



ASOS Plc  
Greater London House  
Hampstead Road  
London  
NW1 7FB

2 August 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 ("ASOS" or 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 writing to inform you that a General Meeting for shareholders of ASOS Plc will be held at Greater London House, Hampstead Road, London, NW1 7FB on Tuesday 20 August 2024 at 2.30pm. Registration will open at 2.00pm. Explanatory notes on all the resolutions accompany this Notice of Meeting (the "**Notice**").

The Remuneration Committee, also taking into account views expressed by a number of the Company's shareholders pursuant to a consultation process, has been considering the appropriateness of the Company's current Remuneration Policy and wishes to have the ability to replace the ASOS Plc Long Term Incentive Scheme ("**ALTIS**") with a rather more geared incentive to further align Executive Directors and the Senior Leadership team ("**Senior Leaders**") with the Company's ambitious growth plans. As such, the Directors are proposing to introduce an ASOS Plc Value Creation Plan ("**VCP**") to incentivise its Senior Leaders to deliver exceptional value for shareholders through substantial growth in the Company's share price. The VCP will only deliver value to recipients to the extent the share price exceeds £6.70 (being approximately double the share price when the VCP design work commenced). This demonstrates the ambition which the plan seeks to incentivise and reward.

Recipients under the VCP would not receive further ALTIS performance share awards for the life of the policy with the next grant of ALTIS performance share awards (if any) to Senior Leaders anticipated to be in 2027 (i.e. after 3 years).

A summary of the principal terms of the proposed VCP is attached as Appendix A to this Notice.

To enable the plans to operate as intended, the proposed dilution limits under both the proposed VCP and amended versions of the current ALTIS, ASOS Plc Deferred Bonus Plan ("**DBP**") and ASOS Plc Sharesave Plan ("**SAYE**") will set a new 10% in 10 year dilution limit, counting awards made from the date of the General Meeting which may be satisfied through the issue of new shares or the transfer of shares out of treasury.

To facilitate the introduction of the VCP, it is necessary to amend the long-term incentive section of the current Directors' Remuneration Policy to incorporate the operation of the VCP. No other changes to the 2023 Remuneration Policy are proposed other than minor updates to the malus and clawback provisions. These limited changes are proposed to be introduced through the adoption of a new policy as this restarts the 3-year life of the policy, therefore the next need for shareholders to vote on a new Directors' Remuneration Policy is expected to be in 2027 to coincide with the time when any replacement to the VCP will be proposed to shareholders.

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.

Shareholders will note that the General Meeting is being called on less than 21 clear days' notice, the authority for which was granted to the Company at its most recent annual general meeting. The Board considers that the use of this flexibility is merited by the potential advantage to shareholders of the VCP being adopted in a more timely manner. In particular, so as to better position the Company to benefit during the current financial year from the improved alignment of Senior Leader incentives offered by these proposals.

Even if you are intending to attend the General Meeting 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 Friday 16 August 2024. Information on how to appoint a proxy electronically is given in notes 2 to 5 on page 18 of this document. You will not receive a paper Form of Proxy for the General Meeting. 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 General Meeting 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 General Meeting. Registered shareholders may also submit questions relating to the business of the General Meeting in advance of the meeting by sending an email to [cosec@asos.com](mailto:cosec@asos.com) by 2.30pm on 16 August 2024 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 General Meeting will also be webcast live on our website: [www.asosplc.com](http://www.asosplc.com). 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 General Meeting via webcast. Shareholders accessing the webcast will be able to view the General Meeting, 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 General Meeting has concluded on Tuesday 20 August 2024.

Yours faithfully

**Jørgen Lindemann**  
Chair  
ASOS Plc

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

# Notice of General Meeting

ASOS Plc

Company number: 4006623

Notice is hereby given that a General Meeting of ASOS Plc (the "Company") will be held at Greater London House, Hampstead Road, London, NW1 7FB at 2.30pm on Tuesday 20 August 2024, to consider and, if thought fit, to pass the following ordinary resolutions.

## Approval of the ASOS Plc Value Creation Plan

1. That the rules of the ASOS Plc Value Creation Plan (the "VCP"), produced in draft to this meeting (the terms of which are summarised in Appendix A to this Notice) and, for the purposes of identification, initialled by the Chair, be and are hereby approved and the Directors be authorised to:
  - (a) do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the VCP; and
  - (b) establish further plans based on the VCP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the VCP.

## Approval of the revised Directors' Remuneration Policy

2. That the revised Directors' Remuneration Policy, as set out in Appendix B to this Notice and a copy of which is produced to this General Meeting and for the purposes of identification only, initialled by the Chair, be and is hereby approved.

## Amendments to the ASOS Plc Long Term Incentive Scheme 2022

3. That the proposed amendments to the rules of the ASOS Plc Long-Term Incentive Scheme 2022 (the "ALTIS"), as described in the explanatory note to Resolution 3, and a copy of which (marked up to show the proposed amendments) is produced in draft to this General Meeting, be approved and the Directors be authorised to adopt the amendments into the rules of the ALTIS and to do all such other acts and things as they may consider appropriate to implement the amendments.

## Amendments to the ASOS Plc Deferred Bonus Plan 2022

4. That the proposed amendments to the rules of the ASOS Plc Deferred Bonus Plan 2022 (the "DBP"), as described in the explanatory note to Resolution 4, and a copy of which (marked up to show the proposed amendments) is produced in draft to this General Meeting, be approved and the Directors be authorised to adopt the amendments into the rules of the DBP and to do all such other acts and things as they may consider appropriate to implement the amendments.

## Amendments to the ASOS Plc Sharesave Plan 2022

5. That the proposed amendments to the rules of the ASOS Plc Sharesave Plan 2022 (the "SAYE"), as described in the explanatory note to Resolution 5, and a copy of which (marked up to show the proposed amendments) is produced in draft to this General Meeting, be approved and the Directors be authorised to adopt the amendments into the rules of the SAYE and to do all such other acts and things as they may consider appropriate to implement the amendments.

By order of the Board

**Rishi Sharma**

Interim General Counsel & Company Secretary

2 August 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.

## **APPROVAL OF THE ASOS PLC VALUE CREATION PLAN (Resolution 1)**

Resolution 1 seeks authority from shareholders to adopt and operate the VCP for a period of 6 years from the date of the General Meeting.

In developing the VCP, the Remuneration Committee has taken into account views expressed by the Company's major shareholders.

A summary of the principal terms of the VCP is set out at Appendix A to this Notice.

A copy of the rules of the VCP will be on display at the place of the General Meeting from at least 15 minutes before the General Meeting starts until it ends, and on the National Storage Mechanism from the date of this Notice.

## **APPROVAL OF THE REVISED DIRECTORS' REMUNERATION POLICY (Resolution 2)**

This resolution seeks approval to adopt a new Directors' Remuneration Policy which will apply for the next 3 years or so. The proposed policy is largely consistent with the current policy except to the extent necessary to permit the operation of the proposed Value Creation Plan.

A copy of the revised Directors' Remuneration Policy is set out at Appendix B to this Notice and will be on display at the place of the General Meeting from at least 15 minutes before the General Meeting starts until it ends, and on the National Storage Mechanism from the date of this Notice.

## **AMENDMENTS TO THE ASOS PLC LONG TERM INCENTIVE SCHEME 2022, ASOS PLC DEFERRED BONUS PLAN 2022 AND ASOS PLC SHARESAVE PLAN 2022 (Resolutions 3, 4 and 5)**

The ASOS Plc Long-Term Incentive Scheme 2022 (the "ALTIS") was adopted on 14 February 2022 and is used to grant long-term incentive awards to the Company's Executive Directors and other senior employees (although it is intended that the senior management team will only receive awards under the VCP going forwards, as explained on page 1 of this Notice).

The ASOS Plc Deferred Bonus Plan 2022 (the "DBP") was adopted on 11 January 2023 and is used to permit part of bonuses to be deferred into Shares.

The ASOS Plc Sharesave Plan 2022 (the "SAYE") was adopted on 14 February 2022 and is an all-employee share option plan which has been designed to meet HMRC requirements so that UK employees can acquire shares under the SAYE in a tax-efficient manner.

In conjunction with the proposals to introduce the VCP (as explained on page 1 of this Notice), the current dilution limits in the rules of the ALTIS, DBP and SAYE will be removed and replaced with a new 10% in 10 year dilution limit counting all awards made under any Group employees' share scheme from the date of the General Meeting which may be satisfied through the issue of new shares or the transfer of shares out of treasury.

For the purposes of the new limit in the ALTIS, DBP and SAYE, treasury shares will count as new issue shares (unless institutional shareholder guidelines are amended to provide otherwise) but shares subject to awards which have been released or lapsed do not count.

The effect of the proposed amendments is to maintain a 10% limit for all ASOS share plans and allow the relevant plans to continue to be offered to a broad population of participants which we believe to be important to the growth of the business and in our shareholders' best interests.

No other changes are proposed to the rules of the ALTIS, DBP or SAYE.

A copy of the rules of the amended ALTIS, DBP and SAYE, marked up to show the proposed changes, will be on display at the place of the General Meeting from at least 15 minutes before the General Meeting starts until it ends, and on the National Storage Mechanism from the date of this Notice.

# Appendix A

## Summary of the principal terms of the ASOS Plc Value Creation Plan (“VCP”)

### Introduction

The VCP has been designed to incentivise management to deliver exceptional returns for shareholders over a circa five year period ending on 31 August 2029 (the “**Performance Period**”), plus a further year over which Awards may be exercised. Under the VCP, participants will receive a portion of the growth in the value of the business above a threshold value.

### Operation

The Remuneration Committee of the Board of Directors of the Company (the “**Committee**”) will supervise the operation of the VCP.

### Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the VCP, at the discretion of the Committee.

Unless determined otherwise by the Committee, employees that are participants in the ASOS Long Term Incentive Scheme (“**ALTIS**”) in respect of any ALTIS awards granted during the financial years of the Company ending 31 August 2025, 2026 and 2027 will not be eligible to participate in the VCP.

### Awards

Under the VCP, the Committee may grant an eligible employee a right (“**Award**”) to receive a proportion of a pool of value that will be created if certain growth targets are achieved (“**Pool**”), as explained further below. Awards will be granted in the form of a nil-cost option, where a participant can decide when to exercise their Award and receive ordinary shares in the Company (“**Shares**”) during a limited period of time after it has vested.

The proportion of the Pool to which a participant is entitled (“**Participant Allocation**”) will be set at the time the Award is granted.

On exercise of the Award, the value of the Participation Allocation will be determined (as explained below) and the participant will receive a number of Shares that are equivalent to the value of the vested Participation Allocation.

The Committee may allow Awards to be settled in cash, although in practice, this is only expected to be the case (if at all) in exceptional circumstances.

### Calculation of Pool

The potential aggregate value of the Pool (to be shared amongst VCP participants) will be equal to 5.5% of the growth in the value of the Company above a reference threshold value of £6.70 per Share (“**Threshold Value**”), being approximately two times the price of a Share when the Committee initially considered the design for the VCP.

An Award will only vest and deliver value to a Participant in respect of any increase in share price above this Threshold Value. For the purpose of assessing the size of the reference Pool in connection with exercises and preventing undue benefit from volatility, the share price will be calculated using the average closing price over the 90 days ending on or shortly prior to the day before the exercise of the Award. This value will be assessed on the exercise of an Award which will be permitted during certain windows from the Vesting of an Award to the last dealing day preceding each successive quarter up to and including the end of the financial year ending closest to the 6th anniversary of the Meeting (i.e. 31 August 2030).

Provided the Threshold Value is achieved in respect of exercises on or after 29 November 2029, an underpin will apply such that the relevant Pool will be calculated using the higher of the average share price over the 90 days at or shortly prior to exercise and the price derived by reference to the underlying free cash flow of the Group (“**FCF Underpin**”). If the FCF Underpin is applied, the Committee will calculate the value of the relevant Pool by reference to the Group Free Cash Flow (defined below) for the financial year ending 31 August 2029 (“**FY29**”) provided the share price at exercise remains above £6.70, on the following basis:

Group Free Cash Flow for FY29*	Implied Share price for purpose of calculating value of the Pool*
£135m	£13.00
£180m	£15.00
£215m	£18.00

\* Straight-line interpolation will apply between these points. For the avoidance of doubt, there are no additional points for Group Free Cash Flow below £135m and above £215m.

For the purpose of the table above, “**Group Free Cash Flow**” will be defined as Group adjusted earnings before interest, tax, depreciation and amortisation (“**EBITDA**”) less maintenance capital expenditure. The Committee may in its absolute discretion adjust the definition of Group Free Cash Flow to ensure that the VCP operates as intended and is not impacted by a failure to deliver maintenance capital expenditure provided that the Board has given the CEO (on behalf of participants) the opportunity to make representations regarding such changes prior to their adoption.

Except in the case of a corporate event (see below), the FCF Underpin may only apply to the portion of Awards exercised on or after 29 November 2029 and accordingly after end of the Performance Period further to the determination of Group Free Cash Flow for FY29.

The Committee may amend or substitute the Pool value calculation or FCF Underpin if one or more events occur which cause the Committee to consider that an amended or substituted calculation or condition would be more appropriate and would not be materially less difficult to satisfy but for the event in question provided that the Committee has given the CEO (on behalf of participants) the opportunity to make representations regarding such changes prior to their adoption.

### **Grant of Awards**

The Committee may normally grant Awards within six weeks following: (i) the date on which the VCP is approved by shareholders; (ii) the Company’s announcement of its results for any period; or (iii) the lifting of restrictions on dealing in Shares that prevented grant of Awards under (i) or (ii). The Committee may also grant Awards when there are exceptional circumstances which the Committee considers justifies the granting of Awards.

An Award may not be granted more than five years after shareholder approval of the VCP.

No payment is required for the grant of an Award. Awards are not transferable, except on death. Awards are not pensionable.

### **Individual limit**

The maximum Participant Allocation that a participant may be awarded will be limited to 15% of the Pool.

The CEO and CFO will receive Participant Allocations of 15% and 8% respectively.

The remaining portion of the Pool will be allocated to eligible employees, with a small portion reserved for future hires and promotions.

### **Overall limit**

The VCP may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any ten year period, the Company may not issue (or have the possibility to issue) more than 10% of the issued ordinary share capital of the Company in respect of Awards made in that period under the VCP and any other employees’ share scheme adopted by the Company. Any awards granted prior to the date of adoption of the VCP will not count towards this limit. The potential dilution in respect of Awards for such purposes will be determined at the time of the grant of the Awards based on appropriate estimates and then periodically revised by the Committee until final numbers can be determined.

Treasury Shares will count as new issue Shares for the purposes of this limit but they will also cease to count towards this limit if institutional investor bodies decide that they need not count.

This limit does not include any rights to Shares which have been released or lapsed.

### **Vesting of Awards**

Awards under the VCP will normally vest as follows:

- (i) Awards to Executive Directors will vest in two equal tranches (each in respect of 50% of the Participant Allocation) on each of the 4<sup>th</sup> and 5<sup>th</sup> anniversary of the date of the General Meeting.
- (ii) Awards to other participants will vest in three equal tranches (each in respect of one-third of the Participant Allocation) on the 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> anniversaries of the date of the General Meeting.

Different normal time vesting profiles may be set in respect later Awards to future hires or in connection with promotions.

Once vested, Awards may be exercised in whole or part. On vesting, the Award becomes capable of exercise, subject to the remaining terms of the VCP, including application of the Pool principles to determine the realisable value of the Award, as set out above. While Executive Directors may, therefore, be eligible to exercise an Award in part prior to its 5<sup>th</sup> anniversary of grant, they will only be able to sell any of the resulting shares (other than to satisfy their tax obligations in respect of such exercise) prior to such 5<sup>th</sup> anniversary to the extent they remain compliant with any share ownership guidelines.

Once vested, an Award will normally remain exercisable until shortly after the 6th anniversary of the date of the General Meeting.

### **Leaving employment**

A participant will retain any vested portion of an Award, unless the participant ceases to hold employment or be a Director where there were circumstances permitting the company to summarily dismiss the employee. Their exercise rights will continue for six months from date of cessation.

As a general rule, an unvested portion of an Award will lapse upon a participant ceasing to hold employment or be a Director within the Company's group (or giving or receiving notice of termination).

However, if a participant ceases to be an employee or a Director because of their death, disability, injury, their employing company or the business for which they work being sold out of the Company's group, termination by their employer other than for misconduct, or in other circumstances at the discretion of the Committee, then the participant may retain any unvested portion of their Award and it will normally vest on the date when it would have vested if they had not ceased such employment or office, subject to:

- (i) application of the Pool principles (outlined above) to determine the potential value of the Award; and
- (ii) unless determined otherwise by the Committee, time based pro-rating of the Award in the case of the initial Awards under the VCP to reflect the period of time between the date of the General Meeting and the date of cessation of employment or office as a proportion of the initial 4 year vesting period (for an Award held by an Executive Director) and the initial 3 year vesting period for all other participants.

If a participant ceases to be an employee or Director in the Company's group for one of the "good leaver" reasons specified above, the Committee may, in exceptional circumstances, allow any unvested portion of an Award to vest at the time of cessation of employment (or a later date specified by the Committee), in which case Awards would normally be subject to application of the Pool principles (as measured at the date of cessation of employment) and pro-rating, as outlined above.

Where an Award vests on or following the date of cessation of office or employment, it may normally be exercised for a period of 6 months from the later of the date of vesting or the date cessation, unless the participant is summarily dismissed, in which case their Award will lapse immediately. If a participant dies, a vested Award may normally be exercised until the first anniversary of their death.

The FCF Underpin shall not apply to leavers in respect of previously unvested portions of their Awards.

### **Corporate events**

In the event of a takeover or voluntary winding-up of the Company (not being an internal corporate reorganisation):

- (a) the Committee will determine the value of any outstanding Awards (applying the Pool principles set out above) and using the higher of:
  - (i) the value of the offer consideration per Share in connection with the takeover instead of the average 90 day price that would otherwise be used to determine the pool (or, in the case of a voluntary winding-up, the proceeds per Share on the winding up), as determined by the Committee; and
  - (ii) the FCF Underpin result (if any) determined on the normal basis if FY29 is completed or otherwise by reference to such management information as the Committee considers appropriate, including pro-forma accounts prepared as at the date of the relevant transaction; and
- (b) any unvested portion of outstanding Awards will vest at the time of completion of the relevant corporate event (and any vested portion of outstanding Awards may be realised in conjunction with the relevant event).

Awards may also vest on the same basis set out above if a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of the Shares to a material extent.

In the event of an internal corporate reorganisation, Awards may be replaced by equivalent new Awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

### **Malus and clawback**

The Committee retains a power to reduce the potential vesting of unvested Awards (including to zero) (often referred to as 'malus') or to recoup the value of previously vested Awards from an individual (often referred to as 'clawback'). The Committee may apply this provision up to 3 years after the date of vesting of the relevant tranche of the Award (which may be extended in the case of an ongoing investigation).

The Committee may choose to exercise this power in the following circumstances:

- a material misstatement in the published results of the Group or any member of the Group;
- an error in determining the value of an Award (including the value of the Pool or any of the associated principles for establishing the value of the Pool) or number of Shares subject to an Award;
- the determination of the value of an Award (including the value of the Pool or any of the associated principles for establishing the value of the Pool) or the number of Shares subject to an Award being based on inaccurate or misleading information;
- misconduct on the part of the participant;
- a breach by the participant of any restrictive, confidentiality, or non-disparagement covenants or other similar undertakings;
- the participant has caused wholly or in part a material loss for the Group as a result of: (a) reckless, negligent or wilful actions or omissions; or (b) inappropriate values or behaviour;
- a member of the Group is censured by a regulatory body or suffers, in the Committee's opinion, a significant detrimental impact on its reputation; or
- the Company or entities representing a material proportion of the Group becomes insolvent or otherwise suffers a corporate failure.

The Committee may require the satisfaction of the malus and clawback in a number of ways, including by way of a reduction in the vesting, or size of, any other awards or bonus (including future awards or bonus) and/or a requirement to make a cash payment (provided that a participant may not be required to repay more than the amounts received under the Plan on a net of tax basis except to the extent that tax is recoverable).

### **Payment on account of dividends**

A participant will be entitled to receive a cash payment, on or shortly following exercise of his Award, of an amount equivalent to the dividends that would have been paid on the Shares received under the Award between the grant date and the earlier of: (i) 31 August 2030; and (ii) the date of exercise.

### **Participants' rights**

Awards settled in Shares will not confer any shareholder rights until the Award has been exercised and the participants have received their Shares.

### **Rights attaching to Shares**

Any Shares allotted when an Award is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

### **Variation of capital**

In the event of any variation of the Company's Share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustments as it considers appropriate to the potential value of an Award, including the Participant Allocation.

The intention of the Committee is that the potential value of the Pool and Awards will be diluted by capital raisings, but the Committee will make appropriate adjustments to ensure that the monetary value of the Pool and/or Awards at the time of the relevant event is preserved, e.g. adjusted for a discounted rights issue.

### **Alterations to the VCP**

The Committee may, at any time, alter the VCP in any respect, provided that the prior approval of shareholders is obtained for any alterations that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of Awards.

If the proposed alterations are to the material disadvantage of participants the Board must invite participants to indicate if they approve the alterations and if so the alterations must be approved by a majority of the participants that respond.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the VCP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to the Pool value calculation or FCF Underpin.



# Appendix B

## Directors' Remuneration Policy

Subject to shareholder approval at the General Meeting to be held on 20 August 2024, the Directors' Remuneration Policy ("**Policy**") set out herein is intended to apply for three years from the date of approval. It is anticipated that the need for a new policy will be in 2027 to coincide with the time when any replacement to the VCP will be proposed to shareholders. Where a material change to this Policy is considered, the Company will consult major shareholders prior to submitting to all shareholders for approval. The current policy, approved by shareholders in January 2023, will continue to apply until the new Policy is approved.

As noted in the Chair's letter, the Directors are proposing to introduce an ASOS Plc Value Creation Plan ("**VCP**") to incentivise its Senior Leaders to deliver exceptional value for shareholders through substantial growth in the share price. The VCP will operate instead of the existing ASOS Plc Long Term Incentive Scheme ("**ALTIS**") for the life of this policy with no Executive Director receiving an award under the VCP receiving further grants under the ATIS during this period. To facilitate the introduction of the VCP, it is necessary to amend the long-term incentive section of the current directors' remuneration policy to incorporate the operation of the VCP including minor updating of the malus and clawback provisions. No other material changes to the 2023 directors' remuneration policy are proposed.

The Committee followed a detailed decision-making process which included discussions on the proposals for the new VCP at a number of Committee meetings. During this time the Committee considered input from management and its independent advisors, as well as consulting with ASOS' major shareholders, to ensure that various perspectives were considered. To avoid any conflicts of interest, no Directors were involved in conversations relating to their own pay. However, Executive Directors were kept well-informed to ensure alignment with wider employee remuneration structures and strategic goals.

The Committee noted that the existing directors' remuneration policy has previously delivered a strong correlation between reward outcomes and underlying performance. The Committee has ensured that the new Policy continues to:

- Encourage strong performance and engagement, both in the short and long term.
- Enable the Group to achieve its strategic objectives and create sustainable shareholder value.
- Make sure high performance is required to access high rewards.
- Ensure that the total reward cost to ASOS is affordable and sustainable.

The Committee considers that the new Policy continues to meet the factors set out in Provision 40 of the UK Corporate Governance Code 2018 and that the proposed VCP better aligns long-term reward with the shareholder experience and reaffirms the table set out at page 85 of the Company's 2023 Annual Report and Accounts.

The full Directors' Remuneration Policy that shareholders are asked to approve at the General Meeting to be held on 20 August 2024 is set out below and will be available on our website at [www.asosplc.com](http://www.asosplc.com).

### Directors' Remuneration Policy table

The following table and the supporting notes set out the proposed Directors' Remuneration Policy.

Base salary		
Purpose and link to strategy	Operation	Maximum
Reflects an individual's responsibilities, experience and performance in their role.	Salaries are normally reviewed annually, with changes being effective from 1 December. When determining salary levels, the Committee takes into account factors including: <ul style="list-style-type: none"> <li>• Responsibilities, abilities, experience and performance of an individual.</li> <li>• The performance of the individual in the period since the last review.</li> <li>• The Group's salary and pay structures and general workforce salary increases.</li> </ul> Periodically the Committee reviews market data for FTSE-listed and other retail and internet/technology-based companies to ensure salaries remain appropriate in this context.	There is no defined maximum base salary. Executive Directors' salary increases will normally be in line with the typical level of increase awarded to other employees. <p>Increases may be above this level in certain circumstances, including:</p> <ul style="list-style-type: none"> <li>• Where a new Executive Director has been appointed to the Board at a lower than typical market salary to allow for growth in the role.</li> <li>• Where an Executive Director has been promoted or has had a change in responsibilities.</li> <li>• Where there has been a significant change in market practice.</li> <li>• Other exceptional circumstances.</li> </ul>
Pension		
Purpose and link to strategy	Operation	Maximum
To contribute financially post retirement.	Defined contribution arrangement or salary supplement. <p>Only base salary is pensionable. ASOS' contribution depends on the employee's seniority and may be matched to the level of contributions the employee chooses to make.</p>	Contribution aligned to the wider workforce, which is currently 5% of base salary.

## Other benefits

Purpose and link to strategy	Operation	Maximum
To support the personal health and wellbeing of employees. To reflect and support ASOS culture.	<p>Package of taxable benefits offered through our flexible benefits scheme, ASOS Extras, which offers all employees a fixed value depending upon their seniority, and can be used either to buy a variety of benefits or be taken in cash. Other benefits include private medical insurance and life assurance. The Executive Directors currently receive a flexible benefits allowance of £12,500 per annum (though this may be increased as part of any review of the employee benefits policy).</p> <p>Reasonably incurred expenses will be reimbursed.</p> <p>Where necessary any benefits or expenses may be grossed up for taxes.</p> <p>The Committee may introduce other benefits to the Executive Directors if this is considered appropriate taking into account the individual's circumstances, the nature of the role and practice for the wider workforce.</p> <p>Where an Executive Director is required to relocate to perform their role, appropriate one-off or ongoing benefits may be provided (such as housing, schooling etc.).</p>	There is no maximum level of benefits.

## Annual bonus

Purpose and link to strategy	Operation	Maximum	Measures
Provides a link between remuneration and both short-term Group and individual performance. Annual bonus deferral encourages the delivery of sustainable, longer term performance and strengthens the alignment of Executive Directors with shareholders' interests.	<p>The annual bonus is earned based on performance against targets set by the Committee. Targets are reviewed annually. Bonus payments are not pensionable. The Committee will retain the discretion to adjust bonus payouts if it considers that the outcome does not reflect the underlying performance of the business or participants during the year, including the Company's performance against set metrics, or that the payout is not appropriate in the context of circumstances that were unexpected or unforeseen when the targets were set.</p> <p>Any annual bonus earned up to a value of 50% of salary will be paid in cash. Any further bonus earned above this value will normally be delivered 50% in cash and 50% in shares to be deferred for three years.</p> <p>Malus provisions apply to the unvested deferred bonus shares. Clawback applies to vested deferred bonus shares for a period of three years from the date of award. See page 7 for further details.</p> <p>The Committee may decide to pay the entire bonus in cash where the amount to be deferred into shares would, in the opinion of the Committee, be so small it is administratively burdensome to apply deferral.</p>	Maximum annual bonus opportunity of 150% of base salary.	The annual bonus is normally measured over a one-year period and may be based on a mix of financial, operational, strategic and individual performance measures. Normally at least 50% of the bonus will be based on financial measures. The Committee determines the exact metrics each year depending on the key goals for the forthcoming year. Up to 25% of the bonus is paid for achieving a threshold level of performance and the full bonus is paid for delivering stretching levels of performance. Below threshold performance, no payment is made. The Committee sets bonus targets each year to ensure they are appropriately stretching in the context of the strategy.

## ASOS Long Term Incentive Scheme (ALTIS)

Purpose and link to strategy	Operation	Maximum	Measures
Supports the strategy and business plan by incentivising and retaining the ASOS senior management team in a way that is aligned with both ASOS' long-term financial performance and the interests of shareholders.	<p>Annual awards of shares to selected employees, which vest after three years subject to the achievement of performance conditions. Clawback and malus provisions allow awards to be recouped in certain circumstances for a period of five years from date of award (see page 7).</p> <p>The Committee retains the discretion to adjust the vesting level if it considers that the vesting outcome does not reflect the underlying performance of the business or participants during the three-year performance period, including the Group's performance against customer metrics, or that the payout is not appropriate in the context of circumstances that were unexpected or unforeseen when the targets were set.</p> <p>A two-year post-vesting holding period will normally apply to ALTIS awards.</p>	The maximum annual award that can be granted under the ALTIS in normal circumstances is 250% of base salary, although the ALTIS rules allow for grants of up to 500% of salary in any given year. No awards will be made during the life of this Policy to an Executive Director who has received a VCP award.	Awards may vest based on financial, non-financial and strategic performance conditions which are aligned to the Company's strategy (the satisfaction of which is determined by the Committee) and normally measured over at least three years. Up to 25% of the award vests for threshold levels of performance, increasing to 100% of the award for stretching performance. The Committee sets targets each year that are stretching and motivational.

## Value Creation Plan (VCP)

Purpose and link to strategy	Operation	Maximum	Measures
Supports the strategy and business plan by incentivising and retaining the ASOS senior management team in a way that is aligned with both ASOS' long-term financial performance and the interests of shareholders.	<p>Under the VCP Executive Directors have the opportunity to share in a pool (to be shared amongst VCP participants) with a total aggregate value equal to 5.5% of the growth in the value of the Company above a reference threshold value of £6.70 per Share, being approximately two times the ASOS share price when the Committee initially considered the design for the VCP.</p> <p>Awards to Executive Directors will vest in two equal tranches (each in respect of 50% of the relevant individual's allocation) on each of the 4<sup>th</sup> and 5<sup>th</sup> anniversaries of the date of the 2024 EGM.</p> <p>Awards will be granted in the form of a nil-cost option, where a participant can decide on quarterly exercise dates to exercise their VCP award and receive ordinary shares in the Company using the prior average 90 day closing share price at or shortly prior to such exercise. Once the results for the financial year ending 31 August 2029 ("FY29") become available, there will also be a share price underpin if certain Group free cash flow ("FCF") targets are met:</p>	<p>The maximum allocation that a participant may receive will be limited to 15% of the total value of the VCP pool.</p> <p>There is no maximum level on the value of the pool.</p>	<p>VCP awards may vest based on value created in terms by reference to increase in the ASOS share price above the threshold value.</p> <p>An underpin will also apply such that the pool will be calculated using the higher of the share price and the price derived by reference to the FCF for FY29.</p>

FCF for FY29*	Implied share price for purpose of calculating value of the VCP pool*
£135m	£13.00
£180m	£15.00
£215m	£18.00

\* Straight-line interpolation will apply between these points. For the avoidance of doubt, there are no additional points for FCF below £135m and above £215m.

Malus and clawback provisions apply to VCP awards. See page 7 for further details.

## Share ownership guidelines

Purpose and link to strategy	Operation	Maximum
Increases alignment between the Board and shareholders. Shows a clear commitment by all Executive Directors to creating value for shareholders in the long term.	<p>The shareholding guideline for Executive Directors is 200% of salary.</p> <p>Under the guidelines Executive Directors are expected to hold 50% of any shares acquired on vesting of the VCP, ALTIS or the Deferred Bonus Plan, and any subsequent share awards thereafter (net of tax), until the expected shareholdings are achieved.</p> <p>A post-employment shareholding guideline applies whereby Executive Directors are normally expected to hold 100% of their in-employment shareholding guideline for one year following stepping down from the Board, reducing to 50% of their in-employment shareholding guideline for the second year following stepping down from the Board. Where an Executive Director's shareholding at the time of their departure is below these limits, they will normally be expected to hold their actual shareholding for the time period above. This guideline only applies to incentive awards granted from FY23 onwards.</p>	Not applicable.

## All-employee share plan

Purpose and link to strategy	Operation	Maximum
Increase alignment between employees and shareholders in a tax-efficient manner. Supports retention of employees.	A HMRC-approved all-employee Save As You Earn share option scheme (SAYE) encourages employees to take a stake in the business, aligning their interests with those of shareholders. Other all-employee plans may be introduced if appropriate.	Participation by an Executive Director in any all-employee share plan is subject to the same maximum as for all other participants, which is determined by the Company in accordance with the applicable legislation.

## Non-executive Directors

Purpose and link to strategy	Operation	Maximum
Provide fees appropriate to time commitments and responsibilities of each role.	<p>Cash fee normally paid on a monthly basis. Fee levels are set taking into account the responsibilities of the Non-executive Directors and fees at companies of a similar size and complexity. Supplementary fees are paid for holding additional roles, for example Board Committee Chairs and members and the Senior Independent Director. The Company may pay an additional fee to a Non-executive Director should the Company require significant additional time commitment in exceptional circumstances.</p> <p>The Chair receives a consolidated fee. Fees are reviewed periodically. In addition, reasonable business expenses (together with any tax thereon) may be reimbursed. Additional benefits may be introduced if considered appropriate.</p>	There is no prescribed maximum. In aggregate, fees paid to all Directors will not exceed the limit set out in the Company's Articles of Association.

## Selection of performance measures

For the ASOS annual bonus and VCP, our policy is to choose performance measures that help drive and reward the achievement of our strategy and also provide alignment between Executives and shareholders. Our incentive awards are designed to align with ASOS' strong and stretching performance culture, driving outcomes that benefit our shareholders, customers and ASOSers.

The Committee reviews metrics each year to ensure they remain appropriate and reflect the strategic direction of ASOS. The measures used in the annual bonus reflect ASOS' KPIs for the relevant financial year. They are based on revenue, adjusted profit before tax, adjusted free cash flow, ESG and strategic objectives. Revenue and profit continue to be key measures of success for the business. The free cash flow metric reflects the Group's ongoing focus on maintaining a strong cash position to enable further growth and expansion. The strategic objectives reflect our evolving areas of business focus. Our ESG metric, focused on our externally stated DEI commitment ensures ASOS will continue its journey towards being a truly global retailer in a responsible and sustainable way.

The use of a threshold share price metric and hurdle (£6.70) in the VCP is directly aligned with the interests of shareholders and ensures that Executive Directors are rewarded only if they deliver material shareholder returns over the longer-term. The share price hurdle is considered to be stretching as it reflects a broadly doubling of the ASOS share price (from the date the Committee initially considered the design for the VCP) before the Executive Directors will be able to benefit from any potential value. The inclusion of the FCF underpin in

the VCP supplements the share price metric and ensures that Executive Directors maintain focus on the growth of cash generation of the Group.

ALTIS performance measures will be set by reference to metrics that align with our strategy. Details of the metrics and targets used will be disclosed, as appropriate, in the Directors' Remuneration Report.

Performance is measured on a sliding scale, so that incentive payouts increase pro-rata for levels of performance between the threshold and maximum performance targets.

### **Recruiting new Executive Directors and senior executives**

When recruiting any Executive Director or senior executive, we seek to apply consistent policies on fixed and variable remuneration components in line with the Directors' Remuneration Policy as set out in the table on pages 9 to 12. This helps to ensure that any new Executive Director or senior executive is on the same remuneration footing as existing Executive Directors or senior executives respectively, while still taking into account the skills and experience of the individual, the market rate for a candidate of that experience and the importance of securing the relevant individual.

Any new Executive Director's remuneration package would typically include the same elements, and be subject to the same constraints, as those of the existing Executive Directors performing similar roles. This means a potential bonus opportunity of up to 150% of base salary and potential award under the VCP, subject to the limits set out in the table on page 10.

In exceptional circumstances, awards may be made to a new Executive Director under ALTIS (if it is impractical to grant a new award under the VCP). Under our ALTIS rules, we have the flexibility to grant awards of up to 500% of base salary and therefore the maximum level of variable remuneration (including annual bonus) which may be awarded on recruitment (excluding any buy-outs referred to below) is 650% of salary.

The Committee has the discretion to include other elements of pay which it feels are appropriate taking into account the specific commercial circumstances (e.g. for an interim appointment). However, this would remain subject to the limit on variable remuneration set out in the table on pages 10 and 11. The rationale for any such component would be appropriately disclosed in the relevant Directors' Remuneration Report.

The Committee may make additional awards on joining in order to secure the appointment of an Executive Director or senior executive. This is considered where an individual forfeits outstanding variable pay opportunities or contractual rights at a previous employer as a result of appointment. In these circumstances the Committee may offer compensatory payments or awards, in such form as the Committee considers appropriate, taking into account all relevant factors including the form of awards, expected value and vesting timeframe of forfeited opportunities. When determining any such 'buy-out', the guiding principle would be that awards would generally be on a 'like-for-like' basis unless this is considered by the Committee not to be practical or appropriate. Any such proposal for Executive Directors requires the prior approval of the Remuneration Committee.

Where an Executive Director is required to relocate from their home location to take up their role, the Committee may provide assistance with relocation (either via one-off or ongoing payments or benefits). In the event that an internal candidate is promoted to the Board, legacy terms and conditions would normally be honoured, including any accrued pension entitlements and any outstanding incentive awards.

To facilitate any buy-out awards outlined above, the Committee may grant awards to a new Executive Director relying on the exemption in the Listing Rules, which allows for the grant of awards to facilitate, in unusual circumstances, the recruitment of an Executive Director, without seeking prior shareholder approval or under any other appropriate Company incentive plan.

In cases of appointing a new Non-executive Director, the approach will normally be consistent with the Policy.

### **Executive Directors' service contracts and payments for loss of office**

It is our policy that all Executive Directors should have rolling service contracts with an indefinite term, but a fixed period of notice of termination. The services of all Executive Directors may be terminated on a maximum of 12 months' notice by the Company or the individual. An individual's status may be determined by the Committee in accordance with the rules of any applicable scheme. The Committee may exercise discretion to determine the final amount paid. Our usual approach to remuneration when an Executive Director leaves is explained below with the treatment of each Executive Director being determined by the Committee, in light of the particular circumstances of the departure. In respect of any bonus, Deferred Bonus Plan ("DBP"), ALTIS or VCP awards, this determination will be in accordance with the relevant plan rules.

ASOS also retains flexibility to pay reasonable legal fees and other costs incurred by the individual that are associated with the termination (including the settlement of claims brought against ASOS) and to provide outplacement services. In circumstances in which a departing Executive Director may be entitled to pursue a legal claim, ASOS may negotiate settlement terms and, with the approval of the Committee on the remuneration elements therein, enter into a settlement agreement accordingly. In addition, ASOS would honour any legal entitlements, such as statutory redundancy payments or awards made by any tribunal or court, which Executive Directors may have on, or in respect of, termination.

The individual is expected to take reasonable steps to seek alternative income to mitigate the cost of any such payments.

The Committee has discretion to determine that salary in lieu of notice may be paid, up to a maximum of 12 months' salary. In such circumstances, the Committee would usually seek to make a phased payment where possible. An Executive Director who leaves may, at the discretion of the Committee receive up to a maximum 12 months' worth of pension and other benefits (or a payment in lieu of such pension and benefits). However, the Committee retains the discretion to determine that pension or other benefits will be paid to the date of cessation of employment only.

The Committee will determine the amount of bonus that will be paid to an Executive Director (if any) and the date of payment of any such bonus. There is no right to receive a bonus payment, however, the Committee may determine that the Executive Director may receive a pro-rated bonus and/or that bonus payments remain subject to performance. Executive Directors may be required to defer such portion of any bonus as the Committee may determine into a share award for such period as the Committee decides.

The treatment of leavers under the ALTIS, VCP and DBP will be determined in accordance with the ALTIS, VCP and DBP rules as relevant.

'Good leavers' under the VCP are those who leave ASOS as a result of death, injury, disability, the sale of their employing company or business out of the ASOS group, termination by their employer other than for misconduct, or in any other circumstances that the Committee considers appropriate.

'Good leavers' under the ALTIS and DBP are those who leave ASOS as a result of ill-health, injury, disability, the sale of their employing entity out of the ASOS group, or in any other circumstances that the Committee considers appropriate.

In good leaver circumstances, unvested VCP awards may vest in accordance with the VCP rules. ASOS' normal practice is for the unvested portion of VCP awards to vest on the normal vesting date to the extent that the Committee determines (subject to application of the pool principles to determine the potential value of the award and time pro-rating the size of the award by reference to the initial 4 year vesting period). However, the Committee may disapply time pro-rating and/or accelerate the vesting date of unvested VCP awards. In circumstances where the Executive Director is not a good leaver, an unvested VCP award will lapse. An Executive Director will normally retain any vested portion of a VCP award for a limited period, except in circumstances permitting their employer to summarily dismiss them in which case vested VCP awards will lapse.

In good leaver circumstances, unvested DBP awards will usually vest in full on the normal vesting date unless the Committee determines that they should vest earlier. In circumstances where the Executive Director is not a good leaver, an award will lapse.

In good leaver circumstances, unvested ALTIS awards may vest in accordance with the ALTIS rules. ASOS' normal practice is for unvested ALTIS awards to vest on the normal vesting date to the extent that the Committee determines (taking into account the extent to which performance conditions have been satisfied and the proportion of the performance period that has elapsed and other relevant factors). Any applicable holding periods will normally continue to apply. However, the Committee may disapply time pro-rating and/or any post-vesting holding periods and accelerate the vesting date of unvested ALTIS awards in certain circumstances. In circumstances where the Executive Director is not a good leaver, an unvested ALTIS award will lapse. Vested ALTIS awards will normally remain subject to any applicable holding period (unless the Committee determines otherwise) and so are normally released in accordance with the normal release date except in case of summary dismissal in which case vested ALTIS awards will lapse.

In the event of a change of control of the Group:

- DBP awards will normally vest in full.
- The unvested portion of VCP awards will vest and the value of any outstanding VCP awards will be determined by the Committee applying the pool principles and using the higher of the offer consideration per share or the FCF underpin (by reference to FY29 accounts or such management information as the Committee considers appropriate if FY29 is not expired).
- ALTIS awards will vest to the extent determined by the Committee taking into account the factors it considers relevant which may include: (i) the extent to which performance conditions have been satisfied; (ii) underlying performance; (iii) such other factors as the Committee may consider relevant; and (iv) unless the Committee determines otherwise, the proportion of the performance period that has elapsed. Awards subject to a holding period will normally be released.

Alternatively, the Committee may determine that DBP and ALTIS awards will be exchanged for equivalent awards which relate to shares in a different company.

If there is a demerger, winding-up or other material corporate event, the Committee may allow VCP, ALTIS and DBP awards to vest on the same basis as for a takeover.

Upon exit or change of control, SAYE awards will be treated in line with the SAYE plan rules and in line with HMRC guidance.

Executive Directors' contracts are available to view at the Company's registered office.

### **Consideration of shareholder and broader stakeholder views**

The Committee is committed to open dialogue with shareholders and our approach is to engage directly with them and their representative bodies when considering any significant changes to Executive Director remuneration arrangements. The Committee considers shareholder feedback received following the AGM as well as any additional feedback and guidance received from time to time, and this is taken into account when developing the Group's remuneration framework and practices. Assisted by its independent advisor, the Committee also actively monitors developments in corporate governance and market practice to ensure the structure of executive remuneration remains appropriate.

The employee forum is used to capture feedback from ASOSers and during the year the Chair of the Remuneration Committee held a Q&A session with the forum to discuss executive remuneration, as well as remuneration of the wider workforce, although they were not directly consulted in the development of the new Policy. The proactive dialogue that exists with suppliers and customers means that there are channels of communication with all stakeholders.

### **Malus and clawback provisions**

The Committee has the discretion to recover any value delivered (or which would otherwise be delivered) under the annual bonus, DBP, VCP and the ALTIS in certain circumstances, where it believes the value is no longer appropriate.

Malus applies to unvested DBP, VCP and ALTIS awards. Clawback applies to vested DBP, VCP and ALTIS awards. These provisions may be invoked at the Committee's discretion at any time within three years after the date of vesting of the relevant tranche of the VCP award (which may be extended in the case of an ongoing investigation), five years from the date an award is granted under the ALTIS, or within three years from the date an award is granted under the DBP, in exceptional circumstances, which may include:

- A material misstatement in the published results of the Group or any member of the Group.
- An error in assessing the performance conditions applicable to an ALTIS award or the size of a bonus by reference to which a DBP award is granted or in determining the value of a VCP award (including the value of the VCP pool or any of the associated principles for establishing the value of the pool) or the number of shares subject to an award, or the assessment or determination being based on inaccurate or misleading information.
- Misconduct on the part of the relevant participant.
- The participant's breach of any restrictive, confidentiality, or non-disparagement covenants or other similar undertakings.
- A determination that the participant has caused a material loss for the Group as a result of reckless, negligent or wilful acts or omissions, or inappropriate values or behaviour.
- A member of the Group being censured by a regulatory body or suffering a significant detrimental impact on its reputation.
- The Company or entities representing a material proportion of the Group becoming insolvent or otherwise suffering corporate failure.

### **Terms of share awards**

Awards under any of the Company's share plans referred to in this Policy may:

- Be granted as conditional share awards, nil-cost options, nominal cost options or in such other form that the Committee determines has the same economic effect (and noting that VCP awards will only be granted in the form of a nil-cost option).
- Have any performance conditions or principles applicable to them amended or substituted by the Committee if an event occurs which causes the Committee to determine an amended or substituted performance condition or principle would be more appropriate and not materially less difficult to satisfy.
- Incorporate the right to receive an amount (in cash or additional shares) equal to the value of dividends which would have been paid on the shares under an award that vest up to the time of vesting (or where the award is subject to a holding period, release). This amount may be calculated assuming that the dividends have been reinvested in the Company's shares on a cumulative basis.
- Be settled in cash at the Committee's discretion.
- Be adjusted in the event of any variation of the Company's share capital or any demerger, delisting, special dividend or other event that may affect the Company's share price.

### **Payments outside Policy**

The Committee reserves the right to make any remuneration payments and payments for loss of office (including exercising any discretions available to it in connection with such payments) notwithstanding that they are not in line with the proposed Directors' Remuneration Policy set out herein, where the terms of the payment were agreed (i) before the Policy come into effect, or (ii) at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company. For these purposes, 'payments' includes the Committee satisfying awards of variable remuneration, and an award over shares is 'agreed' at the time the award is granted. This Policy applies equally to any individual who is required to be treated as a Director under the applicable regulations.

### **External appointments**

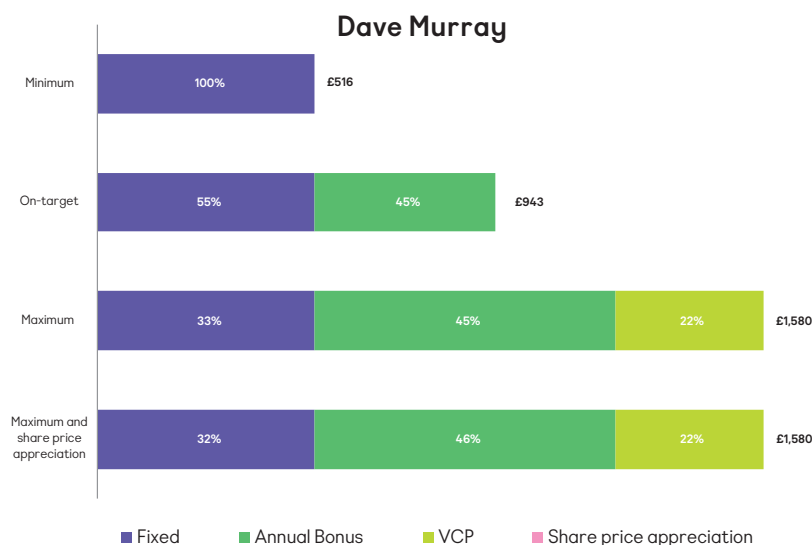
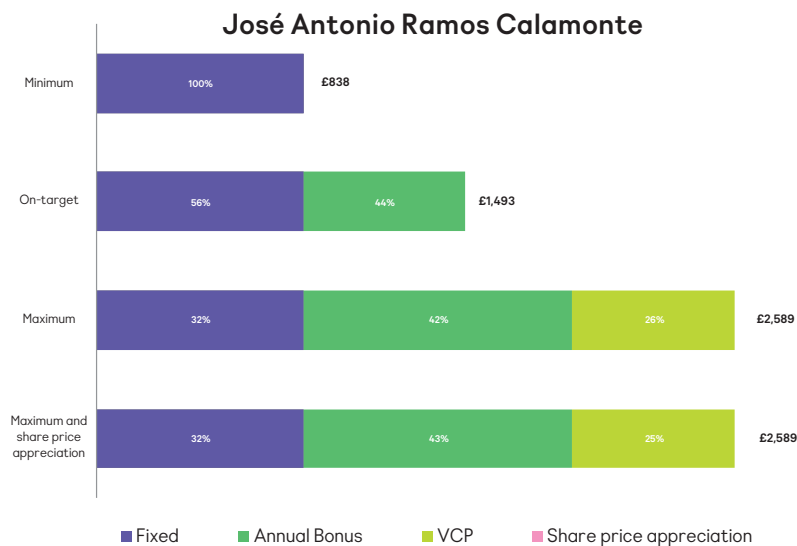
Executive Directors are normally permitted to hold one approved non-executive directorship of another company and to retain the fees earned from such an appointment. Additional appointments may be considered in exceptional circumstances.

### **Non-executive Directors' letters of appointment**

Non-executive Directors do not have service contracts with ASOS. Instead, they have letters of appointment which provide for a maximum of three months' notice of termination by the Company or the individual at any time, with no pre-determined amounts of compensation.

Non-executive Directors' letters of appointment are available to view at the Company's registered office.

**Total potential remuneration for Executive Directors in FY24**



The charts above provide on illustrations of the potential remuneration for the CEO and CFO under the new Directors’ Remuneration Policy in FY24.

**Basis of calculation:**

- Minimum – fixed pay only (salary+ benefits+ pension or pension allowance). The benefits are based on the actual figure for the Executive Director or their predecessor in FY23.
- Target – fixed pay, plus target bonus opportunity of 90% of salary. No vesting of VCP awards because in the opinion of the Committee, the awards will only vest as a result of stretch performance.
- Maximum – fixed pay, plus maximum bonus opportunity of 150% of salary, plus the value of the VCP award assuming 50% share price growth above the share price hurdle (to £10.05 per share) and shown on an annualised basis.
- Maximum plus 50% share price growth – as per the maximum scenario outlined above on the basis that share price growth from grant would be in excess of 50% for the maximum scenario.

**Minor amendments**

The Committee may make minor amendments to the Policy set out above (if required for legal, regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without requiring prior shareholder approval for that amendment.

**Committee discretion**

The Committee operates under the powers it has been delegated by the Board. In addition, it complies with rules that are either subject to shareholder approval or by approval from the Board. These rules provide the Committee with certain discretions which serve to ensure that the implementation of the Directors’ Remuneration Policy is fair, both to the individual Director and to the shareholders. The Committee also has discretion to vary the level of the various components of remuneration. This, together with malus and clawback provisions, enables the Committee to better manage risks. The extent of such discretions is set out in the relevant incentive plan rules, and the maximum opportunity for incentive awards is set out in the Policy table on pages 9 to 12. To ensure the efficient administration of the variable incentive plans outlined, the Committee will apply certain operational discretions.



These include the following:

- Selecting the participants in the plans on an annual basis.
- Determining the timing of grants of awards and/or payments.
- Determining the quantum of awards and/or payments (within the limits set out in the Policy table).
- Determining the extent of vesting based on the assessment of performance as well as taking into account the experience of shareholders and other stakeholders over the vesting period.
- Determining whether malus or clawback shall be applied to any award in the relevant circumstances and, if so, the extent to which it shall be applied.
- Making the appropriate adjustments required in certain circumstances, for instance for changes in capital structure, or to take into account exceptional items.
- Determining 'good leaver' status for incentive plan purposes and applying the appropriate treatment.
- Undertaking the annual review of weighting of performance measures and setting targets for the annual bonus plan and other incentive schemes, where applicable, from year to year.

If an event occurs which results in the annual bonus plan, VCP pool principles (including the FCF underpin) or ALTIS performance conditions being deemed no longer appropriate (e.g. material acquisition or divestment), the Committee will have the ability to amend the performance conditions, principles and/or targets, provided that the amended version is not materially less challenging than the original. Any use of the above discretion would, where relevant, be explained in the Annual Report on Remuneration and may, as appropriate, be the subject of consultation with the Group's major shareholders.

### **Remuneration for other ASOS employees**

The Directors' Remuneration Policy for Executive Directors has been developed with consideration of the reward philosophy, strategy and policy for ASOSers across the whole organisation. Where possible, we aim to create alignment between the way executive remuneration is structured and the way ASOSers more generally are rewarded. Inevitably, there are some differences between our management and the rest of the business. This is typically a result of developing reward arrangements that are competitive for the different talent markets from which we recruit or to which we risk losing staff. The policy for Executive Directors and the senior levels within ASOS' leadership group also places a larger emphasis on pay-at-risk through incentives and long-term remuneration through the VCP.

# Notes to Resolutions

1. A shareholder entitled to attend and vote at the General Meeting 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 General Meeting in person. A shareholder may appoint more than one proxy in relation to the General Meeting 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 Friday 16 August 2024 (or if the General Meeting is adjourned, no later than 48 hours before the time of any adjourned General Meeting, 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 General Meeting 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 Friday 16 August 2024 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.
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. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the General Meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of the General Meeting 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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/en/about/our-rules.html](http://www.euroclear.com/en/about/our-rules.html) 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 General Meeting (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 & 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(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. With respect to rights to attend (by proxy) and vote at the General Meeting (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 Friday 16 August 2024 (or, if the General Meeting is adjourned, the close of business on the date which is two working days before the date of the adjourned General Meeting) shall be entitled to attend, speak and vote at the General Meeting 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 Friday 16 August 2024 shall be disregarded in determining the rights of any person to attend, speak or vote at the General Meeting.

9. Voting for all resolutions at this year's General Meeting 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 General Meeting 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 General Meeting in good time. Shareholders will be given instructions on how to fill in the poll card at the meeting.
10. Security and safety measures will be in place to ensure your safety at the General Meeting. All those present at the General Meeting 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 General Meeting. Mobile phones may not be used in the General Meeting and cameras, video recorders, laptop computers and similar equipment may not be taken into the General Meeting. Anyone attempting to take photos, or to record or film proceedings, may be asked to leave.
11. Except as provided above, members who have general queries about the General Meeting 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.
12. 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).
13. Any shareholder attending the meeting has the right to ask questions. Questions should be relevant to the business of the meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. As at 31 July 2024, being the latest practicable date prior to publication of this document, the Company's issued share capital consists of 119,334,341 Ordinary Shares. The Company currently has no shares in treasury. Therefore, the total number of voting rights in the Company as at 31 July 2024 (being the latest practicable date prior to the publication of this document) is 119,334,341.

ASOS Plc

Registered Office:  
Greater London House  
Hampstead Road  
London, NW1 7FB