive the Annual Report and Accounts of the Company for the financial period ended 1 September 2024 together with the Strategic Report, Directors’ Report and Auditor’s Report on those accounts.

## Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report as set out on pages 102 to 115 of the Annual Report for the financial period ended 1 September 2024.

## Directors

3. To re-elect Jørgen Lindemann as a Director of the Company.
4. To re-elect José Antonio Ramos Calamonte as a Director of the Company.
5. To re-elect William Barker as a Director of the Company.
6. To re-elect Wei Gao as a Director of the Company.
7. To re-elect Marie Gulin-Merle as a Director of the Company.
8. To re-elect Jose Manuel Martínez Gutiérrez as a Director of the Company.
9. To re-elect Natasja Laheij as a Director of the Company.
10. To re-elect Nick Robertson as a Director of the Company.
11. To re-elect Anna Maria Rugarli as a Director of the Company.
12. To elect Christine Cross as a Director of the Company.
13. To elect Dave Murray as Director of the Company.

## Reappointment and remuneration of auditor

14. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company.
15. To authorise the board of Directors of the Company (the “Directors”) to determine the amount of the auditor’s remuneration.

## Political donations

16. 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

17. 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:

17.1 up to an aggregate maximum nominal amount of £1,392,508.95; and

17.2 up to an aggregate maximum nominal amount of £2,785,017.94 (such amount to be reduced by any allotments made under 17.1 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 17.1 and 17.2 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 2026, 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.

#### **General disapplication of pre-emption rights**

**18.** That, subject to the passing of Resolution 17, 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 under the authority conferred by Resolution 17 and/or to sell equity securities held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited:

18.1 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 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 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

18.2 in the case of the authority granted under Resolution 17.1, to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to Resolution 18.1 above) up to a nominal amount of £417,752.69; and

18.3 to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to Resolution 18.1 or 18.2 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 18.2 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 2026, 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.

**19.** That, subject to the passing of Resolution 17, the Directors be authorised in addition to any authority granted under Resolution 18 to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolution 17.1 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited:

19.1 to the allotment of equity securities or sale of treasury shares up to a nominal amount of £417,752.69, such power to be used only for the purposes of financing (or re-financing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of Directors determines to be either an acquisition or a 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

19.2 to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to Resolution 19.1 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 19.1 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 2026, 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**

20. That, the Company be and is hereby generally and unconditionally authorised, pursuant to section 701 of the Act 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 provided that such power be limited:

20.1 to a maximum number of 11,935,791 shares;

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

20.3 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 2026, 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)**

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

By order of the Board

**Rishi Sharma**

Interim General Counsel and Company Secretary  
18 November 2024

ASOS Plc  
Registered Office  
Greater London House  
Hampstead Road  
London NW1 7FB

Registered in England 4006623

# Explanation of Resolutions

The notes on the following pages explain the proposed resolutions.

## **RECEIVING THE ANNUAL REPORT AND ACCOUNTS (Resolution 1)**

The Company must present the accounts for the financial period ended 1 September 2024 and the Directors' Report, the Strategic Report, and the Auditor's Report to the AGM for approval. These are contained in the Company's Annual Report and Accounts for the financial period ended 1 September 2024.

## **DIRECTORS' REMUNERATION REPORT (Resolution 2)**

Shareholders will have the opportunity to cast an advisory vote on the Directors' Remuneration Report for the financial period ended 1 September 2024. The report is set out in full on pages 102 to 115 of the Annual Report and Accounts for the financial period ended 1 September 2024.

## **ANNUAL RE-ELECTION AND ELECTION OF DIRECTORS (Resolutions 3 to 13)**

In accordance with the UK Corporate Governance Code 2018 and best practice, all of the Company's Directors are offering themselves for annual re-election or election at the AGM. Jørgen Lindemann, José Antonio Ramos Calamonte, William Barker, Wei Gao, Marie Gulin-Merle, Natasja Laheij, Jose Manuel Martínez Gutiérrez, Nick Robertson and Anna Maria Rugarli will offer themselves for re-election and Christine Cross and Dave Murray, who were elected during the year, are offering themselves for election.

The Directors believe that all Directors standing for re-election and election continue to perform effectively and demonstrate commitment to their roles and that they deliver an appropriate balance of skills and knowledge, all contributing to the long-term success of the Company as a whole. The Directors have considered whether each of the Non-executive Directors are free from any relationship that could materially interfere with the exercise of their independent judgement. The Directors have determined that, other than William Barker and Nick Robertson, each Non-executive Director continues to be independent.

Biographies for each of the Directors standing for re-election or election, including their skills and competencies, are set out on pages 8 to 9. It is the Directors' view that the Directors' biographies demonstrate why each Director's contribution is, and continues to be, important to the Company's long-term success.

## **REAPPOINTMENT OF AUDITOR AND REMUNERATION OF AUDITOR (Resolutions 14 & 15)**

At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint auditors to serve until the next such meeting.

The Audit Committee assessed the external auditor, PricewaterhouseCoopers LLP (PwC), and concluded that the external auditor acts with independence and objectivity. PwC has indicated its willingness to continue in office as auditor of

the Company until the conclusion of the next AGM at which accounts are laid before the Company. Resolution 14 proposes that PwC be re-appointed as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which the accounts are laid.

Resolution 15 gives authority to the Directors, in accordance with standard practice, to determine the auditor's remuneration.

## **POLITICAL DONATIONS (Resolution 16)**

The Act requires companies to obtain shareholders' authority before they can make donations to UK political organisations or incur UK political expenditure. The Company's policy is that it does not, directly or through any subsidiary, make donations to any political party or incur other political expenditure. The authorities we are requesting from shareholders are not designed to change this. However, the Act defines political donations and political expenditure very broadly and, as a result, may cover activities that form part of normal relationships, and which are accepted as a way of engaging with stakeholders and opinion-formers to ensure that companies' issues and concerns are considered and addressed.

For example, the Act may capture sponsorship, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform. Activities of this nature are not designed to support any political party or to influence public support for a particular party and would not be thought of as political donations in the ordinary sense of those words. Accordingly, this resolution is proposed to ensure that the Company and its subsidiaries do not, because of any uncertainty as to the activities covered by the Act, unintentionally commit any technical breach of the Act. Under the Act, this authority may be for a period of up to four years. However, in line with corporate governance best practice, the Company is seeking the authority on an annual basis. In the financial period ended 1 September 2024, the Company and its subsidiaries did not incur any expenditure pursuant to equivalent authorities.

## **AUTHORITY TO ALLOT SHARES (Resolution 17)**

The Directors may only allot shares or grant rights to subscribe for, or convert any security into shares, if authorised to do so by shareholders. The existing authority to allot shares conferred on the Directors at last year's AGM under section 551 of the Act expires on the date of the forthcoming AGM.

Resolution 17.1 seeks to renew the existing authority under section 551 of the Act, which would otherwise expire at the AGM, to give the Directors authority to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate maximum nominal amount of £1,392,508.95 (representing 39,785,970 ordinary shares of 3.5 pence each, which represents approximately one third of the issued ordinary share capital of the Company (excluding treasury shares) as at 18 November 2024, being the latest practicable date prior to the publication of this document).

In addition, in line with guidance issued by the Investment Association, Resolution 17.2 authorises the Directors to allot shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer) in favour of shareholders up to a nominal amount equal to £2,785,017.94 (representing 79,571,941 ordinary shares of 3.5 pence each), as reduced by the nominal amount of any shares issued under Resolution 17.1. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 18 November 2024 (being the last practicable date prior to the publication of this document).

The authority conferred on the Directors by this resolution will 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 2026. As at 18 November 2024, being the latest practicable date prior to publication of this document, the Company does not hold any treasury shares.

The Company is proposing this resolution to give the Directors flexibility to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company. The Directors have no present intention to exercise the authority sought under Resolution 17, except in connection with the Company's employee share schemes.

The Directors intend to take note of relevant corporate governance guidelines in the use of such powers in the event that such authority is exercised.

#### **DISAPPLICATION OF PRE-EMPTION RIGHTS (Resolutions 18 and 19)**

Under section 561(1) of the Act, if the Directors wish to allot shares in the Company, or grant rights to subscribe for, or convert securities into shares, or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of new shares, for cash, without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless shareholders have first waived their pre-emption rights.

Resolution 18, which will be proposed as a special resolution and is subject to the passing of Resolution 17, would, if passed, give the Directors the authority to allot shares (or sell any shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be limited to:

- (a) allotments or sales in connection with pre-emptive offers;
- (b) otherwise, allotments or sales up to an aggregate nominal amount of £417,752.69 (representing 11,935,791 ordinary shares of 3.5 pence each, which is approximately 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at 18 November 2024 (being

the latest practicable date prior to the publication of this document)); and

- (c) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (b) above (a maximum of 2% of the issued ordinary share capital of the Company), such power to be used only for the purposes of making a follow-on offer of the kind contemplated by Section 2B of the Pre-Emption Group's Statement of Principles 2022.

The power set out in Resolution 19 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Pre-Emption Group's Statement of Principles. The power under Resolution 19 is in addition to that proposed by Resolution 18 and would be limited to:

- (a) allotments or sales of up to an aggregate nominal amount of £417,752.69 (representing 11,935,791 ordinary shares of 3.5 pence each, which is approximately 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at 18 November 2024 (being the latest practicable date prior to the publication of this document)); and
- (b) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (b) above (a maximum of 2% of the issued ordinary share capital of the Company), such power to be used only for the purposes of making a follow-on offer of the kind contemplated by Section 2B of the Pre-Emption Group's Statement of Principles 2022.

The limits in Resolutions 18 and 19 are in line with those set out in the Pre-Emption Group's 2022 Statement of Principles.

The Directors consider the authorities in Resolutions 18 and 19 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emptive provisions.

The Board has no present intention to make use of the authorities sought by Resolutions 18 and 19. If the powers are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in Part 2B of the Pre-Emption Group's Statement of Principles 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-Emption Group's Statement of Principles 2022.

The authority conferred on the Directors by Resolutions 18 and 19 will 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 2026. As at 18 November 2024, being the latest practicable date prior to publication of this document, the Company does not hold any treasury shares.

**AUTHORITY TO MAKE MARKET PURCHASES OF OWN SHARES  
(Resolution 20)**

Resolution 20 will give the Company the ability to make market purchases of its own shares up to a specified amount. The authority will be limited to market purchases of up to 11,935,791 shares, being 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 18 November 2024, being the latest practicable date prior to the publication of this document.

This resolution sets out the minimum and maximum prices that the Company can pay for the shares of the Company. The authority will be kept under review and the Company will only exercise the power to purchase after careful consideration and when the Company is satisfied that to do so is in the best interests of the Company and its shareholders under the circumstances.

As at 18 November 2024, being the latest practicable date prior to publication of this document, the Company does not hold any treasury shares. The total number of options to subscribe for shares outstanding at 18 November 2024, being the last practicable date prior to the publication of this document, was 5,750,708, which represented 4.82% of the issued ordinary share capital of the Company at that date. If the Company were to purchase the maximum number of shares permitted under this resolution, the proportion of shares subject to outstanding options would represent approximately 5.35% of the issued share capital of the Company as at 18 November 2024. This excludes awards granted under the ASOS Plc Value Creation Plan.

The authority conferred on the Directors by this resolution 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 2026.

Any shares purchased would be either held as treasury shares or cancelled.

**NOTICE PERIODS FOR GENERAL MEETINGS (OTHER THAN AGMS) (Resolution 21)**

The notice period required by the Act for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice. Resolution 21 authorises the calling of general meetings other than an AGM on not less than 14 clear days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of the shareholders as a whole. The authority conferred on the Directors by this resolution will be effective until the Company's next annual general meeting, at which it is intended a similar resolution will be proposed.

# Board biographies

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## Jørgen Lindemann

Chair

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**Appointed:** Non-executive Director in November 2021 and Chair in August 2022

**External Appointments:** CEO of Viaplay Group and Board Member of Vivino APS.

**Experience:** Jørgen has strong experience of leading digital-first businesses. He is currently CEO of Viaplay Group, the Swedish-based entertainment streaming service.

Jørgen is the former President and CEO of Modern Times Group (MTG), the Swedish based digital entertainments business, where he worked from 1994 to 2020. He also sat on the board of Zalando as a Non-executive Director from 2016 to 2021. His other previous roles include Kongregate, Non-executive Director; DreamHack, Chair; Turtle Entertainment, Chair; NOVA Broadcasting Group, Chair; Reach for Change, Board Member; FTV Prima, Non-executive Director and Co-Chair; CTC Media Inc, Non-executive Director and Co-Chair; and, most recently, Chair of Miinto, the Danish-based online fashion marketplace.

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## Dave Murray

Chief Financial Officer

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**Appointed:** April 2024

**External Appointments:** None.

**Experience:** Dave is a Chartered Accountant and has more than 20 years of experience across a range of finance roles in the retail and ecommerce industry.

Prior to joining ASOS, he was Chief Financial Officer of MatchesFashion and before that he was Finance SVP at Farfetch. Prior to Farfetch, Dave spent five years at Amazon, most recently as European finance director of Amazon Logistics. Earlier in his career, he spent a decade in senior finance-based roles at Sainsbury's.

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## William Barker

Non-executive Director

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**Appointed:** September 2023

**External Appointments:** CEO of Camelot Capital Partners LLC, Executive Chairman of Tapi Carpets & Floors Limited and Synnovia Limited and Board Member of Re:Build Manufacturing LLC.

**Experience:** William is the founder and CEO of Camelot Capital Partners LLC, a California-based investment management company and has a wealth of retail and commercial experience. William is also the Executive Chairman of Tapi Carpets & Floors, Executive Chairman of Synnovia, a UK manufacturing conglomerate and is also a founding investor and Board Member of Re:Build Manufacturing LLC. Previously William was the Executive Chairman of Life is Beautiful, a music and entertainment festival in the USA and was an advisor to Tony Hsieh, the founder of Zappos.

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## José Antonio Ramos Calamonte

Chief Executive Officer

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**Appointed:** June 2022

**External Appointments:** None.

**Experience:** José was appointed Chief Executive Officer in June 2022. He joined ASOS in January 2021 as Chief Commercial Officer, where he led the product and trading strategy globally. Prior to joining ASOS, José was Chief Executive Officer at Portuguese fashion company, Salsa Jeans between 2019 and 2021. Before that, he led the commercial strategy for high-profile brands including Esprit, Carrefour Spain and Inditex.

Having started his career at McKinsey & Company, José has extensive multichannel experience, having worked across both online and physical fashion retail, with expertise in trading, merchandising, and transformation.

José holds a Master's degree in Business Administration from MIT Sloan School of Management.

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## Natasja Laheij

Senior Independent Non-executive Director

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**Appointed:** April 2023

**External Appointments:** Senior Finance Director at Google EMEA, Chair of Google Payments Limited and Audit Chair of Vandemoortele.

**Experience:** Natasja has more than 25 years of experience in international commercial and financial management, e-commerce, tech, consumer electronics, telco and retail in B2C and B2B environments through her roles in Deloitte Australia, Sony Ericsson, Apple and as CFO Amazon Fashion Europe.

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## Christine Cross

Independent Non-executive Director

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**Appointed:** April 2024

**External Appointments:** Senior Advisor at Inverleith LLP, Advisor at Interpath Advisory and Independent Non-executive Director at The Pollen Estate Trustee Company Limited.

**Experience:** Christine has more than 35 years' experience in global multi-channel retail, initially at Tesco plc where she spearheaded own-brand development and reinvigorated the clothing brand as Trading Director. Christine has served on the Boards of numerous listed, private and PE-backed businesses including Next plc (UK), Woolworths plc (Australia), Sonae plc (Portugal), Zooplus AG (Germany) and Clipper Logistics plc (UK). Most recently, she has served on the Boards and was Remuneration Committee Chair of Hilton Food Group plc (UK) and Coca Cola Europacific Partners plc as well as acting as Board Advisor to Unilever and River Island.



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**Wei Gao**

Independent Non-executive Director

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**Appointed:** February 2023

**External Appointments:** Venture Partner at Madrona, Chief Digital and Product Officer at Re:Build Manufacturing and Board Member at Phononic.

**Experience:** Wei has a wealth of e-commerce and operating experience, having worked in various roles at Amazon over 16 years, latterly as Technical Advisor to the CEO and Vice President Grocery, Tech, Product and Supply Chain. Most recently Wei was Chief Operating Officer of Hopin, the online events platform, until July 2022. Wei brings a depth of relevant industry knowledge across international commerce, business transformation and data-driven decision-making.

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**Jose Manuel Martínez Gutiérrez**

Independent Non-executive Director

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**Appointed:** April 2023

**External Appointments:** CEO and Executive Director of Bimba y Lola and Independent Non-executive Director of Ecoalf.

**Experience:** Jose Manuel has more than 30 years of experience in the retail and fashion industry, initially as a Strategy Consultant at McKinsey before moving into leadership roles at international fashion businesses. At Inditex, he was Director of Distribution and Operations, responsible for the global product distribution model of the group. He later served for six years as CEO and Executive Director of Esprit.

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**Anna Maria Rugarli**

Independent Non-executive Director

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**Appointed:** June 2023

**External Appointments:** Vice President of Japan Tobacco International, Executive Director of Japan Tobacco International SA and Non-executive Director at Prada Group.

**Experience:** Anna Maria is a sustainability and CSR expert with more than 20 years of experience working with leaders in global apparel, including Nike Inc. and VF Corporation. She has specialised in creating innovative strategies to address some of the most pressing environmental and social challenges faced by the industry today, as well as providing end-to-end oversight through implementation and roll-out.

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**Marie Gulin-Merle**

Independent Non-executive Director

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**Appointed:** February 2023

**External Appointments:** Global Vice President of Ads Marketing of Google and Advisor to the Marketing Standards Board of the General Assembly, a company which focuses on education and career transformation.

**Experience:** Marie has more than 20 years of experience in marketing and digital transformation, working in technology and fashion. Prior to joining Google in 2019, Marie was Chief Marketing Officer of Calvin Klein Inc and Chief Digital Officer of its parent company, PVH Corp. Marie also spent 17 years of her career at L'Oréal, latterly as Group Chief Marketing Officer USA, where she successfully transformed the company's marketing functions.

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**Nick Robertson**

Founder and Non-executive Director

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**Appointed:** Co-founded ASOS.com Limited in 2000, and served as its Chief Executive Officer until September 2015, when he became a Non-executive Director

**External Appointments:** Non-executive Director of AFCW Plc and Gandys International Limited.

**Experience:** Nick's career began in 1987 at the advertising agency Young & Rubicam. In 1991, he moved to Carat, the UK's largest media planning and buying agency. In 1995, he co-founded Entertainment Marketing Ltd, a marketing services business. Nick is Chair of the ASOS Foundation, a registered charity funded by ASOS which works to improve the lives of young people in the UK and overseas through long-term partnerships with established local charities.

Nick was awarded an OBE in 2011 for his achievements in the world of fashion retailing.

# Notes to Resolutions

1. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend, speak and vote (including on a poll) in their place. A proxy need not be a shareholder of the Company but must attend the AGM in person. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder.

2. A shareholder can appoint a proxy electronically at [www.asosplcshares.com](http://www.asosplcshares.com). For an electronic proxy appointment to be valid, an appointment must be received by no later than 2.30pm on Monday 20 January 2025 (or if the AGM is adjourned, no later than 48 hours before the time of any adjourned AGM, excluding non-working days). You may only appoint a proxy using the procedure set out in these notes. Appointing a proxy electronically, or any CREST Proxy Instruction as described in note 5, will not prevent a shareholder from attending and voting in person. If you have appointed a proxy but attend and vote at the AGM in person, such vote will replace any vote previously lodged. Alternatively, the registrar, has launched a shareholder app: LinkVote+.

It's free to download and use and gives shareholders the ability to access their records at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on the Apple App Store and Google Play.

3. Institutional investors may also 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. Further information regarding Proxymity can be found at [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 2.30pm on Monday 20 January 2025 in order to be considered valid. Before appointing a proxy by this process, you will need to agree to the Proxymity terms and conditions. It is important that these are read carefully as they are binding and govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

4. 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. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the AGM 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via and 'login as a guest' when prompted).

The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent RA10 no later than 48 hours before the AGM (excluding non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001 (as amended).

6. 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 Company's Register of Members in respect of the joint holding (the first named being the most senior).
7. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

8. Under Section 338 and Section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company: (i) to give to shareholders of the Company entitled to receive this Notice, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment of the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company no later than Monday 9 December 2024, being the date six clear weeks before the AGM, or if later, the time at which Notice of the AGM is given and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

9. With respect to rights to attend (by proxy) and vote at the AGM (and for the purposes of the determination by the Company of the votes they may cast), shareholders registered in the Register of Members of the Company at the close of business on Monday 20 January 2025 (or, if the AGM is adjourned, the close of business on the date which is two working days before the date of the adjourned AGM) shall be entitled to attend, speak and vote at the AGM in respect of the number of Ordinary Shares registered in his or her name at that time. Changes to entries on the Register of Members of the Company after the close of business on Monday 20 January 2025 shall be disregarded in determining the rights of any person to attend, speak or vote at the AGM.
10. Voting for all resolutions at this year's AGM will be conducted by way of poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. On arrival at the AGM all those entitled to vote will be required to register and collect a poll card. In order to facilitate these arrangements, it would be helpful if shareholders would arrive at the AGM in good time. Shareholders will be given instructions on how to fill in the poll card at the meeting.
11. Security and safety measures will be in place to ensure your safety at the AGM. All those present at the AGM are asked to facilitate the orderly conduct of the meeting and the health and safety of those attending it, and the Company reserves the right, if orderly conduct or attendees' health or safety is threatened by a person's behaviour, to refuse entry to that person or to require that person to leave. All hand baggage may be subject to examination prior to entry to the AGM. Mobile phones may

not be used in the AGM and cameras, video recorders, laptop computers and similar equipment may not be taken into the AGM. Anyone attempting to take photos, or to record or film proceedings, may be asked to leave.

12. Copies of all service agreements under which the Directors are employed and the terms and conditions of appointment of the Non-executive Directors are available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excepted). Copies of these documents and the terms and conditions of appointment of the Non-executive Directors of the Company will also be available at the place of the AGM for 15 minutes prior to and during the AGM.
13. Except as provided above, members who have general queries about the AGM should write to the Company Secretary at our registered office. You may not use any electronic address provided either in this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.
14. A copy of this Notice, and other information required by Section 311A of the Act, can be found at [www.asosplc.com](http://www.asosplc.com).
15. Under Section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the AGM, or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous AGM. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
16. As at 18 November 2024, being the latest practicable date prior to publication of this document, the Company's issued share capital consists of 119,357,912 Ordinary Shares. The Company currently has no shares in treasury. Therefore, the total number of voting rights in the Company as at 18 November 2024 (being the latest practicable date prior to the publication of this document) is 119,357,912.

ASOS Plc  
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