



ESG Committee Report



Committee Chair

Anna Maria Rugarli

Members

 Wei Gao  Nick Robertson  Jose Manuel Martínez Gutiérrez

Committee responsibilities

The Committee's principal responsibilities are to:

- Approve the Group's Fashion with Integrity (FWI) Strategy, including related targets and key performance indicators (KPIs).
- Provide oversight on the execution of the FWI Strategy and the Group's progress against its targets and KPIs in relation to ESG, including ESG risk management.
- Provide oversight of the key policies and programmes required to implement the ESG strategy.
- Review the practices and initiatives of the Group relating to ESG matters to ensure they remain effective.
- Oversee how the Group's ESG and FWI Strategies are communicated to all stakeholders.
- Offer recommendations to the ASOS Plc Remuneration Committee on ESG-specific targets for executive remuneration packages.

Terms of Reference

The full Terms of Reference for the ESG Committee are available on our website, asosplc.com.

The ESG Committee's attendance at meetings is detailed in the table on page 62.

ESG Committee Chair's statement

I am pleased to present the ESG Committee ("Committee") Report for the period ended 3 September 2023 and my first report as Committee Chair.

The composition of the Committee changed during the period following Board changes:

- I joined the Committee as Chair upon my appointment to the Board on 26 June 2023, replacing Eugenia Ulasewicz who stepped down from the Board and Committee with effect from 11 January 2023.
- Karen Geary stepped down from the Board and Committee with effect from 1 December 2022.
- Mai Fyfield stepped down from the ESG Committee with effect from 26 June 2023 given the additional time commitment required following her appointment as Senior Independent Director.
- Wei Gao and Jose Manuel Martínez Gutiérrez joined the Committee with effect from 26 June 2023.

The Committee members bring a wide range of skills and experience. As Chair, I have more than 20 years of experience working with leaders in global apparel and specialise in creating innovative strategies to address some of the most pressing environmental and social changes facing the industry.

I am delighted that Wei and Jose Manuel have joined the Committee this year and am grateful for the continued expertise of Nick; they will all help in driving the ESG strategy forward through the FWI programme. Nick also remains Chair of the ASOS Foundation, a position he has held since 2013.

The Committee met twice during the period and provided updates to the Board following each meeting. Whilst not members of the Committee, the CEO, Senior Director of Strategy & Corporate Development and other Senior Leaders with responsibility for ESG are invited to attend the Committee meetings.

The Committee's first meeting in November 2022 focused on:

- A review of the FY22 KPIs and initiatives review as well as the FY23 priorities for the four goals: Be Net Zero, Be More Circular, Be Transparent and Be Diverse.
- Consideration of the changing regulatory landscape for ESG reporting and how these changes would be prepared for internally and implemented into the strategy over the coming years.
- A review of the process for the preparation of the ESG-related disclosures in last year's Annual Report, following the first year of disclosures relating to the Task Force on Climate-Related Financial Disclosures.
- An overview of, and updates in relation to, the CMA Green Claims Investigation, including ASOS' responses to the CMA's various requests for information.

ESG Committee Report continued

As there were many changes to the Committee's composition at the end of June 2023, including the appointment of myself as Chair, the Committee's second meeting in August 2023 focused on:

- Introductions to the FWI team with an overview of the current FWI Strategy, history and approach taken.
- An overview of ASOS' reporting and compliance responsibilities and obligations.
- Horizon scanning for the Committee to understand the upcoming changes to legislation, such as the EU Corporate Sustainability Due Diligence Directive, to ensure we can be ready for the new requirements which will require additional reporting in the future.
- A deep dive on the four key goals of the FWI Strategy.
- An update in relation to the latest status of the CMA Green Claims Investigation.

FWI is our programme for managing sustainability and corporate responsibility at ASOS. First launched in 2010, it was refreshed in 2021 with the introduction of four goals: Be Net Zero, Be More Circular, Be Transparent and Be Diverse. These goals are a key tool in managing and prioritising our activity across People and Planet.

As with last year, we published a Fashion with Integrity Progress Update alongside our half-year results, looking back on the previous financial year. This FY22 Progress Update can be accessed on the website at asosplc.com and further information can be found on pages 16 to 18 of this report.

Since the relaunch of the strategy in 2021, legislation around ESG has evolved and reporting requirements have increased both in volume and complexity.

Therefore, this year we are reviewing and, where necessary, revising both our FWI targets and the KPIs that we use to track and monitor progress. This will ensure we are remaining true to our core FWI principles, whilst also being transparent on our performance using the most relevant metrics. The revised FWI Strategy is set to be published in 2024.

Anna Maria Rugarli
ESG Committee Chair
31 October 2023

