ASOS Plc
Annual Report and Accounts 2025

Our values

We are customer-centric

▶ Authentic
We celebrate what makes us unique and stay true to ourselves.

▶ Brave
We've been bold and ambitious from the start – it's in our DNA.

▶ Creative
We have a curious and adventurous spirit – it's who we are and runs through everything we do.

▶ Deliver
We know that great work doesn't happen by chance.

See our full reporting suite including our sustainability report on the Investors page of our website.

→ asosplc.com

At a glance

Own brands

Our own brands, including ASOS Design, ASOS 4505, ARRANGE and Collusion, are designed by our c.20 in-house teams and offer our customers relevant and quality products at compelling price points.

Having launched in FY23, we have scaled our market-leading Test & React model to >20% of our own brand sales as at the end of FY25. We can test demand with our customers before committing in depth and bringing product from design to site in as little as three weeks to:

- offer the most exciting and fashion-forward product to our customers;
- support a cleaner stock profile with faster stock turn; and
- drive customer engagement, improving our full-price mix and resulting in an increased average basket value.

Own brands
% of GMV in FY25
c.40%

Partner brands
% of GMV in FY25
c.60%

Partner brands

Our differentiated offering provides hundreds of the best third-party brands across clothing, accessories and face & body. From premium names to cutting-edge fashion, and commercial favourites, we give customers more of what they love all in one place.

We have been scaling our Flexible Fulfilment model, including ASOS Fulfilment Services and Partner Fulfils, which enables us to be more agile in how we collaborate with our partner brands whilst providing increased depth of product to our customers.

We work with the best retail partners in our Wholesale business to bring Topshop and Topman to more customers across the globe. Through our strategic partnerships in our major markets, we've taken our first steps to bring these brands back in front of customers in real life.

At the heart of this model is our ability to help customers discover complete looks with an unmatched assortment, making fashion feel more personal and relevant.

ASOS Fulfilment Services (AFS)

We hold stock in our warehouses on behalf of our partners, who maintain ownership of the inventory. Once a sale is made, we use our existing logistics network to manage the customer journey including delivery and returns. This unlocks potential for both established global fashion names and newer brands to access our expansive customer base whilst streamlining logistics.

Partner Fulfils (PF)

Partners can hold their owned stock at their fulfilment centres and sell directly through our platform, fulfilling the orders directly to the customer. This enables us to offer customers a broader and more locally relevant range of products with greater stock availability.

ASOS Media Group (AMG)

AMG helps brands target relevant ASOS customers with tailored content on and off ASOS that inspires emotion and drives measurable results. It plays a vital role in supporting brands to achieve their goals with ASOS regarding brand positioning, awareness, customer engagement, and conversion.

Our markets

Our fulfilment centres in Barnsley, UK and Berlin, Germany, power fast and scalable distribution, offering competitive delivery speeds in key regions. To maximise our flexibility, we can also service our US customers out of a smaller site in Dallas, Texas.

We have created a personalised, localised and mobile-first shopping experience on our site and app across major global markets including the UK, France, Germany and the US.

We work with a global network of suppliers across key sourcing regions, including the UK, Türkiye, China, India, and Bangladesh, enforcing a rigorous ethical sourcing programme under our Fashion with Integrity (FWI) strategy, ensuring fair labour practices and environmental standards.

Distribution centre Barnsley

Distribution centre Berlin

Returns centre Dallas

United Kingdom

50% of FY25 GMV

Europe

34% of FY25 GMV

United States

10% of FY25 GMV

Rest of World

6% of FY25 GMV

ASOS own brands and labels

c.10

Active customers

c.17m

Markets

c.155

Employees

c.2,800

Financial highlights

Gross merchandise value[1]
FY24: £2.8bn
£2.5bn

Revenue
FY24: £2.9bn
£2.5bn

Adj. gross margin[2]
FY24: 43.4%
47.1%

Gross margin
FY24: 40.0%
47.1%

Adj. EBITDA[2]
FY24: £80m
£132m

EBITDA
FY24: £(40m)
£93m

Operating loss
FY24: £(332m)
£(212m)

Free cash flow[2]
FY24: £38m
£14m

Operating cash flow
FY24: £228m
£159m

Customers[3]
FY24: 19.7m
17.0m

Total orders[4]
FY24: 68m
57m

Average basket value[5]
FY24: £41.47
£42.89

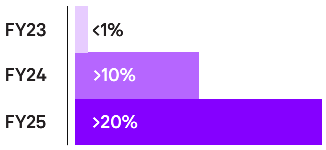
1 Gross Merchandise Value (GMV): Adjusted retail sales plus revenue attributable to Flexible Fulfilment partners, net of returns and excluding sales tax.
2 This is an Alternative Performance Measure (APM). Please refer to pages 175 to 178 for reconciliation to statutory measures.
3 Includes the Flexible Fulfilment models and hence the comparative figure has been restated.
4 Total shipped orders are the combined total of ASOS and Flexible Fulfilment orders.
5 Average basket value is defined as GMV divided by total shipped orders.

Operational highlights

Successfully scaling Test & React (T&R)

Developed in FY23, T&R now contributes >20% of our own brand sales. We have extended the principles of this model to our long-shore, own-brand supply chain with broader speed to market initiatives reducing production times by up to 30%. In FY26, we plan to scale this further with T&R to reach more than 25% of own brand sales, on track for our 30% medium term target.

T&R as a % of own brand sales



Delivering operational excellence

We have made further progress on cost management, reducing our supply chain costs by c.20% through the optimisation of our warehouse and delivery operations. In the US, we finalised the Atlanta warehouse closure, whilst in the UK we became the first retailer to partner with InPost to provide a next-day, 7 days a week delivery service. Having reduced our underlying returns rate by c.150bps in FY25, we see further opportunity to tackle the issue of unnecessary returns in FY26.

Expanding reach, delivering depth

We offered more exclusivity to our customers, becoming the first wholesale partner with c.10 brands and creating exclusive products with c.40 brands. Our flexible fulfilment programmes expanded into 7 new markets, adding c.60 brands to bring customers even greater breadth and depth of products. Following a successful pilot, we transitioned one of our biggest partners, Inditex, to an AFS model in H2 and expanded the partnership with the launch of new brand Oysho. Flexible Fulfilment contributes more than 10% of third-party GMV, as at the end of FY25, with plans to scale this further to more than 15% in FY26.

Partnerships powering engagement

We added c.100 partner brands in FY25, including customer favourites like Arket, Good American and House of CB. Part of this success has been improving how we bring the best of the ASOS platform to our partners. We launched our exclusive multi-year adidas x ASOS partnership, co-designing a womenswear range, combining its iconic heritage and brand with our speed and trends. With c.58 million social media impressions and c.1 million product views, the launch generated a halo effect for adidas' visibility and sales on-site, illustrating the value our collabs can bring.

Bringing brands to life

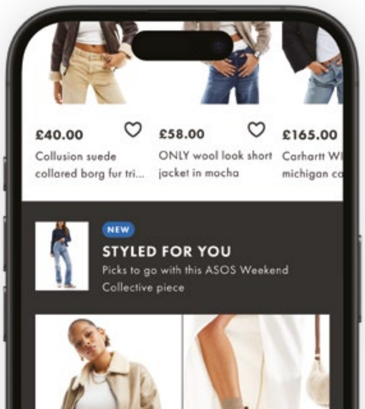
This year we offered our customers different ways to shop and interact with us. We levelled up our customer experience, hosting a range of in-person events, announcing new wholesale partnerships for Topshop with Liberty and John Lewis as well as showcasing our collab ranges on the streets of London. We opened our first-ever, brand-owned pop-up shop in New York, creating a buzz by bringing an exclusive range to customers in person.

New loyalty, deeper connections

We introduced our new loyalty programme in the UK, ASOS.WORLD, reaching more than 1m members within the first 6 months. Offering exclusive benefits and experiences, it aims to deepen how we connect with our customers, increase frequency and customer profitability. With c.20% of members being new or reactivated customers, we see ASOS.WORLD as one of the many ways we can drive brand engagement.

Next-level outfit discovery

We have used AI to meaningfully enhance the customer experience, including the rollout of 'Styled For You', marking a major milestone in scaling outfit-based inspiration. Now live on c.80% of our product pages and trained on 100,000+ curated outfits, our AI model can serve customers with curated outfit suggestions based on individual products. Having demonstrated improved engagement and conversion metrics, our AI technology has the potential to reshape consumer habits, paving the way for further ultra-personalisation and even virtual try-ons.



Our strategy is to lean into what makes ASOS distinctive: our unique assortment of the best own brand and partner brand product, styling that helps customers create outfits they love, and increasingly personalised experiences that feel relevant and exciting.

Right to win

Relevant fashion product

We're the go-to destination for trend-led fashion that blends quality, value and the best of our own brands and partner brands.

Own brands:

Fashionability: Trend authority
Quality: Elevate fit, materials, craft
Value: Compelling price points

Partner brands:

Curation: Desirable mix of brands
Exclusivity: Unmatched assortment
Integration: Easy, efficient, highest ROI partner of brands

Inspirational shopping experience

We help people discover outfits that fit their world, feel personal, and are easy to shop.

Outfit-based:

Putting fashion into context

Personalised & localised:

Show customers the most relevant assortment for them, in each moment

Easy-to-shop:

Provide a seamless, easy-to-shop experience to drive deeper engagement

Read more in our Strategic Review
pages 12 to 17

Efficient operating model

We manage costs carefully, act with speed, and consistently deliver on our promises.

Cost-effective:
Rigorous in our cost and capital management, releasing resources to reinvest

Fast:
Design and deliver with velocity

Reliable:
Deliver what we promised, how we promised it

Helps us deliver stakeholder value

Customers

Who benefit from access to quality fashion at an attractive price, a market-leading selection of brands and inspirational, targeted styling.

ASOSers

A passionate and diverse team who are empowered to contribute, learn, and grow through our open and entrepreneurial culture.

Suppliers

With whom we collaborate to foster trusted, mutually beneficial partnerships over the long term and support in continuous improvement to meet the standards set out in our FWI Strategy.

Partner brands

Who gain access to a large, global and often hard-to-reach customer base, the flexibility to work with us under a range of different models and the opportunity to learn from us and other brands on sustainability and ethical trade.

Shareholders

Who will benefit from a focus on delivering profitable growth and sustainable cash generation through the efficient allocation of capital.

Communities

Who are supported through our industry collaboration and meaningful action on human rights and modern slavery by championing under-represented groups in fashion via programmes, charity partnerships and ASOS Foundation.

Find out more
Stakeholder engagement on pages 42 to 45

Chair's statement

FY25 was not just a year of recovery but one of reinvention. We have laid the groundwork for a more focused, agile, and customer-centric ASOS."

As we reflect on the fiscal year 2025, I'm proud to report that ASOS has delivered a year of meaningful progress - one that marks a turning point in our journey towards sustainable, profitable growth.

Against a backdrop of continued macroeconomic uncertainty and evolving consumer behaviour, our performance demonstrates the resilience and agility of the new operating model that has been built over the course of our turnaround. Our financial results speak to this transformation with our gross margin increasing by 370bps year-on-year (YoY), supported by a stronger full-price sales mix, and our adjusted EBITDA rising by over 60% YoY, reflecting our disciplined cost management and operational efficiency against a challenging backdrop. These profitability improvements were delivered amidst lower sales, with GMV[1] declining by 12% YoY (on a like-for-like basis), as we continued to focus on optimising our customer proposition.

Beyond the headline figures, FY25 was a year of strategic progress. Key highlights include:

- **Scaling innovation:** Our Test & React model now drives >20% of own-brand sales, and speed to market initiatives have significantly shortened production cycles - bringing trend-led fashion to customers faster than ever.
- **Enhancing flexibility:** Flexible Fulfilment models (AFS and PF) now represent more than 10% of third-party GMV as at the end of FY25, across c.150 brands and more than 10 markets, improving product availability and unlocking working capital efficiencies.
- **Elevating customer experience:** Our loyalty programme, ASOS.WORLD, has reached more than 1m members in the UK within six months of launching with c.20% of these members being new or reactivated customers. This initiative has delivered higher order frequency and customer profitability versus non-members, indicating that our proposition is driving engagement and generating brand excitement. We are committed to deepening our relationships with customers by offering more of these innovative products, localised experiences, and personalised services in FY26.
- **Driving long-term efficiency:** Cost improvement and optimisation remains a priority. Our distribution and warehousing costs as a percentage of sales are down c.3ppts over the last two years, despite inflationary pressures. This has been achieved through a series of wide-ranging initiatives such as improving customer fulfilment metrics, reducing the causes of unnecessary returns, optimising our warehouse footprint and contract renegotiations. Unlocking these cost opportunities has given us the ability to invest in our strengths and areas of competitive advantage that are valued by our customers, and which we will look to capitalise on in FY26.
- **Revitalising iconic brands:** The successful relaunch of Topshop Topman (TSTM), including new wholesale partnerships with Liberty and John Lewis, as well as the return of Topshop.com, has re-energised one of fashion's most recognisable names.
- **Strengthening our foundation:** Our balance sheet has been improved through comprehensive refinancings and the formation of the TSTM joint venture[2]. We have delivered a net debt reduction of more than £110m YoY as at the end of FY25 alongside a £118m decrease in our inventory, highlighting further the enormous effort to successfully reset the foundations of our business and maximise our financial flexibility.
- **Advancing our sustainability governance approach:** We embedded a tailored governance framework for Fashion with Integrity (FWI), enhanced our reporting tools, and facilitated stakeholder engagement to embed sustainability into decision making. These outcomes have strengthened FWI's resilience and strategic alignment.
- **Building leadership for the future:** We have made further exciting changes to our Management Committee and Board, bringing fresh energy and expertise to our leadership team (full details of which can be found on pages 70 to 74). We are confident that this will help to drive ASOS forward in its next phase of growth.

FY25 was not just a year of recovery but one of reinvention. We have laid the groundwork for a more focused, agile, and customer-centric ASOS. As we look ahead, we remain committed to delivering fashion that inspires, experiences that connect, and value that endures.

As previously announced, after three incredible rewarding years I will step down as Chair upon release of our FY25 results and Natasja Laheij will become Chair. I am immensely proud of what our team has achieved together. It has been a privilege to witness such dedication, resilience, and innovation across the organisation. I believe this is the right time to move on, and I do so with complete confidence in Natasja Laheij's upcoming tenure. I am certain she will lead the Company in its next chapter to even greater success. Thank you all for your enduring commitment and support and for your continued belief in our journey.

Jørgen Lindemann
Chair
21 November 2025

1 Gross Merchandise Value ('GMV'): Adjusted retail sales plus revenue attributable to Flexible Fulfilment partners, net of returns and excluding sales tax.
2 The arrangement with Heartland A/S, whilst referred to as a joint venture throughout this report, will be accounted for as an associate, as detailed in note 14 of the financial statements.

Chief Executive Officer's review

> **Our priority for FY26 is to focus on… deepening our relationships with customers and making ASOS not just a place to shop, but a true destination for inspiration and style."**

Our vision

ASOS has always stood for innovation, energy and fashion that excites. At ASOS we have the ambition to be the most inspirational destination for fashion lovers on the planet. We want to be the place where young people looking to express themselves through fashion can come for daily style inspiration, and to discover new brands and outfits.

We are convinced that we have the right capabilities to deliver our ambition. We aim to offer the most relevant product assortment consumers can find, through a unique combination of the curation of the most attractive fashion brands on the planet, and the fastest and most compelling range of own brands. This unique product mix is brought to life through inspirational and personalised styling. Our goal is simple: to make ASOS the go-to personal stylist in your pocket.

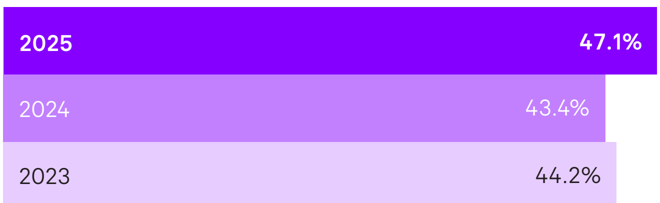
Our journey

When I became CEO at the end of FY22, it was clear we needed to reset the business so we could deliver on our vision.

Three years later, the turnaround is well underway: we have rebuilt our foundations, sharpened our focus, and are ready to reclaim our place as the most exciting destination for fashion-loving customers.

Adjusted gross margin

47.1%



The journey we've been on – which we discuss in more detail in our Strategic Review – has taken patience, hard work and tough decisions to get to where we are today. It has followed a clear and deliberate sequence.

First, we needed to stabilise the business by addressing our most pressing challenges: an excessive level of stock, and a rigid balance sheet. Over the past three years, we have reduced our stock by more than 60% and completely transformed our debt structure, giving us the flexibility to implement the changes we envisioned.

Second, we had to refresh our business and economic model, evolving from a highly promotional model to a more agile, flexible approach that reacts quickly to the market to consistently offer customers exciting and relevant products. This enables us to improve our gross margin and cost base while sharpening our customer proposition.

In FY25, these changes delivered a step change in profitability, with gross margins up 370bps YoY and adjusted EBITDA up more than 60% YoY, despite continued volume deleverage. These improvements have been driven by innovative propositions such as Test & React (now accounting for over 20% of our own brand sales), the addition of c.100 new brand partners, the expansion of our Flexible Fulfilment models (more than 10% of third-party GMV as at the end of FY25), and significant optimisation of our cost base, particularly in our supply chain which improved by c.20% YoY.

Today, we can confidently say we have achieved the goals set for the first two phases of our journey. We have transformed the business, creating the capacity to invest in what matters most to customers. These improvements give us the confidence that we now have the right foundations to deliver the best of ASOS in a way that is sustainably profitable.

Our future

Our priority for FY26 is to focus on the third phase of our journey, deepening our relationships with customers and making ASOS not just a place to shop, but a true destination for inspiration and style.

Our strategy is to build on what makes ASOS distinctive: our unique assortment of the best own brand and partner brand products, fuelled by speed and flexibility, styling that helps customers create outfits they love, and increasingly personalised experiences that feel relevant and exciting, powered by technology and AI.

By focusing on differentiation, rather than commoditised promotions or transactional experiences, we will create lasting value for customers and stakeholders and sustainably profitable growth.

With the most difficult work behind us, I'm more confident than ever that we have the right strategy and capabilities to achieve our ambition to become the most exciting destination for fashion-lovers.

I would like to personally thank our ASOSers, whose dedication and effort has made this transformation possible.

I look forward to sharing more about our journey and our next chapter in the Strategic Review and thank you for your continued support.

José Antonio Ramos Calamonte
Chief Executive Officer
21 November 2025

asos

Strategic Review

Contents

Our strategic progress

Our journey so far

We've taken a deliberate approach to putting the foundations in place for sustainable, profitable growth.

As we've spoken about before, there have been three stages to our turnaround each involving a deliberate series of actions – not always a linear or neat process, but all geared towards the same goal of building a platform that can deliver sustainable, profitable growth.

Stage 1: Dealing with the legacy of the old model

Our first focus was on addressing the significant legacy issues constraining ASOS. These combined actions represent an enormous effort across our business to successfully reset the essential foundations of our business.

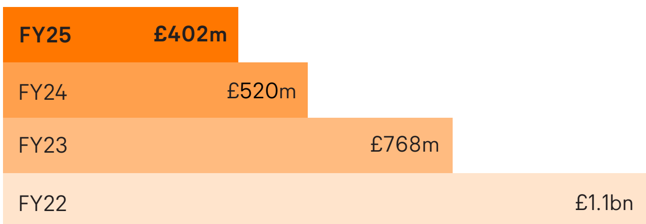
Successfully resetting our inventory position…

At the beginning of our transformation, our stock levels had doubled to £1.1bn at the end of FY22, due to pandemic-related disruption and poor commercial practices which led to the build-up of old and aged stock. Resolving this required tough but necessary action, with 'peak pain' in FY23 and FY24 including reducing our intake and discounting to clear old stock.

Inventory reduction YoY

c.20%

Inventory levels



By the end of FY25, we successfully reduced our stock levels to c.£400m, down c.60% since FY22, clearing aged inventory so customers see fresh styles and the latest trends every time they shop.

…allowed us to complete our warehouse rationalisation

A second challenge at the start of our transformation was our substantial warehouse network. Since FY21, we've reduced our footprint by over 50%, supported by the reduction in excess inventory and more efficient stock levels under our new commercial model. This has improved our operational efficiency on existing sites and delivered significant fixed cost savings, enabling us to serve our customers more competitively.

Having mothballed our second UK fulfilment centre (FC) in Lichfield in FY24, we announced the mothballing of our Atlanta site in FY25 — optimising our US operating model, with significantly improved product availability for customers from our remaining UK FC in Barnsley, and a smaller, more flexible new site in Dallas, while generating an expected £10–20m in annualised cost savings.

We've significantly strengthened our balance sheet, improving our financial flexibility for the future

The third key legacy issue was our balance sheet and capital allocation. In FY25 and early FY26, we took a series of actions that significantly strengthened our balance sheet and improved our financial flexibility.

In September 2024, we announced the formation of the Topshop and Topman joint venture (TSTM JV), with Heartland A/S taking a 75% stake for a £135m cash consideration. Through a concurrent convertible bond refinancing, we successfully extended our debt maturity profile while reducing our net debt, funded in part by the TSTM proceeds.

In November 2025, we announced a further successful refinancing of our asset backed loan facility into a secured term loan and Delayed Draw Term Loan ("DDTL") with a new syndicate of private lenders. This refinancing brings materially improved financial terms, including £87.5m additional liquidity headroom, increased financial flexibility over a five-year term to 2030, and a c.£5m reduction in annual cash interest costs versus the previous Bantry Bay facility.

While our work to optimise the business model and capital allocation will continue, we are confident that we have now addressed the most critical foundational issues. This gives ASOS the flexibility and resilience needed to support our next phase of sustainable, profitable growth.

Stage 2: Building the new commercial model based on speed, agility and profitability

The second stage of our turnaround required us to build a new commercial model that could deliver sustainable profitability. This required a comprehensive transition to more disciplined, agile ways of working focused around three simple principles: better product for customers, backed up by rigorous inventory management, and more efficient operations.

Consistently delighting customers with fresh, relevant products at the right price builds loyalty, and drives full-price sales. Stronger unit economics, in turn, create the capacity to reinvest in customer experience, creating a positive flywheel.

Together, these principles establish a structurally higher gross margin profile and stronger, more profitable underlying economic model that we can grow sustainably going forward. We can already see proof of this working in FY25. We grew our gross margin by 370bps YoY, driven by higher full-price mix and lower markdowns, while reducing inventory by a further c.20% YoY, benefitting our working capital intensity through quicker, more efficient stock turnover.

Our wide-ranging approach to improving the efficiency of our cost base and operations – from a more targeted approach to our customer proposition by market, through to renegotiating and resetting our variable and fixed cost base to support the new commercial model – all helped us deliver adjusted EBITDA growth of more than 60% YoY to £132m in FY25. This has been achieved despite continued volume deleverage from lower than expected GMV, and against a backdrop of continued macro uncertainty, demonstrating the resilience and agility of our new operating model.

We have deliberately spent longer on Stage 2 than initially planned, and for good reason. Towards the end of FY25, we explored the opportunity to reduce fixed costs and drive further variable cost optimisation and we remained focused on securing even stronger profitability foundations that will deliver further material improvements to our cost base in FY26 and beyond, effectively creating more headroom to reinvest in growth.

With the core building blocks of our new commercial model now in place, we are able to move from roll-out to amplification.

In FY26, we enter the final stage of our transformation with a business model, stock profile and underlying cost base that positions us to return to sustainably profitable GMV growth.

How have we achieved this?

(i) Better product for customers

Great product sits at the heart of our customer proposition. What makes the ASOS experience distinctive is the way we bring the best and freshest own brand and partner brand product to life — through curating outfits, exclusive drops and inspirational styling that showcase fashion in a way that excites.

New speed models allow us to set the trends with our own brand product

Being first to market for fashion and trends is one of ASOS' defining strengths and something we're proud to bring to our customers.

Our market-leading Test & React (T&R) model – which brings product from design to site in as little as three weeks – enables our own brands to deliver the most exciting product and set the trends for our fashion-loving customers. T&R now accounts for more than 20% of our own brand sales, having launched from pilot two years ago, demonstrating the strong customer demand for this product and our new commercial model in action. Into FY26, we plan to scale this even further to more than 25% of our own brand sales, on track for our medium term target of 30%.

We have extended the same fundamental principles to our long-shore own brand supply chain through our speed to market initiatives, such as moving to fabric-first design, with the ability to cut our average production times by up to 30% over the last year.

Our growing speed to market models help us bring customers trends first while also improving the efficiency and agility of our supply chain.

These capabilities are extremely hard to replicate. They require deep co-ordination across design, sourcing and logistics, as well as the ability to test and gather data on small runs of product through our online platform and centralised inventory. Managed effectively, these production methods can narrow the gap between supply decisions and demand signals – supporting better gross margins (even with higher investment into input costs), reducing discounting and removing waste and excess production in the system.

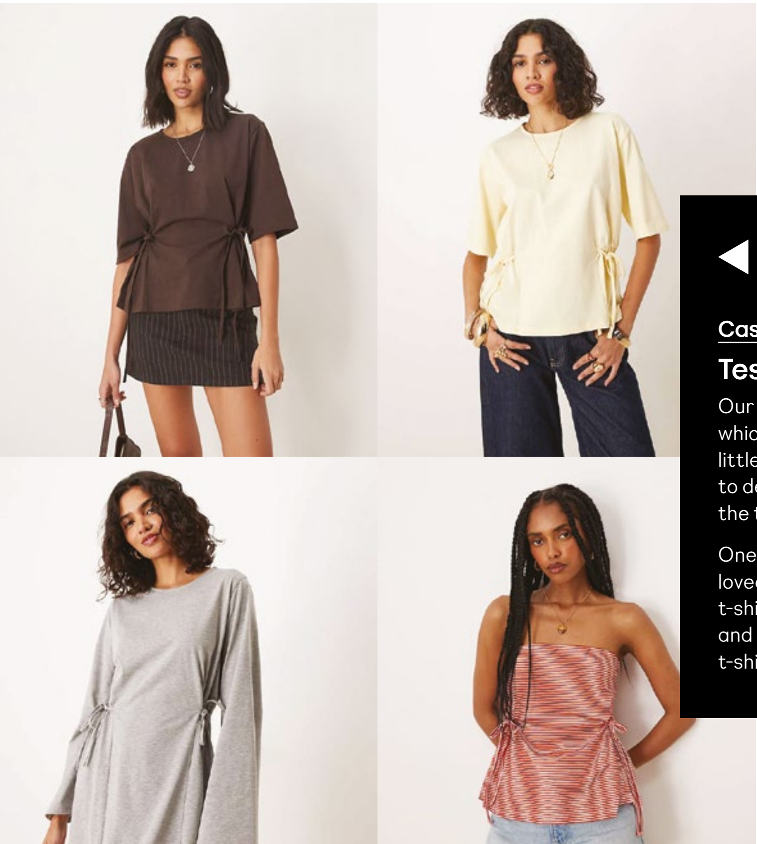
The integration of new AI tools is also making our people and our processes more efficient. During H2, we successfully piloted a new AI design tool which delivers an average time saving of 75-80% on core design workflow tasks, as well as removing sampling costs and physical waste.

Deepening our partner brand relationships to bring customers more of the best product, in one place

Combined with our Flexible Fulfilment (FF) models – Partner Fulfils (PF) and ASOS Fulfilment Services (AFS) – we're able to scale the availability of the best product to our customers faster and more efficiently than ever.

These models allow us to be more agile in how we collaborate with our partner brands, while offering our customers increased breadth (i.e. expanding the product range available on the ASOS platform) and depth (i.e. giving customers access to best sellers when our wholesale stock is depleted).

We ended FY25 with these platforms scaled to more than 10% of third-party GMV by the end of the year, across c.150 brands and more than 10 markets, including successfully transitioning to AFS with Inditex during H2 and launching PF in the US.



<u>Case study</u>

Test & React in action

Our market-leading Test & React model, which brings product from design to site in as little as three weeks, enables our own brands to deliver the most exciting product and set the trends for our fashion-loving customers.

One of our key successes that customers loved in FY25 was our cinched, tie-side t-shirts which we were able to repeat, and test across 15 new options including t-shirts, tops and dresses.

Strategic Review cont.

In FY26, we will continue to scale these models to more than 15% of third-party GMV to best serve our customer demand and expand our relationships with new and existing brand partners.

Our partner brands can see the power of our reinvigorated platform, with c.100 new partner brands joining in FY25, spanning premium names, cutting-edge fashion, and commercial favourites, giving customers more of what they love all in one place.

Our cross-functional teams combine the best of the ASOS platform for our brand partners: from elevated shoots through our in-house Studios capabilities, access to new audiences through ASOS Media Group (AMG) via our owned social and website content, to high-impact events.

These efforts have driven successful launches of brands including Arket, House of CB and Good American and deeper collaboration with existing partners such as Charlotte Tilbury, Inditex, Mango and Nike. We've also seen a strong customer response to our growing premium proposition, which we're excited to continue building out in FY26.

Creating exclusive outfits and styles that only ASOS can offer to inspire and excite customers

In FY25, some of our biggest customer moments came from exclusive collaborations. In July, we announced an exclusive multi-year collaboration with adidas launching an ASOS-designed womenswear collection — a bold step in a long-standing relationship.

The first drop featured c.30 uniquely designed pieces, generating 58 million social impressions in launch week and 2 orders per second at launch, creating a halo effect and uplift in sales and visibility of broader adidas product.

This is just the start of an exciting multi-year project, with the second collection launched in Q1 FY26, combining adidas' brand and heritage with ASOS' speed and trends, showcasing the unique value we can bring to customers through innovative partnerships.

As well as the latest trends, we know our customers want brilliant everyday essentials – staple products that offer style, function and quality at great value. In H2, we introduced breatheMAX™, our new ASOS Design menswear range built for maximum comfort and effortless style. Featuring a variety of styles of standard and oversized t-shirts at £16-£22, each piece is crafted with a high-performance wicking finish that pulls moisture away from the skin and dries quickly, perfect for wearing on repeat. The demand from our customers has been clear, with our initial menswear launch surpassing full-price sell-through expectations and driving us to expand the range into womenswear in FY26.

We see significant opportunity to build our next-level essentials collection further, combining purpose-led design with premium, more sustainable fabrics that deliver function, durability and inclusive style for our style-conscious customers.

Across our own brand portfolio, we achieved 50% more sustainable materials usage (up from 34% last year, and surpassing our target of 45%), making more of our customers' fashion choices inherently aligned with responsible practices.

(ii) Rigorous inventory management

Consistently delivering customers the best, freshest fashion product requires rigorous inventory management. With faster speed to market across our buying process (i.e. a shorter lead time between buying and selling stock), powered by T&R and our broader speed to market initiatives, we can make intake decisions with increased flexibility, driving our full-price sales mix higher.

Alongside a more effective approach to in-season clearance, we've improved our 12 week sell-through rate YoY with lower markdown investment required. Our FF models further enable us to maximise the availability of the most exciting products while minimising inventory risk.

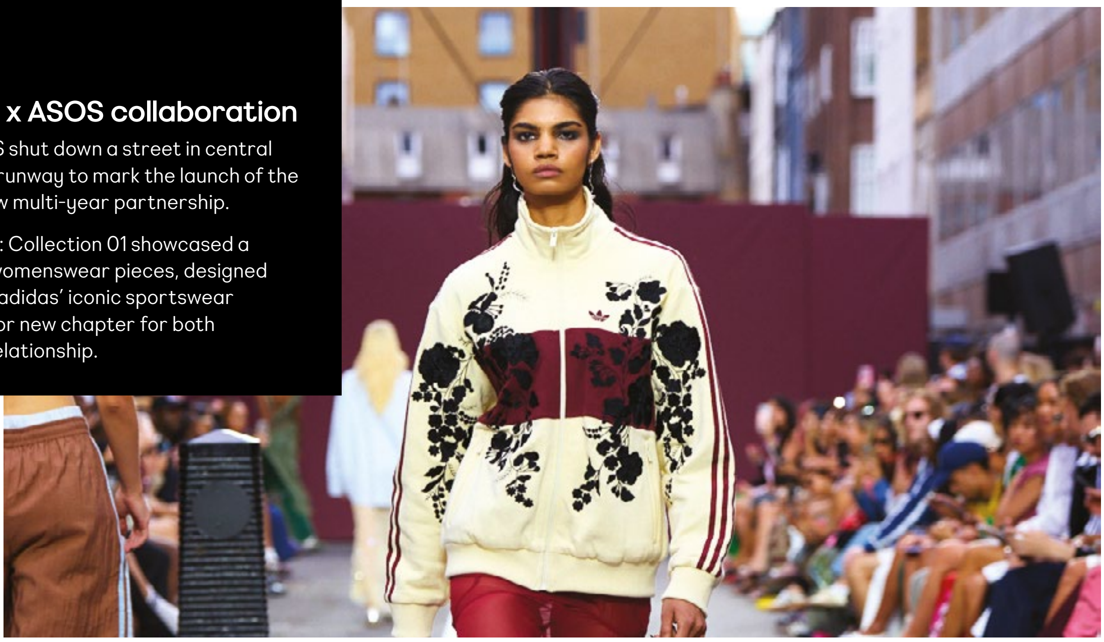
Our new, more disciplined inventory management process has enabled us to reduce our stock cover by c.25% over the last two years and improve the return on cash invested into inventory. This results in higher sales and gross profit for a given level of inventory, thereby enhancing our cash flow and sustainably reducing the capital intensity of our operations, while allowing us to increase our sales with a more efficient investment in inventory in the future.

Case study

adidas Originals x ASOS collaboration

In July, adidas and ASOS shut down a street in central London for an exclusive runway to mark the launch of the first collection in our new multi-year partnership.

adidas Originals x ASOS: Collection 01 showcased a range of exclusive new womenswear pieces, designed in-house by ASOS using adidas' iconic sportswear heritage, marking a major new chapter for both brands' long-standing relationship.



> Our focus on efficiency spans our operations and our cost base. By removing waste...we can unlock opportunities to invest into areas that our customers really value."

(iii) More efficient operations

Our focus on efficiency spans our operations and our cost base. By removing waste, both in terms of time and costs, we can unlock opportunities to invest into areas that our customers really value.

Increasing efficiency and removing waste across our operations...

In FY25, we delivered meaningful operational and cost efficiencies, particularly across our supply chain, that will lead to significant multi-year savings and fundamentally improve our cost to serve. We've reduced our supply chain costs by c.20% YoY, while continuing to invest into competitive delivery speeds and bringing customers convenient options e.g. through our next-day locker partnership with InPost in the UK.

Distribution and warehousing costs as a percentage of sales are down c.3ppts over the last two years, through a series of wide-ranging initiatives including optimising our warehouse footprint, contract renegotiations, and improving customer fulfilment metrics e.g. reducing the percentage of orders that were missing our customer delivery promise by c.30% YoY.

...focused on improving our customer experience by reducing key pain points like returns

Returns have been a major focus area, both because of the cost they create and the friction they cause for customers. We know finding the right fit matters most. That's why, in FY25, we improved size guides and added more reviews so customers can shop with confidence and avoid unnecessary returns.

We also refined our fair use policy in core markets to protect free returns for the vast majority of customers, while addressing unprofitable behaviours. These actions helped reduce our underlying returns rate by c.150bps YoY, and we see further opportunities ahead in FY26 to tackle the root causes of unnecessary returns and make shopping with ASOS even more seamless.

Significant profitability improvements in FY25, building on foundations laid over last two years...

Combined, these gross margin and cost improvements have enabled us to grow our adjusted EBITDA by more than 60% YoY, despite the continued volume deleverage from lower than expected GMV as we continue to focus on higher quality sales against a soft consumer backdrop.

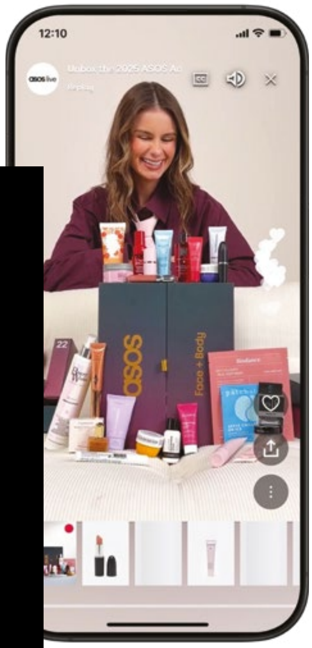
We have achieved this despite continued inflationary pressures, macroeconomic and tariff uncertainty, reflecting the increased agility and resilience that we've established during our turnaround. This result also includes the impact of the TSTM royalty payment in FY25, previously guided to being a £10-20m adjusted EBITDA drag during the year, but which we expect to be increasingly positive over time.

Our profit per order is up 30% YoY, underscoring the fundamental reset in unit economics we've achieved through focusing on creating sustainably profitable relationships with our customers.

...with further cost improvements locked in for FY26 and beyond

In H2 FY25, we explored additional opportunities to reduce fixed costs and drive further variable cost optimisation across our business, including through a disciplined review and subsequent renegotiation of key supplier contracts. These meaningful cost actions, while not delivering a material benefit during the period, have lowered our cost base for the medium to long term, positioning us to realise significant annualised cost savings in FY26 and beyond.

Strategic Review cont.



Case study

Launching more immersive shopping experiences

In August, we launched ASOS Live, our immersive video shopping experience that bridges the gap between inspiration, discovery and shopping.

Our customers have been engaging with our elevated on-app video content, including the unboxing preview of the 2025 ASOS Face + Body advent calendar. This preview not only generated excitement but also featured informative content that guides customers in discovering our products.

Where we're going in FY26

Stage 3: Re-engaging customers with the most relevant product and inspirational shopping experiences

Re-engaging customers at scale to drive sustainably profitable GMV growth

With these stronger foundations secured, the final phase of our turnaround is regaining the hearts and minds of customers at scale. We're focused on leaning into what makes ASOS distinctive: great product, inspiring experiences and innovation that resonates with our core customer. This means combining our unique mix of own brand and partner brand product with styling, personalisation and immersive experiences that makes us a true destination for fashion. Our successful execution of the first two stages of our journey is what gives us confidence in our ability to successfully deliver this final stage of our journey.

Into FY26, we are focused on three key growth levers: continuing to enhance product relevance through our speed models, exclusive collaborations and FF platform expansion; investing in ROI-driven, product-led brand marketing; and accelerating progress on our digital customer experience – our biggest opportunity for step-change improvement.

Positive signs of deeper engagement with our existing customer base...

Although our total customer base is down 14% YoY – reflecting lower new customer acquisition, as well as our continued actions to optimise our customer proposition against a soft macro backdrop – the quality and engagement of our active customers are improving. The number of reactivated customers (those who had previously shopped, but not in the preceding 12 months) is broadly flat across the Group and up YoY in the UK, showing the ability of our improved product and experience to re-engage customers who already have consideration and awareness of the ASOS brand.

Our retention rate is improving, another clear signal that our enhanced proposition is resonating. When we strip out the impact of measures taken to address unprofitable customer behaviour, our retention rate among profitable customers is improving at three times the Group rate. At the same time, average net spend and customer profitability are also increasing, driven by higher basket values and lower discounting. The progress we've made with our customer proposition and economics in the first two stages are already delivering improved return on advertising spend (ROAS).

Taken together – higher spend, higher profitability and stronger retention – these trends demonstrate that ASOS is successfully winning back the hearts, minds and wallets of customers who know our brand and shop with us, giving us confidence that we have got a strategy that can bring value to customers.

...demonstrate the opportunity to bring more new customers to ASOS by raising brand awareness

In FY26, we see a significant opportunity to win more of these future core customers by spreading the message to new customers and telling them about everything that ASOS can offer. We will relaunch the ASOS brand with a clear, product-led message around quality and inspiration, supported by disciplined, ROI-driven brand marketing to drive higher awareness and consideration in our core markets. This will be backed up by an exciting pipeline of new and innovative digital experiences to drive momentum and brand heat.

Making ASOS feel like it's made for you through better, more personalised experiences

In FY26, our customers will find more ways to use ASOS for fashion discovery and inspiration. We're launching a pipeline of exciting new features that will make every customer feel like ASOS is made for them, regardless of their shopping mission; whether its finding full outfits and looks with confidence; discovering new brands, trends, and styles; or getting tailored advice from your own personal stylist.

Customers will be able to enjoy continuous improvements over the coming months including a new personalised "For You" tab filled with the most relevant recommendations based on their preferences, a refreshed homepage with shoppable fashion entertainment where they can explore and discover new brands, trends and products, as well as new ways to discover and engage with outfits, including making them easier to visualise, buy and share their favourite looks.

In August, we launched ASOS Live, our immersive video shopping experience that bridges the gap between inspiration, discovery and shopping through live and on-demand videos that customers can interact with and shop through, within a social media-style experience on our platform. We know customers value our curation and guidance to help discover products, and that informative video content helps provide confidence in size, fit and product suitability before ordering. Since launching ASOS Live, we have seen a positive customer impact on relevant metrics that ASOS Live supports, including higher engagement on-app and improving customer conversion from viewers.

Our customers come to ASOS for more than just individual products – they are looking for style inspiration. We know styling content is a proven driver of conversion, demonstrating the value it brings to customers, and we're innovating our on-site experience to bring that value to more customers and product pages than ever before. In Q4, we began piloting our new "Styled for You" feature, a major milestone in scaling outfit-based inspiration with the power of AI. Trained on our database of 100,000+ expertly curated Studio outfits, our AI model can serve customers with curated outfit suggestions based around individual products.

Rewarding our most loyal customers with ASOS.WORLD

After a successful pilot launched in March, we rolled out our new loyalty programme, ASOS.WORLD, across the UK in Q4. Designed to strengthen our connection with customers, ASOS.WORLD rewards loyal customers with early access, priority alerts and exclusive experiences designed around what they value most. The programme features four tiers from the free-to-join Stylist tier through to our A-Lister tier for customers spending £750+ annually. We have reached more than 1m members in the UK within six months of launch, demonstrating strong customer demand for the programme.

Benefits are rooted in ASOS' core proposition of great product and inspiring experiences: early access to new collections, priority back-in-stock alerts, invitations to exclusive online and in-person events, and more. For example, ASOS.WORLD members gained early access to shop the second drop of our sold-out adidas cow-print collaboration, purchasing a third of the stock, despite only making up c.10% of the customer base at the time of launch, and driving a significant spike in sign-ups to the programme.

Members are showing have higher order frequency and customer value versus non-members, demonstrating the commercial benefit of deeper engagement. In FY26, we see opportunity to roll out ASOS.WORLD further and drive even stronger customer connections.

Giving customers more ways to shop our iconic brands with the relaunch of Topshop Topman (TSTM)

In August, we staged the major relaunch of Topshop.com, taking over Trafalgar Square in London, and delivering one of the most talked-about comebacks in British fashion. This was just the beginning of reigniting the brands' cultural relevance, with the return to physical retail through a curated selection of wholesale partners announced, including Liberty and John Lewis.

Strategically, the relaunch is a major step in rebuilding TSTM, giving customers more ways to shop and engage with them. The model, led by Managing Director Michelle Wilson, gives TSTM the focused leadership and support it needs to thrive as iconic standalone brands, while still leveraging ASOS' core infrastructure and expertise to unlock its huge potential. We're excited about the opportunities this creates in FY26 and beyond – not only for TSTM's growth, but as a model for future brand development within ASOS.

Together, these initiatives will allow us to accelerate the impact of our turnaround – turning the work of the past three years into deeper customer engagement, greater operational efficiency and a clear route towards sustainable, profitable growth.

Our biggest opportunity is to make shopping on ASOS feel personal and inspiring, with experiences that help customers discover, style and shop effortlessly. We are only at the beginning of this chapter, with the first wave of digital improvements delivered in Q4 showing what is possible.

As we move into FY26, our focus and velocity will step up significantly, with a growing pipeline of initiatives bringing this to life for our customers. Each enhancement – from smarter personalisation to seamless discovery and checkout – is designed to deepen engagement, strengthen loyalty, and unlock profitable growth.

Outlook

In FY26, enabled by the strategic and financial progress made throughout our turnaround, we expect:

- GMV expected to show an improving trajectory throughout the financial year,
- GMV performance 3-4ppts ahead of revenue performance, driven by continued growth of FF models;
- Further gross margin improvement of at least 100bps to 48% to 50%, driven by continued growth in full-price sales mix and FF models;
- Further adjusted EBITDA growth to £150m to £180m, supported by continued gross margin expansion, variable contribution and fixed cost discipline, with a meaningful year-on-year margin improvement in both H1 and H2 FY26; and
- Broadly neutral free cash flow.

Our core focus remains sustainable, profitable growth. In the mid-term we continue to expect to generate adjusted EBITDA sustainably ahead of capex, interest, tax and leases, with revenue growth and an adjusted EBITDA margin of c.8%. Our new commercial model can drive materially higher gross margin towards 50% through higher full-price sales mix and flexible stock models, which also benefits our inventory days. Our focus on efficient capital allocation will bring our capex down to 3% to 4% of sales, and over time, we anticipate that our improving profitability and cash flow will also reduce our net debt and interest levels.

Fashion with Integrity

Our Fashion with Integrity (FWI) strategy encompasses our work on the sustainability-related impacts, risks and opportunities that exist within our value chain.

With its Planet, Product, and People pillars, the strategy aims to strengthen ASOS' resilience by reducing our environmental footprint and ensuring ASOS behaves responsibly towards our stakeholders.

On the following pages, we provide detailed information regarding each strategic priority, including information on our policies, actions and targets, and the steps taken during FY25 to deliver our FWI strategy.

As part of our focus on continuous improvement and refinement, this year we have updated some of our targets and commitments. We have explained these changes throughout the report, but full details of changes can be found alongside target methodologies on **asosplc.com/sustainability/fashion-with-integrity/**.

Key

T Targets
(quantitative performance metrics)

C Commitments
(qualitative performance metrics)

Planet

Goal

Reduce the impact of our operations and value chain on the climate, the environment, and natural ecosystems

Targets/commitments

T Net zero carbon across our entire value chain by FY50, with a 90% reduction in absolute emissions from our FY22 baseline.

Performance: FY25: -48.2%

→ **See page 26**

T Reduce absolute Scope 1 and 2 GHG emissions by 45% by FY30 from our FY22 baseline; and source 100% renewable electricity across the ASOS Estate by FY27.

Performance:
Carbon: FY25: -22.9%
Renewables: FY25: 89.5%

→ **See page 27**

T Reduce absolute Scope 3 emissions from purchased goods and services and upstream transportation and distribution by 42% by FY30.*

* In line with Science Based Targets initiative (SBTi) guidance this covers 100% of our Category 1a and 12.9% of our Category 4 emissions

Performance: FY25: -46.5%

→ **See page 27**

FWI will always be a key part of how we work at ASOS. As we make progress with our wider business strategy, we must also deliver against the principles, targets and commitments that underpin FWI; and continue to strengthen the existing link between sustainability, risk management, and business resilience. Doing so is essential to delivering sustainable, profitable growth.

This year we have started to deliver on the updated commitments and targets we set out in our last annual report. As can be expected, there are some areas where we have made strong advancements, and others where we have not moved as fast as we would have liked. We're committed to transparently reporting on our progress each year, including providing context on challenges faced and any learnings.

As well as reporting on our progress against our strategic targets, this section incorporates our disclosures in reference to relevant voluntary and mandatory reporting frameworks. It also reflects our continued commitment to the UN Global Compact and its Ten Principles, which I'm proud to endorse again this year.

José Antonio Ramos Calamonte
CEO

Product

Goal

Make designing circular and more sustainable products business as usual, to create positive change across a product's lifetime

Targets/commitments

T Increase our use of more sustainable materials in our ASOS own brand clothing products through annual targets.

Performance: FY25 Target: 45% FY25 Actual: 50%

→ **See page 30**

C Test and introduce innovative packaging materials and solutions, reducing overall usage where appropriate. By FY26, we'll increase recycled content in plastic mailing and garment bags to a minimum of 95%.

Performance: N/A

→ **See page 31**

C Train the manufacturers of our ASOS own brand clothing products on our ASOS Circular Design Strategies.

Performance: On track

→ **See page 31**

C Facilitate recovery programmes to keep products in use at their highest value.

Performance: Delayed

→ **See page 31**

People

Goal

Ensure human rights are respected and protected and support our customers and communities

Targets/commitments

C Implement our Human Rights strategy to enhance the human rights of workers across our value chain.

Performance: On track

→ **See page 34**

C Maintain and build on our foundation of effective own brand and partner brand due diligence.

Performance: On track

→ **See page 35**

C Grow our connection with under-served customers and communities through authentic, impactful partnerships and programmes.

Performance: Updated commitment

→ **See page 36**

C Support and amplify new and emerging talent and brands to help make fashion more exciting, inclusive and relevant.

Performance: Updated commitment

→ **See page 36**

T By FY30, achieve 50% female and 15% ethnically diverse representation across our combined leadership team.

→ **See Our people section page 41**

Sustainability cont.

Basis for preparation of sustainability disclosures

Scope of data and consistency with frameworks and legislation

The data in the Sustainability section covers the period 2 September 2024 to 31 August 2025, unless otherwise stated.

Our sustainability disclosures for FY25 cover our global operations and the whole Group. We did not need to rebaseline any sustainability-related data during this financial year, as there were no material changes in our operations, value chain or business activities.

This is our third year disclosing in reference to the Sustainable Accounting Standards Board (SASB) and the Global Reporting Initiative (GRI) standards. It also marks our third climate-related financial disclosures in reference to Sections 1 – 4 of the TCFD 'Recommended Disclosures' from 'Chapter C. Guidance for All Sectors' within the TCFD's publication, "Implementing the Recommendations of the Task Force on Climate-related Financial Disclosures (2021)" (referred to here as the "TCFD Guidance").

We have also prepared the Planet section in this report following the 2020 UK Government Environmental Reporting Guidelines, including Streamlined Energy and Carbon Reporting (SECR) requirements.

Please refer to the appendix of this report (page 63 to 67) for an index highlighting the location of information pertaining to each recommended disclosure and our associated level of consistency. In reporting in reference to these frameworks we are also preparing for the upcoming UK Sustainable Reporting Standards (UK SRS).

In making this Scoping & Consistency Statement, we consider that these disclosures meet the requirements of UKLR 6.6.6R (8) (UK Listing Rules).

Determining material sustainability topics for reporting

Consistent with our FY24 Annual Report, we have used the results of our impact materiality assessment to define material sustainability-related topics for reporting.

This took in desk-based research and internal and external stakeholder interviews and questionnaires. It identified our most material external impacts on the economy, environment, and society. By focusing our efforts on these topics, we aim to reduce our impact while also removing potential risks to ASOS and improving the resilience of our supply chain.

Building on this assessment and to strengthen our understanding of risks and opportunities for ASOS, we're currently undertaking a double materiality assessment (DMA). Through the DMA process, we are also refreshing our understanding of ASOS' impact on the economy, environment and society. Results from this DMA will be used to refresh our view of material topics and be incorporated in our reporting from FY26.

Both materiality assessments consider topics from the European Sustainability Reporting Standards (ESRS) guidelines. These are based on the International Sustainable Standards Board (ISSB) S1 and S2 frameworks, which will be incorporated in the UK through the upcoming Sustainability Reporting Standards (SRS).

An overview of the sustainability topics deemed material for our annual reporting can be found in the table below:

FWI pillar	Material topic	Materiality	Principal risk link	Material topic description
Planet	**Climate change**	Critical	Y	How ASOS manages impacts on climate change associated with GHG emissions and how we respond to the risks caused by climate change.
	Water	Significant	N	How ASOS manages water-related impacts associated with water withdrawals, consumption and discharges.
	Biodiversity	Significant	N	How ASOS manages impacts on biodiversity and ecosystems relating to the prevention, management and remediation of damage.
Product	**Resource use and waste (i.e. materials and packaging)**	Significant	N	How ASOS manages impacts associated with the type and quantity of resources used across our supply chain, operations, and at end of life for packaging and products.
	Pollution	Significant	N	How ASOS manages impacts on the pollution of air, water and soil, with specific consideration to substances of concern (i.e. toxic chemicals), and microplastics.
People	**Equal treatment and opportunities in the supply chain**	Significant	Y	How ASOS manages impacts associated with equal treatment and opportunities in the supply chain, relating to the diversity and inclusion of workers, measures against gender-based violence and harassment, and equal pay and training. Includes consideration to the diversity of brand partners.
	Working conditions and work-related rights in the supply chain	Significant	Y	How ASOS manages impacts on working conditions and work-related rights in our supply chain (including product manufacture and workers not directly employed by ASOS or third-party logistics providers, i.e. delivery drivers), including child labour, forced labour, adequate wages, health and safety, and freedom of association.

Planet

Sustainability cont.
Planet

Climate change

Related material topics: Climate change

Risks

"Challenges and impacts of climate change" is a principal risk for ASOS. We face risks related both to the transition to a lower-carbon economy and the physical impacts of climate change, throughout our own operations and supply chain. These include changes in technology, market risks, and how our response to climate change affects our reputation. Physical risks can be event driven by shorter-term (acute) or longer-term (chronic) shifts in climate patterns. Failure to manage these risks effectively could impact our financial performance through a loss of stakeholder confidence in ASOS, reduced market share, increased costs, tax penalties or potential operational disruption. For more information, please see our Principal risk and uncertainties section on page 56.

Opportunities

Our carbon targets are in line with the 1.5°C climate pathway and have been validated by the SBTi. This puts us in good stead to respond and comply with emerging legislation, providing business resilience against policy risk.

Our sustainable materials target, discussed in the Product section of this report, is a key driver in our decarbonisation planning. By reducing our reliance on virgin materials, we also increase our resilience to the physical effects of climate change, such as heatwaves and droughts – which all have a potentially substantial impact on raw material yields, such as cotton.

The diversification of our product portfolio to include more sustainable offerings, for our own brands but also through our partner brands, will enable us to access new customers and reduce the market-related risks associated with climate change, such as changing stakeholder preferences and boycotting. To ensure these benefits are realised, we are working hard to improve our systems, to enable us to be more transparent with our customers on the environmental performance of our products.

Our approach

During the year, we continued to work in partnership with Risilience to strengthen our deep-dive scenario analysis using the scenarios and assumptions below.

Our modelling focuses on downside risks and is based on our current product range, sourcing strategy and asset base, with no mitigation or strategic response assumed to minimise these risks. The financial values and potential costs presented are quoted as ranges to reflect the inherent uncertainties of climate-related modelling, which relies heavily on assumptions.

These uncertainties are driven by internal limitations in data, as well as the rapidly evolving nature of climate science, regulatory developments, and technological advancements. We are working to improve our data and systems, specifically around supply chain transparency, with the aim to make our modelling outputs more representative of our full value chain. As with any forward-looking analysis, there are significant uncertainties involved. Our analysis is exploratory in nature and should not be considered a forecast or prediction. Instead, it serves as a tool to test the resilience of our business strategy under different potential future climate conditions.

The assumptions underpinning this analysis are based on the Intergovernmental Panel on Climate Change's Shared Socioeconomic Pathways (SSPs), the Network for Greening the Financial System (NGFS) pathways, regulatory landscapes, market conditions and areas of our business model including our supplier portfolio, all of which are subject to rapid change. As a result, our scenarios cannot capture the full range of potential future developments, particularly as new data, policies and technological advancements emerge. This analysis therefore represents a snapshot of plausible futures under existing assumptions and currently known information, but it does not encompass the full breadth of possible outcomes.

Types of climate risks:

- *Transition risks and opportunities* result from moving to a lower carbon economy and are caused by market sentiment, climate policy/legislation, the need to update technology, requirements to change our business model or operations, and any reputational impacts resulting from these areas.
- *Physical risks and opportunities* result from the effects of climate change on the environment and weather and are caused by global warming, leading to more extreme weather events such as drought, excessive heat, wildfires, flooding, heavy precipitation and cyclones.

The scenarios we analysed

This year our detailed climate risk analysis used climate modelling scenarios based on Shared Socioeconomic Pathways (SSPs) for physical risks and the NGFS-defined emissions pathways for transition risks. For comparability, as the NGFS pathways build narrative upon the SSPs temperature warming scenarios, we have mapped our physical risks to the relevant NGFS pathway in our detailed climate risk analysis results table on page 24.

We have selected four NGFS pathway scenarios to assess potential transition and physical impacts:

1.4°C
Orderly
Net Zero 2050

Assumes global warming is limited to 1.4°C through stringent climate policies and innovation, reaching global net zero CO_2 emissions around 2050. Under this scenario:

- Global CO_2 emissions reach or approach zero in 2050.
- Countries with a political commitment to a net zero target defined before end of March 2024 meet this target before or after 2050.

1.7°C
Disorderly
Delayed transition

Assumes annual emissions do not decrease until 2030. Post-2030 regime change introduces strong policies to limit warming to below 2°C. Under this scenario:

- Countries stick to current policies until 2030 and experience a "fossil recovery", after which they transition such that the end-of-century temperature goal of 2°C warming is reached.
- This change of regime in 2030 is unanticipated and therefore disruptive.
- Countries with net zero policy target commitments are assumed to follow-through on 80% of them. Negative emissions are limited.

2.4°C
Too little, too late
Fragmented world

Assumes a delayed and divergent climate policy response among countries globally, leading to high physical and transition risks. Under this scenario:

- Countries without net zero targets follow current policies, while other countries achieve them only partially (80% of the target).
- Only currently implemented policies are maintained until 2030 (delayed transition); thereafter, countries that have set themselves a net zero target only reach an 80% reduction by 2050, while others continue with current policies (divergent transition).

3.0°C
Hot house world
Current policy

Assumes that only currently implemented policies are preserved, leading to high physical risks. Under this scenario:

- Existing climate policies remain in place but there is no strengthening of ambition level of these policies.

The time horizons we analysed

We used three different time horizons: short (0-5 years), medium (5-10 years), and long (up to 2040) when assessing potential transition and physical impacts as follows:

- *Transition impacts:* Beyond a 5 to 10-year time horizon, transition impacts are highly uncertain due to lack of visibility of future policy and legislation and global market trends. Our largest currently known impacts are expected up to 2030, when currently announced decarbonisation legislation and regulations come into force. As a result, we assessed transition impacts over short- and medium-term horizons.
- *Physical impacts:* Climate change can cause both shorter-term changes and longer-term chronic shifts in weather patterns, so we assessed physical impacts over short, medium, and long-term time horizons.

We have provided the financial impacts for the most material time horizon for each risk set out in the Detailed climate risk analysis table on pages 24 and 25. Where several time horizons have the same financial impact, the nearest time horizon has been selected. This provides the most imminent worst-case scenario in assessing financial liability relating to climate change.

Financial impact methodology

Our modelling enables us to better understand our potential risks and opportunities, including the financial and other impacts that they could have on our business and our strategy. Inputs to the model included certain key business information such as financial estimates, Tier 1 (final stage manufacturing) facility locations and volumes, estimated raw materials usage data, and modelled greenhouse gas emissions across Scopes 1, 2 and 3.

The modelling provided the estimated potential annual financial impacts for each climate-related risk detailed on pages 24 and 25. Financial impacts are the present value of estimated future cash flows lost due to the impact and time horizon assessed, averaged for the number of years in the respective time horizon (this is referred to as Annual Earnings Value at Risk (Annual EVAR)).

Data used relating to the usage of sustainable materials and our Scope 3.1a product emissions data are based on a series of documented estimates and assumptions, such as product weight and overall composition. More detail is available at www.asosplc.com/sustainability/fashion-with-integrity/.

We have conducted sensitivity analysis on our estimates and assumptions to determine the risk of potential errors in our reported figures. This work identified that no reasonable possible change in our estimates and assumptions would result in our reported figures changing by 5% or more. As a result, in line with our ESG Materiality & Rebase Policy, we do not consider these estimates or assumptions to be materially sensitive.

Sustainability cont.
Planet

Detailed climate risk analysis

Risk type | Impact description

Transition risk

Policy risk

Risk: Regulatory, compliance, litigation costs, or pricing of emissions

Cost impact of new legislation/regulation

- We must comply with upcoming UK, EU, and US sustainability-related legislation, including product mandates and enhanced reporting. These growing legislative requirements could significantly increase our compliance costs, and failure to meet them could result in fines.
- Related potential stakeholder litigation could lead to increased costs through defending or settling claims, and associated negative publicity could affect customer sentiment leading to lost sales and market share.
- We are subject to certain existing GHG emissions taxes including the EU's Emissions Trading System (EU ETS) emissions surcharge. If taxation levels were to increase further this could lead to higher operating costs and impact our financial performance.

Timeframe for most significant impact	Medium-term			
Financial risk rating	**1.4°C**	**1.7°C**	**2.4°C**	**3.0°C**
	H	L	L	L

Management approach

Our Planet and Product targets are aligned to UK and EU legislation. Through achieving these targets, we are mitigating this risk.

We are on track and making good progress against the majority of the targets/commitments under our Planet and Product pillars, with one commitment having experienced delays in FY25. The delay here relates to launching circular business models, with our care and repair propositions making less progress than planned. However, we're engaging with potential external partners to explore opportunities to launch this in the future.

See pages 26 to 31 for more information.

Transition risk

Technology risk

Risk: Investing in low-emission technology

Combined asset impairment and revenue impact due to poor/late investment into new lower carbon technology

- Investing in inappropriate or ineffective technology could reduce the capital we have available for other strategic priorities and impact our financial performance if the return on investment was poor.
- Delayed investment into low-carbon technology could slow our decarbonisation compared to our competitors or inhibit cost-efficient production of alternative more sustainable products. This could lead to lost market share and potential non-compliance with upcoming regulation, impacting our financial performance.

Timeframe for most significant impact	Medium-term			
Financial risk rating	**1.4°C**	**1.7°C**	**2.4°C**	**3.0°C**
	L	L	L	L

Management approach

We have partnered with carbon expert Vaayu Tech. Its analysis gives us insights into our emissions, enabling us to prioritise initiatives and allocate efficiently.

Our climate risk partner, Risilience, models climate risk profiles of supplier locations. We can use this alongside other risk assessment tools that we already use such as the WWF Water Risk Filter to understand supply chain resilience.

See pages 26 and 27 for more information.

Key

Financial risk rating	Annual EVAR range £(m)
L (Low)	0-5
M (Medium)	5-10
H (High)	10+

Risk type	Impact description

Transition Risk cont.

Reputation risk

Risk: Changing customer and investor preferences/sentiment due to an increased awareness of sustainability-related activities

Combined revenue impact of growing interest in sustainable products and increased awareness of company sustainability activities

- Growing interest in sustainable products and services could lead to increased demand for products with lower environmental impacts. If we were unable to react to this change in market demand or keep pace with our competitors, this could lead to lost market share and impact our financial performance.
- Increased awareness of climate change issues and company responses could affect the behaviour of our customers and current or potential employees. Negative publicity resulting from a failure to meet our sustainability targets or to effectively incorporate climate change considerations into our decision making could lead to:
  - our customers shopping elsewhere, resulting in lost sales and market share, impacting our financial performance;
  - our customers collectively taking action to boycott shopping with us, resulting in lost sales, impacting our financial performance; and
  - ASOS being less attractive to new or current talent, impacting our ability to deliver our strategy or increasing our employment costs if we were required to pay above market wages.

Timeframe for most significant impact	Short-term			
Financial risk rating	1.4°C	1.7°C	2.4°C	3.0°C
	M	L	L	L

Management approach

Our Product strategy is focused on improving product quality and increasing our use of more sustainable materials. See pages 30 and 31 for more information on our Product targets and commitments. Our carbon partner, Vaayu, is able to provide lifecycle analysis (LCA) at product level. Upcoming Digital Product Passport requirements will require customer-facing product impact analysis, including carbon emissions.

Physical Risk

Acute and chronic climate risks

Risk: Changes in climate and the frequency and intensity of weather events

Combined revenue impact of reduced raw material availability and facilities disruption

Water scarcity and resulting regulatory restrictions could affect the availability of raw materials (e.g. cotton) and our third-party suppliers' production processes, resulting in increased production expenses that impact our financial performance.

- Weather events could disrupt, damage or destroy our key leased logistics or office facilities and/or any owned inventory or plant and equipment that they hold. Related damage, destruction or the impact on our operations could lead to incremental costs and impact our financial performance.
- More frequent and severe extreme weather could disrupt, damage or destroy our third-party suppliers' sites or operations, increasing costs, hindering our ability to obtain or distribute goods, and impacting our financial performance.
- Weather events could make working conditions unsafe and ultimately lead to disruption and/or closure of our sites or operations and impact our financial performance.

Timeframe for most significant impact	Short-term			
Financial risk rating	1.4°C	1.7°C	2.4°C	3.0°C
	L	L	M	L

Management approach

Our diverse, flexible supply chain means we are well placed to adapt to disruptions to factories or supply of materials.

Raw materials

We monitor commodity pricing for our key raw materials and work with our suppliers to manage fabric costs. Increasing our use of more sustainable materials reduces our reliance on conventional raw materials, which often require more resources to produce. This helps to increase our resilience to the physical effects of climate change, such as heatwaves and droughts, which can have a significant impact on raw material yields. See pages 30 and 31 for more information on our Product targets and commitments.

Facilities disruption

We have insurance which protects us from losses relating to physical events. Our social due diligence approach for our supply chain covers health and safety, including heat or water stress. More detail is provided on page 35.

Sustainability cont.
Planet

Strategic progress – FY25 performance against targets

Greenhouse gas (GHG) inventory:

Scope category		Emissions (tCO_2e) FY25	FY24	% change YoY	% change vs baseline	FY22 baseline
1	Fugitive Emissions	**0**	366	-100%	-100%	557
	Natural Gas	**2,524**	2,416	4.5%	-30%	3,608
2	Electricity (Market Based)	**2,422**	2,372	2.1%	8.5%	2,232
	Electricity (Location Based)	**8,351**	9,125	-8.5%	-17.3%	10,096
Total Scopes 1 & 2 (MB)		**4,946**	**5,153**	**-4%**	**-22.9%**	**6,417**
Total Scopes 1 & 2 (LB)		**10,875**	**11,907**	**-8.7%**	**-23.9%**	**14,281**
3	3.1a Purchased Goods for Resale (Products & Packaging)	**659,807**	766,749	-14%	-46.1%	1,224,272
	3.1b Purchased Goods and Services not for Resale	**40,646**	43,439	-6.4%	-60.1%	101,963
	Data centres (Microsoft emissions)	**630**	959	-34.2%	N/A	N/A
	3.2 Capital Goods	**21,628**	34,288	-36.9%	-58.9%	52,598
	3.3 Energy-related Activities not in Scope 1 & 2	**2,705**	4,843	-44.1%	-44.4%	4,863
	3.4 Upstream Transportation and Distribution	**184,872**	206,792	-10.6%	-56.2%	422,036
	3.5 Waste (Operations)	**1,386**	11,800	-88.3%	-89.1%	12,757
	3.6 Business Travel	**2,685**	2,025	32.6%	94.1%	1,383
	3.7 Employee Commuting	**598**	1,324	-54.9%	-74.8%	2,367
	3.8 Upstream Leased Assets	**1,127**	23	4,799.6%	4,407.6%	25
	3.9 Downstream Transportation	**1,167**	1,622	-28%	N/A	0
	3.11 Use of Sold Products	**83,383**	90,981	-8.4%	-36.2%	130,639
	3.12 End-of-Life of Sold Products	**43,199**	43,665	-1.1%	-31.6%	63,138
Total Scope 3		**1,043,203**	**1,207,551**	**-13.6%**	**-48.3%**	**2,016,041**
Total emissions		**1,048,149**	**1,212,705**	**-13.6%**	**-48.2%**	**2,022,438**

T Net Zero carbon across our entire value chain by FY50, with a 90% reduction in absolute emissions from our FY22 baseline.

Emissions (tCO_2e)

FY25	FY24	% change YoY	% change vs baseline	FY22 baseline
1,048,149	1,212,705	-13.6%	-48.2%	2,022,438

In June 2025, we submitted our carbon targets to the Science Based Targets initiative (SBTi) for re-validation, and these have now been approved. As part of this process, we have updated the wording and scope of some of our targets to reflect the latest SBTi requirements. This is particularly of note for our short-term, FY30 target, which has been updated to now include emissions from own brands, partner brands, goods not for resale suppliers, and upstream transport and distribution.

We have reduced our absolute emissions by 164,556 tCO_2e from FY24 to FY25. This has largely been driven by a further reduction in our intake of purchased goods for resale. Although through this volume reduction we are on track to deliver our FY30 target, our focus remains on improving the carbon intensity of our supply chain and products by focusing on clean energy, sustainable materials, and supply chain efficiency.

T Reduce absolute Scope 1 and 2 GHG emissions by 45% by FY30 from our FY22 baseline; and source 100% renewable electricity across the ASOS Estate by FY27.

This year we joined RE100, a global initiative bringing together the world's most influential businesses committed to using 100% renewable electricity in their operations. We have increased our procurement of renewable electricity across the ASOS Estate by 7ppts. This was driven by switching our Atlanta fulfilment centre (now mothballed) onto 100% renewable electricity.

We also submitted our first annual action plan in line with the UK Energy Savings Opportunity Scheme requirements. We have completed energy audits across all our UK and EU sites, and are now scoping a number of initiatives across our fulfilment centres and offices to reduce energy usage.

	FY25	FY24
Renewables	**89.5%**	82.2%

Scope 1 & 2 emissions (tCO_2e, Market Based)				
FY25	FY24	% change YoY	% change vs baseline	FY22 baseline
4,946	5,153	-4%	-22.9%	6,417

Energy consumption overview:

Unit measurement	UK portion FY25	UK portion FY24	UK portion % change	Total global FY25	Total global FY24	Total global % change
Energy consumption: used to calculate emissions for gas & electricity						
MWh	**25,006**	32,477	-23%	**44,558**	57,171	-22.1%
Scope 1: emissions from combustion of gas						
tCO_2e	**1,286**	1,580	-18.6%	**2,524**	2,781	-9.2%
Location Based (LB)						
Scope 2: emissions from purchased electricity						
tCO_2e	**3,620**	5,183	-30.2%	**8,351**	9,125	-8.5%
Intensity ratio – total tCO_2e/£m revenue (LB)						
tCO_2e/£m revenue	**–**	–	–	**3.38**	3.15	-7.3%
Market based (MB)						
Scope 2: emissions from purchased electricity (MB)						
tCO_2e	**0**	0	–	**2,422**	2,372	2.1%
Intensity ratio – total tCO_2e/£m revenue (MB)						
tCO_2e/£m revenue	**–**	–	–	**0.98**	0.82	19.6%

T Reduce absolute Scope 3 emissions from purchased goods and services and upstream transportation and distribution* by 42% by FY30*.

* In line with Science Based Targets initiative guidance this target covers 100% of emissions relating to Purchased Goods for Resale (Category 1a) and 12.9% of emissions relating to Upstream Transportation and Distribution (Category 4).

Emissions (tCO_2e)				
FY25	FY24	% change YoY	% change vs baseline	FY22 baseline
683,840	793,632	-13.8%	-46.5%	1,279,137

Own brands emissions

We increased the volume of verified Higg FEM responses across our Tier 1 facilities this year. Tier 1 facilities reporting their emissions increased from 58% of our intake volume in FY24 to 81% of our intake volume in FY25. We have also improved visibility of our mills and wet processors, and were able to increase the number of these facilities reporting their environmental performance to ASOS from 60 in FY24 to 179 at the end of FY25.

To help us meet our commitments, we've recently partnered with TrusTrace, a global leader in supply chain traceability, to drive greater transparency across our operations; and updated our Product Lifecycle Management (PLM) systems to capture new, more granular product data relating to sustainability. Both systems will help us to prepare for compliance with emerging ESG legislation including digital product passports and product environmental footprints.

Partner brands emissions

This year we joined Fashion LEAP for Climate, offering our brand partners support on their decarbonisation journeys. To date, three partner brands have completed the programme, four are currently progressing through, and eight brands are in discussion to participate in future. A total of 166 partner brands have now set science-based targets for decarbonisation.

We also recognise the increasing data and disclosure we are requiring from our brand partners. We're therefore collaborating with peers and other industry stakeholders on an industry-wide solution to support emissions data gathering and monitor progress towards brand-specific decarbonisation pathways.

Sustainability cont.
Planet

Additional disclosures

Nature

Related material topics: biodiversity; water

Risks

ASOS faces nature-related risks from material sourcing, water-intensive production, and pollution, which threaten biodiversity and ecosystems. These risks — exacerbated by climate change — can lead to issues with materials sourcing, increased regulatory compliance costs, reputational damage, and potential fines, particularly under emerging legislation like the Corporate Sustainability Due Diligence Directive (CSDDD).

Our approach

We remain committed to better understanding our impacts and dependencies on nature. Water is our initial focus, as water use has a significant impact on biodiversity. We gather data on water use and water stress through the Higg Facility Environmental Module (FEM).

In FY24 we carried out a baseline analysis of the water stress of our Tier 1 (final stage manufacturing) suppliers, mills and wet processors to assess the water scarcity risks and flooding risks in our supply chain, using the WWF Water Risk Filter. Initial analysis highlighted the impact of using virgin materials within our water footprint. Aligned to our FWI targets, we plan to increase our procurement of more sustainable materials which are less water intensive.

In FY25 we incorporated new requirements for freshwater reduction and flood resilience planning into our Supplier Code of Conduct. This year, we plan to critically review our water footprint, conduct a detailed gap analysis of our framework and define next steps for improving ASOS' water strategy. We expect to enhance our approach over the years ahead using insights from our double materiality assessment and improved supply chain transparency.

Product

Sustainability cont.
Product

Resource use

Related material topics: resource use; pollution

Risks

There are risks associated with the type and quantity of resources we use across our supply chain, own operations, and at end of life for packaging and products. These risks can come from a wide range of sources, including fossil fuel extraction associated with the production of flexible plastic packaging and synthetic fibres; use of water, pesticides, and fertilisers in cotton farming; or how we circulate materials and products back into the ecosystem at the end of life. Poor management of our resource use could lead to environmental impacts as well as reputational impacts or fines for ASOS due to non-compliance with due diligence regulations.

Opportunities

Our targets and commitments within our Product pillar continue to strengthen our business, improve our customer offer, and help us prepare for upcoming legislation. As well as reducing our environmental impact, increasing our uptake of more sustainable materials helps to mitigate the impact of proposed future Extended Producer Responsibility legislation for textiles and packaging by reducing the fees we could be required to pay. Our targets and commitments also require close collaboration with our suppliers and partners, offering an opportunity to further strengthen our existing long-term supplier relationships.

The most significant changes to our product strategy over recent years have come through the changes we've made to our commercial model, focusing on speed to market, flexible fulfilment, and better aligning inventory to sales. Enhanced product durability, one of the key aspects of circular design, and our wider commercial strategy will also ensure we're delivering good quality products that our customers can love and rely on for years to come.

Our approach

Circularity

Design and production are key components of our circularity framework, as they determine our ability to design products for circularity, influence our approach to material waste, and offer the potential to minimise our use of chemicals, water, and energy. Our approach to design and production is supported by our circular design strategies, which align with the UK Textiles Pact's Circular Design Toolkit.

Our circularity framework supports the implementation of these strategies by introducing a commitment to train our suppliers on circular design, building on the learnings from our circular design collections and our continued engagement with industry initiatives.

Sustainable materials

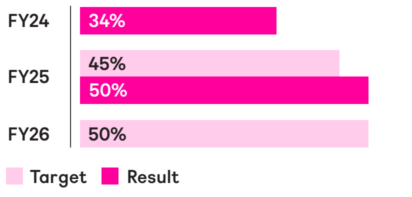
Key to reducing our resource use is switching conventional fabrics and materials to more sustainable and recycled alternatives. We define these as materials that have on average a lower environmental impact during the production of the material than the conventional form[1].

To deliver this switch, we set seasonal targets across our three main fibres: cotton, polyester and man-made cellulosic fibres such as viscose. We embed these targets within our product teams by setting individual product team targets based on each product team's unique fibre mix and sourcing strategy.

Strategic progress

C Increase our use of more sustainable materials in our ASOS own brand clothing products. Each year, we'll set a target for the proportion of the materials in our products that we'd like to be more sustainable, and report back on our progress.

FY25 performance



We made significant progress in increasing our percentage of sustainable materials from 34% to 50%, exceeding our target of 45%.

We reviewed and updated our list of approved more sustainable materials, while maintaining the same standards. This has unlocked greater flexibility for our product teams in using new fabrics that serve the needs of our customers while also giving us the opportunity to reduce our environmental impacts.

Looking ahead to FY26, our priority is to consolidate the strong progress achieved in FY25 and prepare for our next step-up in ambition. We'll concentrate on strengthening our fabric strategy and broadening our use of more sustainable materials, as well as improving data integrity and traceability through our integration of TrusTrace. Maintaining a minimum of 50% more sustainable materials next year allows us to embed these changes and focus on data accuracy and integrity before setting the next phase of increased targets from FY27.

All material calculations, except Better Cotton, are based on our internal tonnage methodology, which uses a series of documented estimates and assumptions, such as product weight and overall composition. Following the analysis completed last year, we do not consider these estimates or assumptions to be materially sensitive.

More detail is available at:

asosplc.com/sustainability/fashion-with-integrity/

1 For a full definition and a list of the materials and certifications we accept, head to page 54 of our Fashion with Integrity Strategy Update on asosplc.com/ fashion-with-integrity/.

ASOS (Group level, including Topshop)

Material	Tonnes acquired FY25	YoY %	% of overall mix (to nearest 0.1%) FY25	YoY	% of material more sustainable FY25	YoY
Cotton	6,400	5%	46.0%	(3.5)ppts	86%	32ppts
Polyester	5,042	33%	36.3%	5.4ppts	20%	7ppts
Man-made cellulosic fibres (MMCF)	959	-8%	6.9%	(1.6)ppts	41%	8ppts
Acrylic	595	14%	4.3%	No change	0%	No change
Nylon	419	13%	3.0%	No change	3%	2ppts
Other (including elastane, linen, polyurethane, wool, leather and suede)	487	4%	3.5%	(0.3)ppts	0%	No change
Total	**13,902**	**13%**	**100%**		**50%**	**16ppts**

C Test and introduce innovative packaging materials and solutions, reducing overall usage where appropriate. By FY26, we'll increase recycled content in plastic mailing and garment bags to a minimum of 95%.

FY25 performance

N/A

We're currently reviewing how we track and validate performance against our 95% post-consumer waste target.

As part of our commitment to packaging innovation, in July 2025 we delivered our first customer-facing paper mailing bag trial, building on the results of an internal ASOS paper mailing bag pilot we conducted last year. During the trial we collected customer feedback and monitored impacts on our fulfilment centre efficiency, logistics network, and customer delivery promise. The results of the trial will continue to inform our activity in this area.

C Train the manufacturers of our ASOS own brand clothing products on our ASOS Circular Design Strategies. By FY27, we'll have launched a phased training programme prioritising suppliers based on their level of business with ASOS.

FY25 performance

On track

Together with the Centre for Sustainable Fashion (CSF), we designed an in-depth and comprehensive training programme to explain our Circular Design Collection requirements, aligned with supplier needs. Over the year we started to rollout this training to suppliers through one-to-one training, enabling us to hear and respond to feedback and build stronger, more collaborative relationships with our suppliers.

This training has enabled the continued development of circular design products across different departments within ASOS. Our initial focus has been on denim and jersey with the products due to launch early in FY26.

C Facilitate recovery programmes to keep products in use at their highest value. By FY27, we'll pilot or launch new circular business models across resale, rental, takeback and repair.

FY25 performance

Delayed

As part of our commitment to providing customers with the best and most relevant product, we now offer our customers access to a dedicated vintage section on ASOS.com, with thousands of products available from a curated selection of vintage fashion boutiques, with sales growing year-on-year. The number of ASOS options available for rental on Hirestreet has also increased by over 50% compared to last year.

We've made less progress on our care and repair propositions than planned but have engaged with potential external partners to explore future opportunities.

Sustainability cont.
Product

Additional disclosures

Chemical compliance & wastewater management

Related material topics: water; pollution

Risks

Effective and robust chemical management through our supply chain ensures that the products we sell comply with regulations, are safe for our customers, and do not contribute to pollution. Water is a vital component in fashion production, from growing raw materials to dyeing or manufacturing. Failures in chemical compliance, water usage and wastewater discharge can lead to reputational, legal or financial impacts for ASOS or depleted or polluted water sources and impacts to biodiversity and human health.

Our approach

Our Chemical Policy & Restricted Substance List (RSL) has been developed to comply with legislative and regulatory requirements of global trading territories we sell within, including REACH and Proposition 65. It outlines the acceptable limits of potentially toxic or harmful substances which can be present in finished products. Compliance with the RSL is mandated through the terms and conditions agreed between ASOS and our suppliers and brand partners. We provide comprehensive support to assist our suppliers and brand partners in conducting risk assessments of products and necessary chemicals. This support includes training, connections to global testing facilities, and access to the ASOS Chemical App; and for ASOS suppliers, education through the ACCT (ASOS Certified Chemical Technologist) programme.

We require suppliers to conduct chemical testing on high-risk chemicals where relevant, through independent third-party testing centres or certifications, supported by additional due diligence testing. New partner brands onboarded onto ASOS are expected to provide an RSL, as well as current chemical and test reports.

We're a signatory member of the Zero Discharge of Hazardous Chemicals (ZDHC), Roadmap to Zero programme and ask suppliers to follow the ZDHC Chemical Management System Technical Industry Guide. We work closely with our suppliers and mills to ensure hazardous chemicals are identified through InCheck reports, and ClearStream reports and are replaced with safer chemicals. We've started mapping wet processing suppliers and onboarding them to the ZDHC Roadmap to Zero programme. This year we achieved Champion level in the ZDHC Brands To Zero assessment.

We require Tier 1 (final stage manufacturing) suppliers to complete the Worldly Higg FEM to enable us to monitor compliance with wastewater discharge. As not all suppliers complete the FEM, we are not able to report an overall compliance rate. In calendar year 2024 (our most recent full dataset), we had four self-reported wastewater permit non-compliances from our Tier 1 suppliers, and eight self-reported discharge permits out of compliance in our mills and wet processors. Information on calendar year 2025 will be available in next year's Annual Report.

More information on our approach is available at **asosplc.com/sustainability/fashion-with-integrity/**.

Environmental due diligence

Related material topics: climate; biodiversity; water; pollution

Risks

Inadequate due diligence could lead to uncontrolled or unaddressed impacts on communities, biodiversity, the environment or people. As well as external impacts, this could pose risks to ASOS through non-compliance with due diligence regulations, or associated legal, financial, or reputational impacts.

Our approach

Own brands

Prospective suppliers are expected to provide information related to sources of energy, carbon emissions, and water use prior to being onboarded as an ASOS supplier. Once onboarded, suppliers are expected to complete the Higg FEM from the following calendar year, supporting ongoing assessment and monitoring of their environmental performance and impacts. Tier 1 suppliers representing 78% of our FY25 intake volume completed an FEM. We continue to prioritise increasing FEM completion rates to 100%.

Prospective mills are expected to provide information related to sustainable materials, sources of energy, chemicals and water use prior to being onboarded as an ASOS mill. We have improved visibility of our existing mills and wet processors and were able to increase the number of these facilities reporting their environmental performance to ASOS from 60 in FY24 (for the 2023 calendar year) to 179 at the same point in FY25 (for the 2024 calendar year).

Partner brands

New brands are screened using a Self-Assessment Questionnaire (SAQ) or equivalent disclosures such as Higg BRM reports, B Corp Impact Reports or equivalent retailers' questionnaires, with a focus on promoting transparency with brand partners. These responses help us assess supply chain transparency and ethical practices. We validate these responses through risk analysis that combines SAQ data with desk-based evidence and supply chain mapping. Where gaps are identified, we work directly with partners to implement corrective action plans and drive continuous improvement.

We actively seek opportunities to engage in regular, meaningful dialogue with strategic partners regarding our approach to sustainability, with the aim of fostering continuous improvement and driving industry-wide alignment.

People

Sustainability cont.
People

Human rights

Related material topics: equal treatment and opportunities in the supply chain; working conditions and work-related rights in the supply chain

Risks

"Not protecting stakeholder safety and wellbeing" is a principal risk for ASOS. Failure to protect and respect the human rights of the people involved in product manufacture and logistics could lead to significant loss of trust and reputational damage, and financial or legal penalties for ASOS.

Opportunities

Our People pillar continues to enhance the resilience of our business by helping to manage and reduce risks in our supply chain, strengthen our relationships with our customers and communities, and improve our operations through more diverse representation at senior levels.

Our work on human rights and due diligence remains an important point of difference for ASOS and is an area where we continue to lead the way. The work we have delivered over the year will further strengthen our approach, making our supply chain and our partners more resilient to shocks and ensuring workers are protected. Our efforts across own brands and partner brands mean we are well placed to comply with upcoming due diligence regulations.

Our approach

We take a robust approach to managing risk and conducting due diligence across our supply chain, underpinned by our Human Rights strategy. This strategy was informed by a salience review based on the UN Guiding Principles. The review assessed our full value chain, taking in desktop research, reviews of policies and risk assessments, and anonymised insights from peer companies. We also engaged with a wide range of internal and external stakeholders, including leading human rights NGOs, to identify the most significant risks to people.

The review identified four key areas of focus for our human rights strategy: Forced Labour (Modern Slavery); Freedom of Association; Wages & Benefits; and Gender Empowerment.

Strategic progress

C Implement our human rights strategy to enhance the human rights of workers across our value chain, focused on Forced Labour (Modern Slavery); Freedom of Association; Wages & Benefits; and Gender Empowerment.

FY25 performance

On track

Forced labour and modern slavery

In February 2025, we renewed our Memorandum of Understanding with GoodWeave International in Bangladesh to deepen efforts in identifying and addressing risks of forced and child labour, especially in subcontracted product supply chains.

We also continued our partnership with Unseen, a UK-based anti-slavery charity that provides safehouses and community support for survivors of modern slavery and forced labour and operates the UK Modern Slavery & Exploitation Helpline.

Freedom of association

One of the first commitments we set ourselves as part of our Human Rights strategy was to renew our Global Framework Agreement (GFA) with IndustriALL Global Union. We signed a new GFA in August 2025, replacing our previous GFA from 2018. The new agreement reaffirms ASOS' and IndustriALL's commitment to work together to tackle human rights challenges and support workers. Under the new agreement, IndustriALL and ASOS will jointly develop a binding dispute resolution mechanism to handle worker grievances regarding violation of freedom of association and right to collective bargaining.

This continues our many years of collaboration with IndustriALL and others in the industry on freedom of association and collective bargaining through the ACT (Action, Collaboration, Transformation) process. In FY24 we signed an agreement with IndustriALL Global Union, supported by ACT, to promote collective bargaining in Cambodia's garment and footwear sector. The agreement includes commitments on fair labour costing, country-level sourcing volumes, and investment in training and skills development. Since signing, we've continued to work closely with suppliers and trade unions in Cambodia to support the implementation of collective bargaining agreements that aim to improve wages, benefits and working conditions for workers across the sector.

Wages and benefits

Fair wages and decent working conditions are closely linked to responsible purchasing practices across our supply chains. By buying responsibly, we help create stable supply chains, boost productivity, support long-term growth, and build stronger supplier relationships.

We completed our regular Purchasing Practices Survey this year, engaging internal teams and suppliers. These surveys are a critical tool in assessing our progress and identifying areas for continued improvement, and are completed every other year. The insights gained help us align our commercial decisions with our commitment to ethical sourcing and long-term supplier partnerships. The survey results will also form the basis for our upcoming strategy on wages and benefits in our supply chain.

In Bangladesh, one of our key sourcing countries, we joined the Employment Injury Scheme (EIS) Pilot, implemented by the International Labour Organization and Deutsche Gesellschaft Für Internationale Zusammenarbeit (GIZ). The Pilot provides financial protection for workers and their families following workplace accidents, compensating for loss of earnings due to permanent disability and offering financial support to dependants in the event of a worker's death.

Gender empowerment

In September 2024, we sponsored a new centre in Tunisia coordinated by the local trade union, Tunisian General Labour Union (UGTT), and IndustriALL. The centre is dedicated to supporting female workers in the garment industry by addressing issues related to gender-based violence, health and safety, and training. The centre will organise workshops this year for Tunisian and Moroccan unions on transformational leadership, gender-based violence and harassment, and women's committees' action plans.

In Morocco, we've now onboarded four factories to participate in our gender empowerment programme. This establishes women's committees at factories supplying ASOS, supported by women's rights defenders and NGOs.

In October 2024, ASOS partnered with The Centre for Child Rights and Business to launch a year-long programme in a Chinese apparel factory, aimed at empowering female workers and raising awareness of gender equality and anti-harassment among all staff. The programme included needs assessment, policy development, upskilling of training staff, and the delivery of gender equality training to employees, including both management and workers. Additionally, eight factory ambassadors were selected and trained to promote gender equality through ongoing in-factory activities.

C Maintain and build our foundation of effective own brand and partner brand due diligence.

FY25 performance

On track

Own brands

We've continued to work closely with suppliers to implement and enhance our strong due diligence programmes. We maintain a robust due diligence framework to identify, evaluate and mitigate potential human rights risks throughout our supply chains, ensuring adherence to our Code of Conduct. Central to this framework is a multi-stakeholder approach that prioritises engagement and collaboration with suppliers, factories, trade unions, and civil society organisations, enabling us to enhance risk awareness and implement effective responses to emerging challenges.

Our human rights policies, part of our Code of Conduct, guide how we collaborate with suppliers through audits, monitoring and continuous improvement initiatives. We expect suppliers not only to comply with these standards but also to cascade them throughout their own supply chains, ensuring effective implementation at every level. This shared responsibility is critical to maintaining transparency, safeguarding human rights, and driving higher standards across our global operations.

We use a combination of our own in-country teams and third-party audit providers to identify risks at factory level. Key audit providers we partner with are ILO Better Work, The Reassurance Network, ELEVATE, RK Consultancy, Partner Africa, and the International Accord.

Through these audits, we identify compliance gaps and opportunities for improvement, while also recognising and sharing best practices. We also check production levels to spot any unauthorised subcontracting.

More than just a monitoring tool, audits provide a platform for collaboration with our suppliers and factories, helping us work together to drive continuous improvement across our supply chain.

As of 1 September 2025:

99.5%

of our Tier 1 and Tier 2 sites had received an audit.

In FY26, as part of our ongoing commitment to ethical standards and continuous improvement, we'll be joining Stronger Together, a not-for-profit focused on responsible recruitment and fair work within the UK.

Partner brands

We manage human rights risks with our partner brands through a structured due diligence framework focused on prevention, mitigation and remediation, which was formalised during the year. New brands are screened using a Self-Assessment Questionnaire (SAQ) or equivalent disclosures such as Higg BRM reports, B Corp Impact Reports or equivalent retailers' questionnaires, with a focus on promoting transparency with brand partners. These responses help us assess supply chain transparency and ethical practices.

We validate these responses through risk analysis that combines SAQ data with desk-based evidence and supply chain mapping. Where gaps are identified, we work directly with partners to implement corrective action plans and drive continuous improvement.

All partner brands are expected to align with our Code of Conduct for Business Partners, which includes contractual obligations to report breaches and uphold human rights standards.

We also implemented improved systems to assess partners by exposure to risk and compliance maturity, enabling more targeted oversight, action and support. Other enhancements covered our approach to brands sourcing from high-risk territories; a detailed risk assessment of non-clothing brands, developed through internal research and engagement with industry peers; and finally, strengthened collaboration with our NGO partner, Unseen, to proactively flag potential risks from brand partners.

To make our processes more efficient for our brand partners, we're collaborating with our retail peers to harmonise due diligence standards and mechanisms. In future this will enhance engagement with brands and drive greater collective action.

Goods not for resale (GNFR)

Mapping risk in various GNFR sectors helps us identify those at a heightened risk of modern slavery. In collaboration with Anti-Slavery International, we previously researched cleaning, security, warehousing, last-mile delivery and inbound freight companies. These insights allow us to focus our efforts on areas where risks are greatest. Our new partnership with Unseen gives us access to its business portal and has enhanced our risk identification capabilities. We can identify emerging themes from the modern slavery helpline, which supports risk prioritisation.

At the end of FY25 we signed an agreement with the International Transport Workers' Federation (ITF) to cooperate in conducting human rights due diligence (HRDD) in our transport operations and logistics, ensuring respect for human rights and sustainability throughout ASOS' supply chains. ITF will support us in our HRDD policy design, the identification, avoidance and mitigation of risk, and the determination of remedies if rights are violated. We will also engage with our partner brands on HRDD for GNFR, sharing best practice and resources.

Health and safety

"Not protecting stakeholder safety and wellbeing" is a principal risk for ASOS. We have obligations and duties to protect the Health & Safety of all employees, contractors, and visitors to any part of our business. Failure to do so could lead to reputational, financial, or legal impacts to ASOS or harm to individuals.

We have occupational Health & Safety standards in place across our office and operational sites, designed to prevent and support effective responses to safety incidents. Our Global Health and Safety Policy covers ASOS' global operations at ASOS managed sites (e.g. offices) and sites engaged to perform activity on behalf of ASOS, e.g. fulfilment centres and returns centres.

Sustainability cont.
People

Diversity, equity & inclusion

Opportunities

We see strategic opportunity in enhancing our approach to diversity, equity and inclusion in ways that will resonate with our customers and engage our communities. Our relaunch of ASOS Supports over the reporting period will enable us to better support emerging brands, form cultural and creative partnerships that celebrate diverse communities, and champion up-and-coming fashion talent. This is not just the right thing to do but makes good business sense as we continue our focus on delivering sustainable, profitable growth.

C Grow our connection with under-represented customers and communities through authentic, impactful partnerships and programmes.

FY25 performance

Updated commitment

Over the year we launched our partnership with Tilting the Lens (TTL), a consultancy specialising in disability inclusion, to support the development of our first adaptive clothing range. TTL's research and insights identified key gaps in the market and challenges in the online shopping journey, and provided detail on priority product areas and preferred fabrics, fit and functions, for customers with disabilities. This has informed the design phase of the range.

Community involvement has been embedded at key stages to ensure the collection is created with the disabled community, including through in-person fit sessions with community members to better understand their specific design needs.

To build on this work and unlock further opportunities to support our customers, we've established an internal working group to improve the end-to-end shopping journey for customers with disabilities, to identify opportunities to improve existing processes and accessibility.

C Support and amplify new and emerging talent and brands to help make fashion more inclusive, exciting, and relevant.

FY25 performance

Updated commitment

As planned, we launched the second cohort of our incubator programme ScaleUP, in collaboration with Fashion Minority Report (FMR). Three brands have been selected to take part this year and are receiving workshops, masterclasses and mentoring from ASOSers and experts across the industry to support their growth. Later this year all three brands will pitch for funding to scale up their business, with the winning brand also onboarded to ASOS.com in 2026.

ScaleUP also forms part of ASOS Supports, an expanded cultural engagement platform reintroduced this year and dedicated to backing the next generation of people, communities and brands shaping the future of fashion and culture. Originally launched to spotlight creative talent, ASOS Supports has evolved into a long-term commitment to empowering the next generation through mentorship, collaboration and funding.

The platform focuses on three core areas:

- Support for emerging brands: Funding, collaborations, mentorship and IRL showcases.
- Creative and cultural partnerships: Collaborations celebrating diverse communities and the culture-shaping individuals and groups that support them.
- Championing the next generation of talent: Funding, mentorship, and production opportunities for up-and-coming student and graduate creatives.

Through ASOS Supports, this year we started a new partnership with Graduate Fashion Week to scout emerging talent. Plus, we continued our partnership with The Sourced Collection through a new product collaboration, co-designed by both teams and sold exclusively on ASOS. In addition to the collection, ASOS is providing mentorship and marketing and talent support to help scale the brand's reach and impact.

T 50% female and 15% ethnically diverse representation across our combined leadership team by FY30.

→ Please see page 41

▼ ASOS X (Fashion) Minority Report ScaleUp demo day

We aim to fuel profitable growth by building a high-performing, inclusive culture rooted in speed, bravery and creativity. We empower ASOSers to make an impact and equip them to deliver on our strategy with ownership, honesty and transparency — staying true to the fast-paced, innovative spirit that makes ASOS the place to be.

Our people

Learning

We use technology to improve the design, implementation, scalability, and accessibility of the educational programmes we offer. Since its launch in July 2024, our Thrive learning management system has been utilised by all ASOS employees, including those at partner sites. The platform has accumulated over 300,000 views across its 2,500 on-demand learning resources, enabling more efficient and accurate tracking, logging and communication of our learning initiatives. Additionally, Thrive has supported both in-person and virtual ASOS events, with an impressive 24,000 registered sign-ups throughout the year.

We have made significant strides in advancing the technical skills of our specialist engineers with expertise in the ASOS Compute Platform, QA Learning Foundations, Software Craft and Design, and Java. To complement these sessions, we also introduced a new learning path called 'ASOS Engineering Foundations,' which automates the allocation of laboratory resources for our learners.

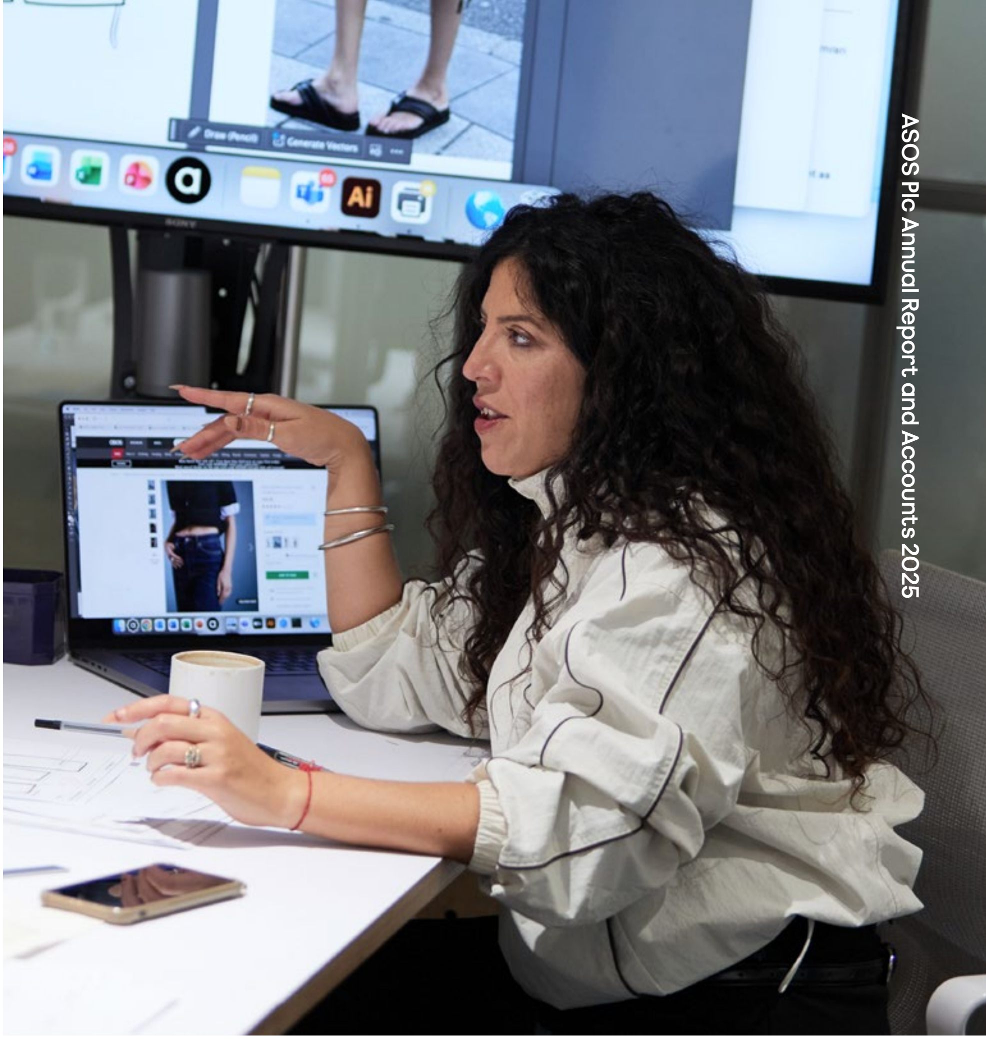
In our ongoing efforts to enhance customer experience, we successfully supported our Customer Care colleagues across the UK, India and the Philippines to understand changes related to account closure returns, updates to fair use policies, and the launch of our new Customer Loyalty Programme, ASOS.World. By prioritising a 'customer-first' approach, we equipped our team to handle inquiries related to these changes more effectively.

As we move into FY26, we will be adopting more personalised learning and in-the-moment experiences to create a dynamic and agile learning environment that empowers our employees to thrive and excel in their roles. Leadership development will continue to be a cornerstone of our strategy to foster a culture of continuous improvement and innovation, equipping our leaders with the skills and knowledge required to navigate the ever-evolving business landscape.

We are excited about the future and look forward to continuing our journey of growth and development.

Apprenticeships

In FY25, our Route-To-Hire programme welcomed its second cohort, offering industry access for young adults. Fourteen new hires began a rotation across the Buying & Merchandising area of the product team, joining the other 636 ASOSers participating in our various Apprenticeship programmes since FY17. We currently have 76 people studying across 11 apprenticeship standards with 7 training provider partners. Over the past year, 42 participants completed their qualifications, with 69% of them earning Distinctions. We used the apprenticeship levy to upskill staff in leadership, management, business analysis, coaching, data analysis, and HR, at levels 3-7. Notably, our first two FY24 Route-To-Hire apprentices have secured permanent Junior Creative Project Manager roles.



This year, we improved recruitment, programme structure, provider delivery, and policies to support emerging talent. With the launch of Skills England, future growth and flexibility through the Growth and Skills levy, and government emphasis on Creative Industries and Digital & Technologies in the UK's Modern Industrial Strategy, ASOS is well-positioned for future opportunities.

Attracting and retaining amazing people

We have continued to invest in hiring and retaining exceptional talent this year, introducing new tools and initiatives aimed at driving and embedding a high-performance culture across ASOS.

In July, we launched a Bar Raiser programme for Leadership-level hiring, appointing 31 of ASOS' highest performing leaders to assess future candidates against our Company values and behaviours and to support their successful onboarding and assimilation into our culture.

In February we implemented Maki, a candidate assessment platform enabling data-led, objective decision making in hiring. Maki enhanced the rigour and consistency of our hiring practices, streamlining assessment centres for junior to mid-level roles at ASOS.

Similarly, for technical roles, another recruitment tool called Hackerrank was implemented in November, with the objective of raising the quality of new Engineering hires. Of the 101 candidates assessed at final interview stage, only 15 passed testing, reflecting the tool's effectiveness in identifying high-calibre talent.

Our employer brand initiatives have aimed to communicate our purpose, values and culture to prospective candidates from varied backgrounds. In May, we introduced a new careers page on Flexa, which consistently ranked among the top ten most visited company profiles and received approximately 114,000 search appearances over a three-month timeframe. Engagement on our LinkedIn channel increased by 80% compared to the previous year. Although there has been a decrease in overall vacancies during FY25, ASOS continued to attract applicants, as shown by a 483% rise in applications, in contrast to the 9% average decline in applications per vacancy in the UK (LinkedIn Labour Market Report, July 2025).

We hosted our second annual 'Shape Your Career' event in June as part of our focus on internal career opportunities and talent retention. The event featured inspiring talks, coaching and a networking session hosted by the Management Committee, all designed to break down silos and empower career growth across the organisation. Over 500 ASOSers attended this company-wide initiative.

Monitoring and evaluating

We continue to monitor and evaluate impact of our efforts through data and dialogue; one mechanism is the Your Voice Matters annual engagement survey. Running the Your Voice Matters engagement survey is a key way we bring our ambition to life. To build a high-performing, inclusive culture rooted in speed, bravery and creativity, we need to deeply understand the experiences, needs and ideas of our people. This survey gives ASOSers a platform to speak up with honesty and transparency. This year we received over 20,000 comments, helping us to identify what's working, what's getting in the way, and where we can evolve. It enables us to empower every individual to make an impact. To ensure we stay responsive, we will be evolving Your Voice Matters from an annual survey to an always-on listening, feedback & action mechanism. Facilitating a people-led and reflecting the fast-paced, innovative spirit that defines ASOS.

Our people cont.

Diversity, Equity & Inclusion (DEI)

Our internal DEI strategy is a core part of the wider People Experience (PX) strategy. It's split into three:

Diversity

Attracting and retaining diverse talent. This pillar encompasses two Fashion with Integrity (FWI) targets

Equity

Ensuring our pay philosophy, benefits, policies and procedures are set up to support ASOSers fairly and equally

Inclusion

Respecting, understanding, learning from and celebrating each other, in the spirit of fostering a connected and psychologically safe workplace

We continue to work towards our FWI targets of achieving 50% female and 15% ethnically diverse representation across our Senior Leadership Team by FY30. Over the past year, we've made significant progress in that we've continued to increase our female Senior Leadership representation and we've surpassed our ethnically diverse representation target.

To strengthen disability inclusion, in collaboration with our Same but Different (Disability & Neurodiversity) employee network, we have partnered with Tilting the Lens, a consultancy specialising in this space, to review our PX processes, policies and procedures to improve the employee experience for disabled and neurodivergent ASOSers. Other important initiatives led by the Same but Different network group include acknowledging Neurodiversity Celebration Week, World Autism Acceptance Week and Disability Pride Month, welcoming various guests, hosting photo shoots and screenings across our sites.

This year we introduced Hertility, providing women at ASOS with at-home hormone and fertility testing through our benefits programme, supporting them from menstruation through to menopause, and we continue to spotlight important moments in the year like Endometriosis Awareness Month. We're also now officially partnered with Fertility Matters at Work, the UK's leading provider for fertility support in the workplace and we're working together to become a Fertility Friendly Employer.

Our Reach Out Rep mental health network group continues to grow, with over 40 ASOSers now trained to Mental Health First Aid England standard. This year, we launched a new directory with bios and contact details to increase visibility and access across ASOS. We also marked key awareness moments including World Mental Health Day and Mental Health Awareness Week.

We celebrated Diwali with our Race, Ethnicity & Culture network alongside our Hindu, Sikh & Jain ASOSers and hosted a My Roots, My Route: In Conversation With…engaging Ras Vaghjiani (EVP of People Experience and Communications) and Rishi Sharma (General Counsel and Company Secretary) for South Asian Heritage Month 2025, exploring heritage, identity and lived experience. For Black History Month, the network hosted some impactful events including our second Black History Month shoot, spotlighting our Black ASOSers and what the month means to them, and a breath workshop to relax, reflect and share stories, led by 2023 MasterChef finalist, Lauren Wilmott.

For Pride this year, THEYSOSers (our LGBTQIA+ network) attended The Pride in London Gala Fundraiser Dinner, walked in the London Pride Parade, and joined Belfast Pride - all huge moments of celebration and activism. We also partnered with Just Like Us and myGwork to run a Pride Parents & Carers Panel and an LGBTQIA+ Allyship in an Increasingly Hostile World session for ASOSers to continue their learning.

We hosted a launch event for our Women's+ network at the start of the financial year, featuring a talk by Alex Light on body positivity and a panel on imposter syndrome and career development with senior women at ASOS. Following the event, the network established an internal Women's Wellbeing channel, providing a safe and inclusive space for anyone experiencing perimenopause or menopause.

We continue to celebrate ASOSers who are embodying our purpose through our monthly 'Be Whoever You Want to Be' series where we spotlight authenticity and inclusivity.

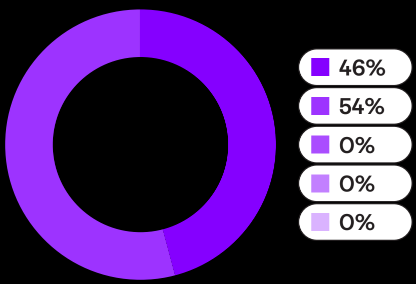
In our latest all-company engagement survey, Your Voice Matters, we scored 8.3/10 for the statement "ASOS supports diversity and inclusion, and people of all backgrounds are accepted for who they are." This reflects the positive impact of our Diversity, Equity & Inclusion efforts and provides a strong foundation for continued progress in FY26.

▲ **To mark Black History Month 2024, ASOSers celebrated with a "Sunday Best" shoot with our Studios team - exploring the connection between clothing, identity and values. This special shoot spotlighted ASOSers embracing the pride and meaning behind dressing up, where style meets tradition, heritage and community**

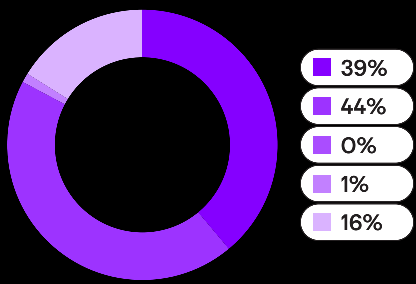
The gender data below is based on gender identity, as disclosed by ASOSers in our Workday people platform. We're committed to reporting gender data as accurately and respectfully as possible, which is why we've chosen to report based on gender identity - to avoid misgendering people. However, this approach means we currently have some gaps in our data, which we aim to address through ongoing internal data disclosure campaigns. For our FWI targets, we continue to use legal sex data, as this is available for 100% of ASOSers. Our intention is to transition to reporting on gender identity here too, as we improve data completeness.

Gender balance as at 31 August 2025

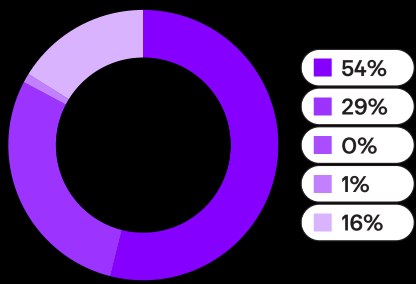
Management Committee



Senior Leadership[1]



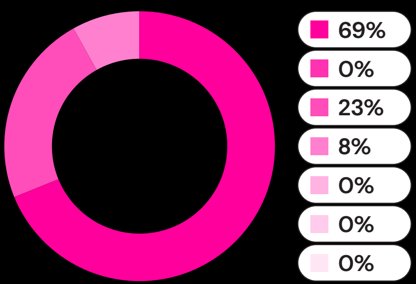
All ASOSers



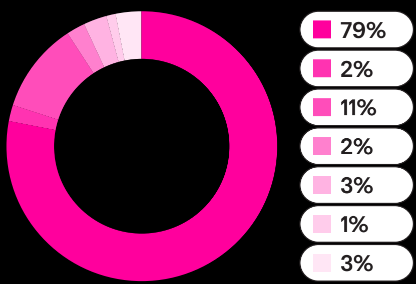
Female | Male | Non-binary, Agender or 'Prefer to describe myself in another way' | Not specified/prefer not to say | Blank

Ethnic balance as at 31 August 2025

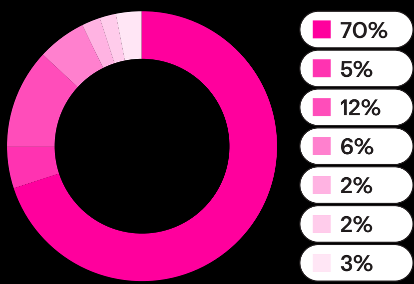
Management Committee



Senior Leadership[1]



All ASOSers



White British or other White (including minority-white groups) | Mixed/Multiple Ethnic Groups | Asian/Asian British | Black/African/Caribbean /Black British | Other ethnic group, including Arab | Not specified/prefer not to say | Blank

1 Defined as "Head of and above positions". See page 83 of our Nomination Committee Report for more information on our Senior Leaders' diversity.

Stakeholder engagement

Our key stakeholders are instrumental in fulfilling our mission, making effective stakeholder engagement essential for achieving our long-term objectives and generating sustained value.

→ **Details of how we engaged with our stakeholders, considering the long-term goals for each** can be found on pages 42 to 45.

→ **How the Board considered our key stakeholders in their principal decision making during the year** can be found on page 79.

Customers

▲ **Our ASOS.WORLD PAT McGRATH LABS beauty masterclass**

Why they're important

Our goal is to create and curate products and experiences to excite fashion-lovers. Staying relevant means understanding what matters most to them. Regular engagement with our customers allows us to meet their needs and tailor our products and content, supporting our long-term success.

How we engaged

- Our quarterly Net Promoter Score (NPS) customer experience surveys captured satisfaction data on our end-to-end journey across our core markets.
- We launched the ASOS.WORLD loyalty programme, using customer feedback to develop key features.
- Our customer care team gathered customer feedback through advisors and virtual assistant chats across c.9.2m contacts in FY25.
- Our Board received updates on brand performance and customer health metrics at Board meetings and at the Board Strategy Day.
- We conducted quarterly surveys in the UK to gain customer feedback on choice and retention to help us shape our product roadmaps.
- We hosted real-life events for our customers during the year to provide deeper engagement opportunities, including our London and New York pop-up stores.
- We held an in-person focus group session with disabled consumers to help shape what an accessible product range should look like.

Key outcomes

- Customer feedback from the pilot phase of ASOS.WORLD provided key insights that shaped key features and benefits.
- Tier 4 customers of ASOS.WORLD won access to our adidas X ASOS catwalk event, entry to the TSTM Trafalgar Square event, tickets to a PAT McGRATH LABS beauty masterclass and new season collection previews.
- Following customer feedback we made changes to the quality of our own-brand products e.g. our new breatheMAX™ fabric that pulls moisture away from the skin and dries quickly.
- Customer feedback on fit and sizing led to the expansion of our templates library, used to create consistent and better fitting garments.

▲ **adidas Originals x ASOS Catwalk**

▼ **Topshop Topman (TSTM) Trafalgar Square Takeover**

ASOSers

Why they're important

We're determined to create an employee experience like no other, where our ASOSers can be whoever they want to be. An experience that ASOSers love, where they learn, collaborate, embrace change, and can be authentic, brave, creative and deliver in everything they do.

▲ Board member Christine Cross at a 'Meet the ASOSers' session focused on Product

How we engaged

- We launched our new 'Your Voice Matters' (YVM) employee engagement survey which offers employees the opportunity to provide feedback on a wide range of areas.
- We held regular Townhall meetings with our CEO and other Senior Leaders, connecting ASOSers with our strategic goals, providing key company updates, and offering opportunities for Q&A with Senior Leaders.
- We maintained strong internal communications with ASOSers through our weekly newsletter 'The edit'.
- We invited ASOSers to nominate fellow employees for an ASOS ACES award, an annual award ceremony recognising ASOSers for their extraordinary performance.
- Our Board received periodic employee engagement feedback.
- Our 'Meet the Board' series continued. In conjunction with our FWI strategy re-launch, Anna Maria Rugarli held an employee engagement session to discuss her career in fashion and sustainability with ASOSers.
- We started a 'Meet our ASOSers' series for the Board to meet ASOSers across different teams in their day-to-day role.

Key outcomes

- Our YVM survey helped us to identify key focus areas for improvements to take forward in FY26.
- As a result of ASOSer feedback from the previous engagement survey, in FY25 we:
  - implemented a new parental leave policy in FY25, extending the number of paid time off weeks; and
  - formalised our summer hours, allowing ASOSers to finish at 3pm on Fridays in June – August.
- We held several sessions to acknowledge and celebrate key dates such as Mental Health Awareness Week, Pride, Black History Month and South Asian Heritage Month.
- Our 'Meet the ASOSers' initiative allowed the Board to engage directly with employees at all levels, helping them assess how company culture is embedded.
- We held our annual ASOS ACES awards to celebrate our ASOSers who embodied our values and behaviours. Our award categories included Heartfelt and Unsung Hero awards, Collaborator of the Year, Customer-first Champion, Team and Leader of the Year and our top award the Ace of Aces.

Our CEO and Director of Talent and Culture presenting the FY25 ▼ Ace of Aces Award

Bianca Peltier was the winner of our 'Ace of Aces' award in FY25. Bianca has been changing the perception of ASOS in the branded world with her passion and energy. She is best in class at brand acquisition in her role as Senior Buyer and has cemented our place as a streetwear destination by unlocking new and exciting streetwear brands. Bianca has extended herself beyond her role by leading her team in Partner brands on new launch strategies, marketing ideas, spreading positive momentum and building new and robust processes for commercial priorities. She is a role model, cheerleader and go-to figure for her entire team, working incredibly hard and taking on any challenge with a positive outlook.

Shareholders

Why they're important

A key objective for the Board is to create value for shareholders. Our mission, purpose, values and strategy strive to deliver sustainable profitable growth for our shareholders.

How we engaged

- Meetings were held with institutional investors and analysts throughout the year, including following release of our full-year and half-year results, hosted by the CEO, CFO and Investor Relations team.
- We continued to receive feedback and engage with shareholder queries through our dedicated Investor Enquiries email address.
- Our Board received feedback from our corporate brokers and Investor Relations team regarding market reaction and investor views after announcements and roadshows.
- Our Investor Relations team provided the Board with a market update at each scheduled Board meeting, which includes shareholder feedback as and when appropriate.

Key outcomes

- We saw strong shareholder engagement with 82.4% of our share register voting at our AGM held on 22 January 2025.

Stakeholder engagement cont.

Suppliers

Why they're important

Maintaining close working relationships and open transparent dialogue with our suppliers is key to offering our customers the best fashion, whilst protecting human rights across our supply chain.

How we engaged

- Our dedicated Human Rights team continued to manage and mitigate social risks in our supply chain globally.
- We conducted factory audits globally to monitor compliance with the ASOS Code of Conduct and relevant local legislation.
- We engaged directly with our suppliers, trade unions and Non-Governmental Organisations (NGOs) at the start of new projects to ensure initiatives are contextually relevant and shaped for long-term success.
- We continued to engage with existing key brands and suppliers to maintain solid relationships.
- We ensured strong collaboration with our Test & React suppliers to deliver our programme with agility and speed.
- The Board monitors the way we manage our supply chain to ensure we continue to operate responsibly in line with our Fashion with Integrity commitments.

Key outcomes

- We extended our partnership with GoodWeave, a non-profit organisation that promotes transparency in global supply chains in India and Bangladesh to address forced and child labour in sub-contracted supply chains.
- We completed a Purchasing Practices Survey to assess, progress and inform strategy on wages and benefits.
- We joined Stronger Together for fair work and responsible recruitment in UK.
- We renewed our Global Framework Agreement with IndustriALL to support workers and develop dispute resolution mechanisms.
- We signed an agreement with International Transport Workers' Federation (ITF) to address human rights issues for transport workers in China.
- Through our Test & React programme our suppliers in Turkey co-developed a rapid sampling and production model, cutting design-to-delivery times to around 3 to 4 weeks, enabling faster reactions to trend shifts.

Partner brands

Why they're important

Maintaining strong relationships with our partner brands is crucial in ensuring our customers have access to the best and most relevant third-party brand products, all in one place.

How we engaged

- Feedback and collaboration with our partner brands continually informs the evolution of our trading channels including Wholesale, Partner Fulfils, ASOS Fulfilment Services (AFS) and brand visibility across our site.
- A new Brand Acquisition & Development team was established to engage with brands across a full portfolio of services we can offer them.
- Our Design teams collaborated with brands including adidas and New Balance to bring exclusive collections to ASOS.
- We continued to partner with Face & Body brands to offer customers exclusive monthly beauty boxes and seasonal gift sets and advent calendars.
- Through engagement with our partner brands, we expanded our AFS model.
- Our ASOS Media Group (AMG) engages with our partner brands to connect them with our customers through tailored advertising and data-driven campaigns across ASOS' sites.

Key outcomes

- We launched an exciting multi-year collaboration with adidas x ASOS, co-designing an exclusive womenswear collection.
- We added c.100 new brands onto our platform, bringing customers access to an improved curation of the most relevant brands and products.
- The highly anticipated ASOS exclusive adidas cow print Sambas sold out within hours of being dropped and we launched a number of ASOS exclusive New Balance trainers on our site.
- The ASOS Face & Body seasonal gift sets and advent calendar were a great success and all sold out.
- We successfully transitioned one of our biggest brand partners, Inditex, onto our AFS model, improving the range of products available to our customers in an efficient way.
- AMG helps brand partners produce creative marketing that resonates with ASOS customers and reaches relevant audiences on ASOS, positioning and amplifying their brands and driving conversion.

▲ The ASOS exclusive adidas cow print Samba

◀ OnSide have youth zones throughout the UK, providing activities and opportunities for young people

Communities

Why they're important

Operating responsibly in everything we do is not just incredibly important to our business and our people, it is also key to driving positive outcomes for the communities in which we operate. We want to support the people who support us. We've continued to actively engage with local communities and charities – helping drive positive change.

▲ ASOS x (Fashion) Minority Report ScaleUp demo day

How we engaged

- We continued our partnership with (Fashion) Minority Report to support the development of young creatives across the UK through mentoring.
- In collaboration with (Fashion) Minority Report, we completed our first cohort of ScaleUp - our incubator programme to help up and coming brand owners to scale their businesses.
- We ran a listening session with ambassadors from Just Like Us, the LGBTQIA+ young people's charity, to aid their confidence in telling their lived experiences as part of the LGBTQIA+ community.
- We continued to engage with various local charities and NGOs in countries where we source from to strengthen our ethical and sustainability practices.
- The ASOS Foundation liaised with relevant charity partners to support our local communities in London and Barnsley.

Key outcomes

- 44 ASOSers took part in our 'Give a Day Away' initiative, which offers ASOSers a day of paid volunteering, to support various charities and causes.
- Through ScaleUp and our partnership with (Fashion) Minority Report, we onboarded two successful brand owners from the first cohort onto the ASOS site.
- We sponsored a new centre in China, co-ordinated by a local union and IndustriALL, to support female garment workers and address gender-based violence and harassment.
- We launched a gender empowerment scheme supported by NGOs in Morocco.
- In celebration of Pride, our 'THEYSOSers', our LGBTQIA+ network, led our ASOS representation in the London Pride parade.

ASOS Foundation

The ASOS Foundation was established as a charity in 2013 with the aim to open doors, remove barriers and help young people change their lives for the better.

The ASOS Foundation ("The Foundation") invests in high-impact projects which focus on instilling confidence and unlocking talent and utilises our expertise in fashion and technology to create life-changing interventions for young people. Since 2013, The Foundation has donated c.£8.2m and has built impactful, strategic partnerships with charitable organisations who are playing a key role in breaking down barriers faced by young people.

ASOS Foundation key outcomes

Throughout the period the ASOS Foundation:

- continued to partner with youth homeless charity Centrepoint and;
  - supported its helpline, a key homelessness prevention tool, and funded the introduction of a chatbot to provide out of hours support to young people at risk of homelessness. Through Centrepoint's contact centre, over 5,000 young people were supported through the helpline, and over 7,500 contacts were answered through the webchat and chatbot functions;
  - invested in the pilot of a legal clinic with Centrepoint, offering young people support in navigating the complex assessments and forms that may stand in the way of them receiving housing.
- extended its long-term commitment to OnSide, a national youth charity, and:
  - donated towards the build of 'Base 71' youth zone in Barnsley set to open in early 2026 and pledged continued support to the charity's ongoing costs; and
  - invested in a five-year development initiative to support junior youth workers with career progression through to degree level, to ensure they continue their crucial youth zone work.

Financial review

Revenue or GMV growth figures are expressed on a like-for-like (LFL) basis unless otherwise indicated[1,2].

	Year to 31 August 2025						
£m	**UK**	**EU**	**US**	**Rest of World**	**Total reported**	**Adjusting items[3]**	**Total adjusted**
Retail sales[4]	1,137.0	788.1	236.0	178.4	2,339.5	(6.4)	2,333.1
Income from other services[5]	74.8	31.2	21.7	10.6	138.3	(6.6)	131.7
Total revenue	**1,211.8**	**819.3**	**257.7**	**189.0**	**2,477.8**	**(13.0)**	**2,464.8**
Cost of sales					(1,311.1)	8.3	(1,302.8)
Gross profit					**1,166.7**	**(4.7)**	**1,162.0**
Distribution expenses					(262.3)	–	(262.3)
Administrative expenses					(828.1)	54.3	(773.8)
Other income					16.5	(10.8)	5.7
EBITDA					**92.8**	**38.8**	**131.6**
Depreciation, amortisation and impairments					(305.1)	141.3	(163.8)
Operating loss					**(212.3)**	**180.1**	**(32.2)**
Finance income					4.8	–	4.8
Finance expense					(74.1)	3.3	(70.8)
Loss before tax					**(281.6)**	**183.4**	**(98.2)**

Aaron Izzard
Chief Financial Officer

During the 52 weeks to 31 August 2025 (the year) the Group realised an adjusted loss before tax of £98.2m, and an adjusted EBITDA of £131.6m, a £51.5m improvement on the results for the same period last year.

As in the first half, across FY25 our new stock operating model has continued to deliver measurable benefits to stock health. This has driven a sustained reduction in markdowns and improvement in our full price sales mix, supporting a gross margin of 47.1%, up 370bps YoY. In parallel, further cost base optimisation was achieved through a range of actions including mothballing the US fulfilment centre and renegotiating key distribution contracts, delivering additional efficiencies and lowering variable cost to serve.

The FY25 exit cost base has also been structurally reduced across multiple areas of the business, providing a stronger foundation for future periods. Together, these actions have helped offset the impact of a YoY sales decline, resulting in an adjusted EBITDA margin of 5.3%, an increase of 250bps versus FY24.

The reported loss before tax of £281.6m for the year includes adjusting items totalling £183.4m. Property-related initiatives account for £175.8m, the significant majority being the result of the mothballing of our US fulfilment centre, as noted in the interim results. Much of the expenditure under this programme is the non-cash impairment of tangible, intangible and right-of-use assets.

Other adjusting items include a £13.8m gain relating to the sale of a majority stake in the TSTM brands, reported within other income, and a £5.0m provision in relation to ongoing legal proceedings in an overseas territory. The remaining £16.4m primarily relates to strategic initiatives aligning organisational structure to support operational efficiencies.

GMV

All the KPIs below now include the Flexible Fulfilment models, given their increasing scale, and hence comparatives are restated. LFL are adjusted for the impact of foreign exchange translation and adjusting items. For more detail, please refer to the Alternative Performance Measures (APMs) note at the end of the financial statements.

	Year to 31 August 2025	Year to 1 September 2024	Change
GMV (£m)[6]	**2,456.3**	2,817.8	(12%)
Active customers (m)[7]	**17.0**	19.7	(14%)
Average basket value (£)[8]	**42.89**	41.47	3%
Average basket value LFL (£)[9]	**43.36**	41.47	5%
Average order frequency[10]	**3.37**	3.45	(2%)
Total shipped orders (m)[11]	**57.3**	67.9	(16%)
Total visits (m)	**1,912.9**	2,252.4	(15%)
Conversion[12]	**3.0%**	3.0%	–

GMV declined by 12%[2] YoY, reflecting strategic actions taken to improve order profitability against a soft consumer backdrop. While top-line performance was lower than expected, amid continued macroeconomic uncertainty, this was also driven by a sustained deliberate focus on strengthening profitability foundations to create headroom for future growth investment. As a result of these actions, quality of sales improved: the full-price mix increased, markdown reliance reduced, and own brand gained share within the sales mix, all contributing to a more profitable revenue base.

Flexible fulfilment models, Partner Fulfils (PF) and AFS, gained significant traction, representing more than 10% of third-party GMV by the end of the year, up from 5% at the end of FY24. This shift broadened our product range without adding inventory risk and ensured GMV growth outpaced revenue, as anticipated. With adoption accelerating in H2, these models are positioned to play an even greater role in FY26, reinforcing our strategy to scale efficiently and enhance customer experience. Reflecting this mix shift, we have moved to GMV as the primary indicator of top-line performance.

Customer metrics mirrored these dynamics, with active customers decreasing by 14% YoY, and visits tracking this trend, falling by 15%. However, customer retention rates are improving, signalling that the changes we are implementing are resonating with customers and laying the foundations for future growth. Conversion remained broadly stable despite a leaner promotional stance.

We continued to optimise returns within our new commercial model. Building on FY24 actions, we introduced targeted, data-led measures in H1 and H2 focused on persistently high return behaviours, while continuing to offer free returns to all our customers in our core markets. Together with ongoing improvements to product quality and fit, these steps reduced returns and strengthened basket level profitability. The modest impact on sales through the year reflects an intentional mix shift towards healthier orders, consistent with our strategy to drive sustainable, profitable growth.

Overall, top-line performance reflects challenging market conditions and inflationary pressures, alongside the deliberate steps taken to strengthen profitability, creating the foundations that will underpin the next phase of growth.

Performance by market

United Kingdom

	Year to 31 August 2025
GMV	**-7%**
Total revenue	**-9% (-9% LFL)**
Visits	**-12%**
Orders	**-12%**
Conversion	**flat**
ABV	**+6% (+6% LFL)**
Active customers	**6.5m (-8%)**

UK performance was more resilient than other regions through FY25. GMV declined 7%, primarily reflecting lower site traffic and fewer orders against a cautious consumer backdrop in the UK retail sector. A sharper focus on newness and speed to market in our new model, with Test & React embedded at scale and own brand gaining share, meant that the assortment was fresher and more relevant: supporting healthier sell-through, higher ABV and improved margins. The improvement stems from product resonance and execution - getting the right product to customers faster - demonstrating the model's effectiveness.

Customer activity reflected these shifts. Active customers declined 8% to 6.5m, but customer retention is improving, driven by a more relevant, trend-led assortment. This was supported by the wider roll-out of Flexible Fulfilment models, giving the ability to scale availability of high-demand products at pace, and enhanced customer engagement through collaborations and new brand launches. Conversion held broadly stable, even as we moved away from heavy promotional stimulus, underscoring the appeal of newness and improved product execution.

Europe

	Year to 31 August 2025
GMV	**-16%**
Total revenue	**-19% (-17% LFL)**
Visits	**-17%**
Orders	**-20%**
Conversion	**-10bps**
ABV	**+3% (+5% LFL)**
Active customers	**7.6m (-16%)**

GMV across European markets declined by 16% YoY[2], in part driven by actions taken to limit unprofitable orders. The region saw a 17% drop in visits, contributing to a 20% reduction in orders, though this was partially mitigated by a 5% uplift in ABV, reflecting a more favourable full-price sales mix and reduced markdown as the new operating model delivers profitability benefits.

Macroeconomic pressures remain a factor in the region's performance, and initiatives such as the introduction of a free returns threshold in H2 FY24 - targeting high-returning customer segments - have contributed to a more profitable sales mix. Building on this foundation, FY25 saw the roll-out of further returns management enhancements. These steps improved variable contribution, even as they tempered top-line growth in the near term. With these measures now embedded, we expect the top-line impact to subside as we lap the changes during FY26, creating a sustainably profitable base as we pivot to the third stage of our transformation – re-engaging with consumers through targeted product and experience enhancements.

Financial review cont.

United States

	Year to 31 August 2025
GMV	**-18%**
Total revenue	**-25% (-22% LFL)**
Visits	**-17%**
Orders	**-24%**
Conversion	**-20bps**
ABV	**+4% (+8% LFL)**
Active customers	**1.7m (-21%)**

US GMV declined 18% YoY[2] as a result of lower traffic combined with a small drop in conversion (20bps). Strong ABV which increased 8%, partly offset the order decline (24%).

The US market's structural profitability opportunities were acted on ahead of any other market, initiated in H2 FY24. Encouragingly, following the annualisation of the significant profit actions we undertook and the shift of fulfilment from the US to the UK broadening access to a wider and fresher stock pool, H2 YoY GMV decline of 7% narrowed significantly compared to the 26% decline in H1 FY25. The actions taken to improve profitability included a pivot to more efficient performance marketing investment, tighter returns policies for persistently high returning cohorts, and reduced markdowns with greater promotional discipline.

Together, these steps improved full-price mix and variable contribution, and delivered a significant improvement in the trajectory of active customers in H2. The rate of decline narrowed from 31% in H1 to 21% in H2, supported by new customer acquisition being broadly flat in H2, a notable improvement on the 38% decline in H1. Alongside this, a consistent improvement in the trajectory of retention rates has been seen across H2, resulting in a YoY improvement in Q4. This underscores the success of the strategic approach to addressing structural profitability ahead of upweighting our re-engagement activity with consumers, reinforcing confidence as this approach is executed across other key markets.

Rest of World

	Year to 31 August 2025
GMV	**-15%**
Total revenue	**-16% (-14% LFL)**
Visits	**-14%**
Orders	**-17%**
Conversion	**-10bps**
ABV	**+1% (+3% LFL)**
Active customers	**1.2m (-18%)**

Total RoW GMV declined 15% YoY[2] as softer demand and a marginal 10bps deterioration in conversion resulted in a 17% drop in orders.

ABV rose 3%, partially cushioning the impact of lower volumes. These gains in basket economics, together with disciplined trading, continue to support improved order profitability. As actions taken in prior years annualise, the rate of GMV[2] decline has improved YoY from a decline of 34% to 15%, demonstrating the positive impact of the new operating model on customer offering.

Gross margin

Adjusted gross margin[3] increased 370bps YoY to 47.1%, underpinned by sustained benefits from our commercial operating model.

Our new model - anchored on newness and more relevant product offering to customers - has delivered higher full-price sell-through and structurally lower reliance on markdown. Where clearance is required, it is targeted and seasonally timed, improving the customer offer and reinforcing the efficiency of the stock model.

In addition, the scaling of Flexible Fulfilment models, PF and AFS, has begun to contribute meaningfully: these models enhance assortment and reduce inventory risk, supporting margin expansion, while the associated fee income and capital-light fulfilment economics helps to support our profitability ambitions.

Reported gross margin was 47.1%, up 710bps YoY; the additional YoY uplift reflects the impact of non-underlying stock write-off programmes recognised in FY24.

Operating expenses

Adjusted cost to serve (excluding D&A) increased 130bps to 42.0%. This reflects a c.200bps impact from the deleveraging effect of lower sales and inflationary pressures, resulting in an underlying improvement in cost to serve of c.100bps. Absorbed within this were the royalty payments to the TSTM joint venture, and despite their inclusion, the variable cost to serve still improved by 70bps. This improvement in variable cost to serve reflects efficiency gains from a range of actions including renegotiated distribution rates across key markets and a more efficient approach to marketing spend. Fixed costs in absolute terms decreased significantly YoY, highlighting the continued heightened discipline in capital allocation. Cost actions in H2 mean the FY25 exit cost base is significantly lower, driven by a waste removal and efficiency-led approach, which will drive future annualised savings.

£m	**Year to 31 August 2025**	**% of revenue[13]**	Year to 1 September 2024	% of revenue[13]	Change in £ Value
Distribution costs	**(262.3)**	**(10.6%)**	(326.1)	(11.3%)	20%
Warehousing	**(255.1)**	**(10.4%)**	(311.1)	(10.7%)	18%
Marketing	**(167.8)**	**(6.8%)**	(190.5)	(6.6%)	12%
Other operating costs	**(350.9)**	**(14.2%)**	(351.5)	(12.1%)	0%
Adj. cost to serve (excl. D&A)	**(1,036.1)**	**(42.0%)**	**(1,179.2)**	**(40.7%)**	**12%**
Adj. depreciation and amortisation and impairments	(163.8)	(6.6%)	(161.6)	(5.6%)	(1%)
Adj. operating costs	**(1,199.9)**	**(48.6%)**	**(1,340.8)**	**(46.2%)**	**11%**
Adjusting items within operating costs	(195.6)	(7.9%)	(155.6)	(5.3%)	(26%)
Total operating costs	**(1,395.5)**	**(56.3%)**	**(1,496.4)**	**(51.5%)**	**7%**

Distribution costs decreased by 70bps YoY to 10.6% of revenue. Savings were driven by improved returns rates and rate improvements secured through renegotiation of carrier contracts in key markets through H2, with further benefits to therefore be realised in FY26. These benefits helped to offset inflationary pressures and lower volume based rebates from reduced volumes, as well as the increased costs associated with the fulfilment of more US orders from the UK following the US site closure.

Warehouse costs were 10.4% of revenue, down 30bps YoY. Efficiency gains from the annualisation of FY24 network changes and our continuous improvement programme more than offset the deleveraging impact of lower volumes and wage inflation in key markets. At an adjusted level, early savings from the US fulfilment site closure also contributed to the reduction, reinforcing the structural benefits of our network strategy.

Marketing costs at 6.8% of revenue increased by 20bps YoY. Marketing investment was disciplined and reweighted; as savings from our optimised performance media model raised variable contribution and were redeployed into full funnel brand and creator activity, keeping marketing costs as a percentage of revenue broadly stable while supporting longer term demand generation.

Other operating costs fell marginally by £0.6m YoY despite increases associated with the impact of royalties payable under the TSTM brand agreements. This improvement reflects the disciplined approach to indirect spend and structural cost control, alongside annualisation of fixed cost optimisation measures implemented in the prior year. Headcount was further streamlined during the year, ending the year around 4.9% lower than FY24, reinforcing our focus on efficiency and sustainable profitability.

Depreciation and amortisation costs (excluding adjusting items) increased by £2.2m YoY reflecting continued capital investment and associated depreciation and amortisation charges.

Interest

Finance expense (excluding adjusting items) was £70.8m, an increase of £14.3m from FY24, however the YoY impact on cash is broadly neutral in FY25. The increased charges reflect the higher coupon on the new 2028 convertible bond issued in September 2024. This refinancing partially replaced the previous instrument and reset pricing in line with prevailing market conditions, providing a stable capital structure to support the execution of our strategy. The increase was partly mitigated by switching £50m of term loan into a flexible facility to effectively reduce our blended interest rate as we improve our financial flexibility.

Finance income was £4.8m, compared with £12.0m in FY24, as average cash balances reduced following the refinancing programme, consistent with our plan to reduce gross debt and improve the balance sheet.

Taxation

The reported effective tax rate is (6.0%) based on the reported loss before tax of £281.6m. This is lower than the FY24 effective tax rate of 10.7% primarily due to the effect of higher unrecognised deferred tax assets in the year.

Earnings per share

Both basic and diluted loss per share were 250.1p (FY24: basic and diluted loss per share of 284.4p). The lower loss per share is mainly due to lower loss after tax for the year of £298.4m (FY24: £338.7m). The calculation of diluted loss per share excludes the impact of potential ordinary shares as it is anti-dilutive given the Group incurred a loss during the year.

Financial review cont.

Free cash flow

£m	Year to 31 August 2025	Year to 1 September 2024
AEBITDA	**131.6**	80.1
Share-based payments and other non-cash items included in AEBITDA	**(1.0)**	2.6
Cash impacting operating adjusting items	**(19.2)**	(20.2)
Income tax received/(paid)	**5.1**	10.3
Decrease in inventory (excl. swo)[14]	**109.7**	143.1
(Increase)/decrease in other working capital[15]	**(67.1)**	12.1
Operating cash flow	**159.1**	228.0
Purchase of property, plant & equipment and intangible assets	**(85.9)**	(133.5)
Payment of lease liabilities (principal)	**(25.7)**	(25.5)
Interest received	**5.4**	11.3
Interest paid	**(38.8)**	(42.6)
Free cash flow	**14.1**	37.7
Proceeds from sale of investments	**135.0**	–
Repayment of borrowings	**(210.7)**	(0.5)
Cash impacting financing adjusting items[16]	**(10.5)**	–
Cash flow	**(72.1)**	37.2

Across FY25, there was a free cash inflow[17] of £14.1m. Operating cash flow of £159.1m reflects a strong improvement in profitability partly offset by a higher working capital outflow YoY - most notably, a smaller inventory benefit as last year's stock health actions annualised and intake patterns normalised.

Investment discipline continued as capital additions were £85.9m, down on FY24 by £47.6m, however expenditure for the year was £100.8m prior to the subsequent impairment of investment into the Atlanta warehouse. The net interest paid reduced to £38.8m, while interest received was lower. Taken together, these movements delivered modestly positive free cash flow for the year, consistent with the planned cash profile.

After financing activities, there was a net cash outflow of £72.1m, driven by £210.7m of debt repayment and £10.5m of financing adjusting items, partly offset by £135.0m of proceeds from the sale of a majority stake in the TSTM brands.

Net debt, refinancing and liquidity

£m	Year to 31 August 2025	Year to 1 September 2024
Convertible bond (fair value of debt component)	**343.3**	478.1
Term loan, including accrued interest	**153.8**	190.2
Nordstrom loan	**6.5**	19.8
Borrowings	**503.6**	688.1
Cash and cash equivalents	**(318.9)**	(391.0)
Net debt (excluding lease liabilities)	**184.7**	297.1

Excluding lease liabilities, net debt reduced to £184.7m, an improvement of £112.4m YoY. The reduction reflects deleveraging and refinancing actions through the year, with lower balances across the convertible bond, term loan and Nordstrom facility. Cash and undrawn facilities was £318.9m at the end of the year, a £72.1m reduction YoY, as repayment of debt was prioritised, partially offset by the sale of a majority stake in the TSTM brands, consistent with our focus on strengthening the balance sheet.

Post balance sheet event

In November 2025, the Group entered into agreements to refinance its term loan facilities. The refinancing will become effective in December 2025, at which point the Group's existing £150.0m term loan will be repaid and the associated revolving credit and accordion facilities with Bantry Bay will be terminated.

The new financing arrangements, provided by a syndicate of private lenders, are comprised of a £150.0m senior term loan and an £87.5m Delayed Draw Term Loan facility. These new facilities will mature in November 2030.

Aaron Izzard
Chief Financial Officer
21 November 2025

Notes
1. Numbers throughout this section are subject to rounding.
2. Like-for-like ('LFL') revenue or GMV are adjusted for the impact of foreign exchange translation and adjusting items.
3. The adjusting items are explained in note 3 of the financial statements. Reconciliations between statutory measures and their associated Alternative Performance Measures (APMs) can be found at the end of the financial statements.
4. Retail sales are internet sales recorded net of an appropriate deduction for actual and expected returns, relevant vouchers, discounts and sales taxes.
5. Income from other services comprises of delivery receipt payments, marketing services, commission on sales through Flexible Fulfilment models, revenue from wholesale sales, and jobber income.
6. GMV is adjusted retail sales plus revenue attributable to Flexible Fulfilment partners, net of returns and excluding sales tax. The growth rate is on a LFL basis. YoY growth rate prior to LFL adjustment is (13%).
7. Active customers defined as having shopped in the last 12 financial months. These include the Flexible Fulfilment unique active customers.
8. Average basket value is defined as GMV divided by total shipped orders.
9. Average basket value LFL is calculated as LFL GMV divided by total shipped orders.
10. Average order frequency is calculated as total shipped orders in the last 12 financial months divided by active customers.
11. Total shipped orders are the combined total of Asos and Flexible Fulfilment orders.
12. Conversion is calculated as total shipped orders divided by total visits.
13. As a percentage of adjusted revenue for all lines other than Total operating costs which is expressed as a percentage of reported revenue.
14. Sale of inventory, which was written off previously written down to its net realisable value as part of the commercial operating model change, accounted for £8.3m of the decrease in inventory in FY25.
15. Includes working capital movements associated with adjusting items; a breakdown is included in the APMs section at the end of the financial statements.
16. Financing adjusting items relate to refinancing costs as announced in September 2024.
17. Free cash flow is net cash generated from operating activities, less payments to acquire intangible and tangible assets, payment of the principal portion of lease liabilities and net finance expenses.

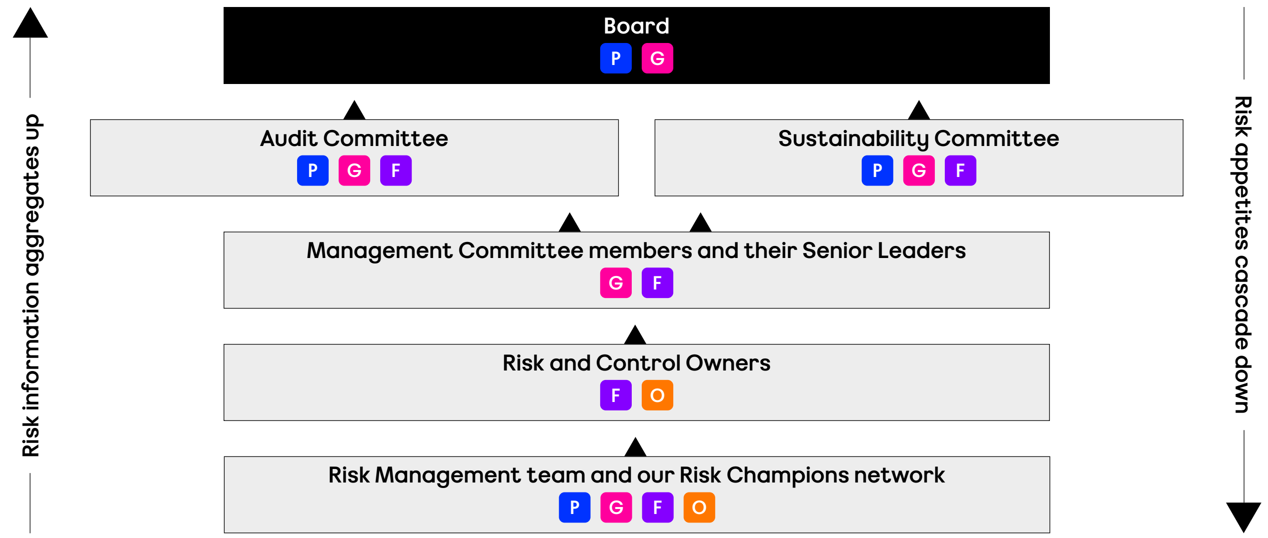
Risk management

Governance, roles and responsibilities for risk management

ASOS' risk management approach is designed to meet the needs of our fast-paced business, whilst enabling our goals, protecting our operations and ensuring compliance with the UK Corporate Governance Code.

Our ASOSers are empowered to assess and take risks that are within our risk appetite where these can deliver competitive advantage. Supported by our risk management approach which guides them on when risks must be avoided, managed and escalated. By aiming to create a culture of risk and opportunity awareness in our decision making, we can continue to move at pace towards our strategic goals whilst protecting our established value and stakeholders.

We have defined the roles and responsibilities for risk management across our business, echoing a "Three Lines of Defence" approach. This includes for governance of our activities, identifying and managing our risks and obtaining assurance over our control environment. The roles and responsibilities for the groups outlined below are set out on page 53.



Linked risks managed at different levels

Different types of risk are assessed and managed at different levels within our business.

Related risks at different levels are linked, allowing risk information to be aggregated and reported up and appetites set by the Board to flow down.

P	**Principal risks**	The biggest potential events which could threaten the Group's business model, future performance, financial stability or reputation.
G	**Group risks**	Our largest cross-functional risks and the ways in which our Principal risks could occur in our business activities.
F	**Functional risks**	What could go wrong to prevent our individual functions from delivering their objectives and initiatives.
O	**Operational risks**	What could go wrong in our day-to-day activities or operations.

Three Lines of Defence

First line of defence

- Teams delivering business activities and operations.
- Individuals responsible for managing risks and operating controls.
- Management gains assurance over our control environment through completing checks and monitoring activities (e.g. manager oversight of controls).

Second line of defence

- Central functions operating in different reporting lines to first line of defence activities, includes our Risk Management team.
- Subject matter experts on requirements and related control objectives.
- Assurance obtained over our control environment for management through assessment activities which can include compliance audits.

Third line of defence

- Internal Audit team and other Governance activities overseen by the Audit Committee.
- Internal audits over the controls for our biggest risks with increased focus in areas where our risk appetites are lower.
- Independent assurance over our control environment for the Board and management, covers first and second line of defence activities.

Board

- Accountable for ensuring we have an effective risk management and internal control framework.
- Annually review our Principal, Group and emerging risks.
- Set our risk appetites and the types and amounts of risk that are acceptable for us to take in achieving our strategy.
- See our Governance Report on pages 75 to 80 for more details on the activities of the Board.

Audit Committee

- Monitor our approach for the identification and assessment of all risks, related controls and how we set our risk appetites.
- Regularly review our Principal, Group and emerging risks throughout the year.
- Responsible for monitoring the effectiveness of our risk management and control framework including overseeing the activities of the Internal Audit team.
- See our Audit Committee Report on pages 84 to 90 for more.

Sustainability Committee

- Review and monitor our climate-related risks.
- Oversee delivery of our Fashion with Integrity (FWI) Strategy which includes opportunities and mitigations in response to climate-related risks.
- See our Sustainability Report on pages 92 to 93 for more.

Management Committee members and Senior Leaders

- Accountable for implementing and monitoring an effective risk and control framework and overseeing risk management activities in the first and second lines of defence.
- Identify and regularly review our Group, Functional and emerging risks throughout year.
- Inform and interpret risk appetites set by our Board to ensure our control environment enables us to take opportunities whilst balancing related risks.
- Supported by various management forums*.

Risk and Control Owners

- Responsible for identifying and owning Operational risks created by our ongoing activities and strategic initiatives.
- Design, implement and operate controls and identify remediations, to ensuring our risks are managed within our risk appetites.
- Deliver certain first line of defence assurance activities such as management reviews and control effectiveness monitoring.

Risk Management team and our Risk Champions networks

- Provide guidance, oversight, challenge and assurance over delivery of risk management activities in our business.
- Set and facilitate our approach and provide risk insights to our Management Committee, Audit Committee and Board.
- Delivery of our risk management cycle is supported by our network of Risk Champions. Champions are based in our business functions and provide support alongside their day-to-day role.

*** Example forums supporting risk management activities (see our Sustainability Report on page 93 for details):**

- Governance Working Group
- FWI Steering Committee

Risk management cont.

Our risk management cycle

1. Risk identification

- Risks are identified through ongoing governance, operational and project oversight activities.
- Both current and future risks to our existing business and the success of our strategy are assessed, ensuring emerging risks are also identified.
- Multiple stakeholder groups are involved as shown in the Governance, roles and responsibilities section on page 52.

2. Risk analysis

- Risks are analysed before and after existing mitigations using standard impact (e.g. financial, operational and reputational) and likelihood (percentage and timeframe) scales.
- Identified risks are linked to a category in our risk universe to guide risk treatments and help with ongoing monitoring. Assessments enable us to consider both value protection but also to take strategic decisions and allocate resources where needed.
- Analysis of expected timeframes helps us to prioritise current resources whilst tracking emerging risks.

3. Risk treatment

- Risk appetites are set for each risk based on the risk universe category they are linked to. We have three risk appetite ratings with guidance on the response needed.
- Risks outside of appetite receive additional treatment (e.g. to avoid, transfer or control) or an exception to operate outside of risk appetite must be obtained based on an approval hierarchy.
- Emerging risks are monitored for further analysis and planning. This can include taking steps to avoid these risks or planning how we would respond in the event they occurred.

4. Communicate

- Risk information is recorded and escalated, flowing up for assessment and further action where needed.
- Linking our different types of risks at different levels (see page 52) and risks to a category in our risk universe facilitates the aggregation of risk information.
- Risk information is shared between different stakeholder groups including management and Board forums.

5. Monitor and review

- Risk reviews are completed bi-annually by Management Committee members and their Senior Leaders, and the Audit and Sustainability Committees.
- Our Board completes an annual assessment of our Principal and Group risks, including reviewing and setting our risk appetites and annually assessing of our risk management and control framework.
- Adhoc risk workshops can be used to assess the completeness of identified risks following changes in operations or reporting lines, or where there are indications of increasing risk such as changing key risk indicators.

Risk Management Framework and risk appetites

Our framework embeds the requirements of our Group Risk Management Policy and the processes set out in our Risk Management Standard. These include our risk universe which categorises all areas of risk applicable to ASOS and helps with risk identification and management.

Our risk appetites are set by our Board as Risk Averse (Lower), Balanced (Medium) or Opportunity Seeking (Higher) for each category within our risk universe. When Group, Functional or Operational risks are identified they are linked to a category and adopt its set risk appetite. The risk appetite must be applied by Risk and Control Owners when managing that risk.

Risks assigned Risk Averse risk appetites should be managed more conservatively, have stronger and more formal controls and increased focus for assurance activities. Risks assigned Opportunity Seeking risk appetites relate to areas we are more likely to take risk for reward, can have less formal and more limited controls and might not be subject to regular assurance. Risks with Balanced risk appetites sit in-between these two other categories. Due to their breadth and that they link to multiple Group risks, our risk appetites for our Principal risks may sit between these categories (see our Principal risks and uncertainties section on pages 56 to 60 for more).

Continual improvement and enhancement

We are moving towards a culture of continual development and improvement of our risk management activities, helping to embed risk-based decision making into how we do business to support delivery of our strategic objectives. During the period we have been focused on rolling out and embedding our first risk management system, to simplify our activities through automation, improve our risk data and enable better insights.

In H2 FY25 we also completed deep-dive review of our biggest risks with our Management Committee, Audit Committee and Board. This led to us updating our Principal risks and improving our understanding of where and how these might occur in our business activities, captured as our Group risks.

→ **See more:**
Our updated Principal risks on page 56 to 60.

Emerging risks

Our Risk Management Framework drives a continual cycle that considers current and forward looking or 'emerging' risks. Emerging risks are monitored and further planning completed where needed. Our response can include taking steps to avoid the risk or planning how we might respond in a proportionate way if it occurred, aligned to our risk appetite.

Our deep-dive review of our Principal and Group risks during H2 FY25 also tested our understanding of our emerging risks. Whilst continuing work is needed to develop potential responses based on possible scenarios, key focus areas in our discussions included:

- The evolution of artificial intelligence (AI) and the potential impact it could have on numerous risks to our Group across strategic to compliance areas. For example, data usage and data quality needs, impacts on intellectual property rights and possible technological disruption in our markets and through increasing AI use by cyber threat actors.
- The continuing evolution in volume and complexity of legislation and regulation in markets in which we operate. For example, regarding climate-related matters, taxation compliance and consumer law with broad impacts on our business.
- The potential future impacts of macroeconomic and geopolitical uncertainty and changes in market dynamics and disruption on our business and operations, including for our supply chain structure and facilities.

By considering emerging risks as part of our Risk Management Framework, we aim to ensure we recognise and respond to these in an appropriate and timely way, to support our strategic goals.

Principal risks and uncertainties

In an ever-evolving and highly competitive global retail landscape, creating long-term, sustainable value depends on our ability to identify, manage and mitigate a wide range of risks and uncertainties. We operate an established Risk Management Framework that allows us to assess and respond to both internal and external events and circumstances that could impact our strategic objectives.

This section outlines the Principal risks and uncertainties we face, including those related to market conditions, supply chain and logistics and technology disruption. As the biggest potential events or circumstances which could threaten our business model, future performance, financial stability or reputation, these risks could impact us in broad and varying ways. Their nature and size means that many are overseen and managed in multiple functions within our business. This also means many of our Principal risks on the following pages are owned by several of our Management Committee members, through their ownership of our related Group Risks.

Our Risk management section on pages 52 to 55 provides more on the different types of linked risks we identify and manage, and our risk appetite categories and how these guide us to balance our risks and opportunities.

A. Loss of personal data

Link to strategy

Risk movement

Due to increasingly onerous external threats and growing complexity of regulations in our operating territories.

Overall risk appetite

Opportunity Seeking | Balanced | Risk Averse

Risk Owner: EVP Commercial & Customer

Description

Accidental loss, deliberate theft or unpermitted usage of ASOSer or customer personally identifiable information through failure of controls, a targeted attack or employee/third-party breach or error.

Potential impact

Non-compliance with privacy regulations in our operating territories leading to significant financial penalties, civil claims reputational damage and loss of ASOSer and customer confidence.

Key mitigating activities

- Overarching privacy and information security control frameworks overseen by our Data Protection Officer and Chief Information Security Officer.
- Data protection and security assessments completed when selecting, acquiring, and embedding new assets, services and partnerships. Also processes for monitoring the collection, use and reuse of data.
- Processes for identifying, reporting and assessing data incidents/breaches including annual training for all ASOSers and regular awareness campaigns delivered through internal communications.
- Security controls for protecting confidential data and monitoring for losses to minimise the risk and impact of a data breach.
- Privacy regulation and legislation horizon scanning completed to identify upcoming requirements and drive actions needed for compliance.

Link to strategy:

Best and most relevant product | Inspirational shopping experience | Efficient operating model

Risk movement key:

Increasing | Stable | Decreasing

B. Disruptions of direct and core operations

Link to strategy

Risk movement

Overall risk appetite

Opportunity seeking | Balanced | Risk averse

Risk Owners: EVP Technology, CFO and SVP Supply Chain

Description

Disruption of our direct or core operations including critical technology infrastructure, customer payment services, fulfilment centre operation or inbound supply chain due to a successful cyber-attack, technical issues, failure of third-party systems or operations or external events (including geopolitically) that impact ASOS.

Potential impact

Loss of sales in the short term or longer-term market share, changes to our customer proposition, stock obsolescence, loss of licences or reputational damage.

Key mitigating activities

- Cyber security and technology control frameworks designed to prevent, detect and respond to threats, attacks and operational failures in a timely and effective manner.
- Mandatory annual cyber training completed by all ASOSers and regular awareness campaigns delivered through internal communications.
- Ongoing operational third-party service management and contingency arrangements to enable switching if certain providers fail.
- Annual programme of risk assessments and implementation of improvements at our operational facilities to help minimise incidents. Also planning and training on continuity and response to incidents to ensure we can recover quickly if things do go wrong.
- Ongoing monitoring of inventory movements and working closely with our supply chain partners to identify emerging supply chain disruption and enable quick mitigation, including switching to alternative shipping routes.

C. Not protecting stakeholder safety and wellbeing

Link to strategy

Risk movement

Overall risk appetite

Opportunity seeking | Balanced | Risk averse

Risk Owners: CFO & EVP Product

Description

Failure to adequately protect ASOSers, employees of third parties supporting our operations or the human rights of workers in our value chain due to failure of governance, controls for preventing and responding to issues and effective monitoring.

Potential impact

Non-compliance with laws and regulations leading to legal action and financial penalties, reputational damage and loss of ASOSer, customer and wider stakeholder trust.

Key mitigating activities

- Occupational Health & Safety Management System in place across our office and operational sites, designed to prevent and enable an effective response to safety incidents.
- Comprehensive social due diligence programme including own-brand supplier factory audits to monitor compliance with our policies and monitor completion of corrective action plans where these are required (see pages 34 to 35 for more).
- Mandatory annual training completed by all ASOSers aimed at identifying and preventing Modern Slavery in our supply chain.
- Working with NGOs such as IndustriALL Global Union, the International Transport Workers' Federation (from FY26) and local independent workers' rights organisations to proactively identify and remediate issues within our supply chain.
- Relaunched Supplier Code of Conduct setting out our policies and expectations for third parties.

Principal risks and uncertainties cont.

D. Failure to compete effectively at speed and loss of relevance and brand value

Link to strategy

Risk movement

Overall risk appetite

Opportunity seeking | Balanced | Risk averse

Risk Owners: EVP Commercial & Customer and EVP People, Communication & Strategy

Description

Failure to adapt and compete effectively at required speed, not overseeing and nurturing our business model and strategy in a manner which protects all stakeholder interests, not adapting to market and consumer changes or failure of controls and processes for governing strategic delivery.

Potential impact

Loss of market share, relevance to our customers, customer loyalty and brand value and failure to effectively deliver our strategy with associated negative financial and reputational consequences.

Key mitigating activities

- Structured approach for setting, refreshing and communicating our strategy through our Board, Management Committee, Senior Leaders and wider business.
- Management Committee governance and oversight of strategic initiatives through regular reporting, weekly deep dives on strategic topics and monitoring KPIs.
- Strategy team help monitor links between our strategy, annual initiatives and projects.
- Processes for monitoring and modelling how potential changes in macroeconomics, geopolitical events and competitor behaviours could impact supply and demand, customer behaviours, market dynamics and economic volatility.
- Multi-channel approach including wholesale and flexible fulfilment. Ability to accelerate speed to market through our Test & React sourcing model.

E. Ineffective capital allocation and not delivering ROI on investments

Link to strategy

Risk movement

Overall risk appetite

Opportunity seeking | Balanced | Risk averse

Risk Owners: CFO & EVP Product

Description

Failure to pursue and obtain appropriate return on capital and operating expenditure investments due to failure of controls for planning and monitoring spend and global geopolitical and financial instability reducing the accuracy of our forecasting.

Potential impact

Delays to or failure of strategic initiatives, missed revenue or profit generating opportunities, working capital restrictions and reduced product newness and customer engagement.

Key mitigating activities

- Key project steering committees and regular meetings with sponsors aimed at tracking and reviewing activities, project benefits being delivered, risks, dependencies and impacts.
- Processes for monitoring and modelling potential changes in macroeconomics, geopolitical events and competitor behaviours that could impact supply, demand and customer behaviours so we can adjust and manage our intake.
- Management Committee governance and oversight of strategic initiatives through regular reporting, weekly deep dives on strategic topics and monitoring KPIs. Regular updates are provided to the ASOS Plc Board and relevant Committees.
- Initiatives to strengthen our balance sheet, cash generation and manage gearing to improve our resilience.

Link to strategy:

Best and most relevant product | Inspirational shopping experience | Efficient operating model

Risk movement key:

Increasing | Stable | Decreasing

F. Breaching key corporate laws and regulations

Link to strategy

Risk movement

Due to the growing volume and complexity of external requirements in our operating territories.

Overall risk appetite

Opportunity seeking | Balanced | Risk averse

Risk Owners: General Counsel & Company Secretary and CFO

Description

Non-compliance with key laws and regulations through control failures and/or the complex and evolving requirements applicable to our business due to its size, listing status and the countries which we operate in. Non-compliance could include a breach of consumer protection requirements, bribery and corruption in our value chain, inappropriately dealing with sanctioned individuals or entities, fraud committed on third parties or non-compliance with external reporting requirements.

Potential impact

Class action disputes, litigation, regulatory action, fines and settlement costs, management distraction from core operations, public censure, reputational damage and loss of ASOSer and other stakeholder confidence.

Key mitigating activities

- Regulatory and legislative control frameworks aimed at driving compliance with requirements in a timely and effective way.
- Mandatory annual compliance training covering responsibilities for all ASOSers and targeted additional training in high-risk areas, with completion monitored by Senior Leaders.
- Regulatory and legislative horizon scanning completed to identify upcoming risks and drive actions needed to maintain compliance.
- Our Governance Working Group (see page 93) monitored key business risks and ensured discipline in governance activities.
- Clear policies and procedures are in place and regularly updated to ensure ASOS remains compliant with requirements.

G. Non-compliance with global tax requirements

Link to strategy

Risk movement

Due to the growing volume and complexity of requirements including US tariffs and de minimis exemption limit removal.

Overall risk appetite

Opportunity seeking | Balanced | Risk averse

Risk Owner: CFO

Description

Not adhering to taxation-related requirements through a failure of controls for planning and managing compliance and/or the complex and evolving tax regulatory and legislative requirements applicable to our business due to its global operations.

Potential impact

Non-compliance with legislation or regulations, disputes, fines and settlement costs, management distraction from core operations, public censure, reputational damage and loss of ASOSer and other stakeholder confidence.

Key mitigating activities

- Horizon scanning of developments in tax regulations and legislation including regular insights from advisors to identify upcoming risks and drive actions needed to maintain compliance.
- Tax risks managed through documented processes and controls which are regularly reviewed and monitored.
- External advisors engaged for complex or uncertain tax issues to ensure the appropriate responses are actioned for compliance.
- Transparent and collaborative relationships maintained with tax authorities, disclosing concerns in a timely manner and aiming to resolve disputes through open discussion.
- Prudent tax planning measures in place to avoid artificial arrangements, aligning with the substance of commercial activity and adhering to ethical principles when making decisions.

Principal risks and uncertainties cont.

H. Challenges and impacts of climate change

Link to strategy

Risk movement

▲ Due to climate change intensifying and its impacts accelerating and becoming more apparent and acute.

Overall risk appetite

Opportunity seeking | Balanced | Risk averse

Risk Owner: EVP Product

Description

Disruption to supply of products, challenges and costs of transitioning to a lower carbon business model and non-compliance with external climate-related requirements, due to where and how we source our products and the complex and quickly evolving regulatory and legislative landscape.

Potential impact

Reduced availability of existing products or a need to switch to higher cost alternatives, increased investment and operating costs of moving to a lower carbon business model and non-compliance with requirements leading to increased expense, fines, settlement costs, reputational damage and loss of ASOSer and other stakeholder confidence.

Key mitigating activities

- Oversight and governance of our Fashion with Integrity (FWI) Strategy. Operational plans aimed at driving delivery of our Product, Planet and People targets and commitments aligned to UK and EU legislation.
- Conducting carbon analysis to identify our carbon hotspots and prioritise higher-impact initiatives through allocating capital investment more efficiently.
- Reducing reliance on conventional raw materials which often require more resources to produce and so are more susceptible to the physical effects of climate change such as heatwaves and droughts (e.g. by switching for more sustainable materials).
- Enhancing our systems and processes to improve measurement of our environmental impact, track progress against our FWI targets and commitments, and help us to meet future and evolving regulatory and legislative requirements.
- For more on our FWI Strategy, our targets and commitments and analysis of our climate-related risks and opportunities, see our Sustainability Report on pages 18 to 36.

I. Not having the right employee behaviours and capability for success

Link to strategy

Risk movement

▼ Due to new tools and actions to embed a high-performance culture and improve ASOSer engagement and collaboration.

Overall risk appetite

Opportunity seeking | Balanced | Risk averse

Risk Owner: EVP People, Communication & Strategy

Description

Failure to attract required new talent, to identify, develop and organise our existing talent effectively or to embed a high-performance culture needed for success, caused by having a less attractive employee value proposition, failure of controls for driving performance or an organisational design not aligned with requirements.

Potential impact

Disengaged workforce and increased attrition, delays to or failure of strategic initiatives, slow or ineffective decision making, lost opportunities and increased costs.

Key mitigating activities

- Ongoing work-streams to amplify our employer proposition including around DEI, reward, development and culture.
- Processes for assessing leadership capabilities and behaviours and to drive development and retention.
- Workforce planning, structuring and sourcing activities that consider both current and future requirements.
- Refreshed culture strategy approved by the Board, including ongoing assessment and reaction to employee sentiment gained through regular surveys and other measures such as exit interviews.

Link to strategy:

Best and most relevant product | Inspirational shopping experience | Efficient operating model

Risk movement key:

▲ Increasing ▶ Stable ▼ Decreasing

Long-term viability statement

The Group's prospects are assessed primarily through its strategic planning process, which covers a period of five years, and is reviewed by the Board with involvement throughout from both the CFO and CEO. Whilst the Board reviews a five-year plan, the final two years are indicative movements, with the initial three years considered an appropriate time period for the Group's long-term plan as it facilitates an appropriate balance between the short-term characteristics of the business, such as uncertain demand cycles and changing consumer behaviour, and the need for longer term planning in relation to financing, investment and supply chain planning.

The Group considers the following in the assessment of the strategic planning cycle and the long-term assessment of the business:

- The principal risks and opportunities associated with the Group, and identification of new or changing emerging risks and how the Group responds to these
- Macroeconomic trends within the global economy, geopolitical events, increasing costs, and market share
- Changes in customer and competitor behaviour, driven particularly by the potential wider consequences of reduced disposable income (from increased interest rates and inflation); and scope for further cost mitigation.

i. The assessment period:

ASOS continues to adopt a three-year assessment period to assess the Group's viability. The Board has determined that this assessment period to 27 August 2028 is appropriate because:

- The Group does not earn revenue from long-term contracts. Therefore changes to the Group's long-term plan are predominantly as a result of changes to sales and cost assumptions which are inherently more difficult to predict beyond three years. Both have been stress-tested as part of the viability assessment.
- This period is also consistent with the Group's long-term planning cycle as detailed above.

ii. Assessment of viability:

The assessment of the Group's viability commenced with a review of the cash headroom as at 1 September 2025, available through the Group's cash, cash equivalents and debt facilities, utilising a three- year forward forecast (the base case). Sales growth rates gradually improve vs. the FY25 exit rate, throughout the first half of the assessment period, trending towards mid-single digit growth which is sustained in the second half. Improvements in adjusted gross margin of at least 100bps vs FY25 to 48% to 50% are assumed during FY26 with FY27 and FY28 continuing at around 50% level.

The forecasted cash flows across the assessment period were tested against the single minimum-cash covenant.

In November 2025, the Group entered into agreements to refinance its term loan facilities which will become effective in December 2025, at this point the existing term loan will be repaid and the associated revolving credit and accordion facilities with Bantry Bay will be terminated. The new financing arrangements, provided by a syndicate of private lenders, are comprised of a £150.0m senior term loan and an £87.5m Delayed Draw Term Loan facility. Outside of this, there is one financing arrangement that matures during the assessment:

- £74m convertible bond issue maturing in April 2026, which the Group does not expect to be exercised based on the conversion price of £79.65. This is assumed to be repaid from cash reserves at maturity.

The Group also estimated the impact of severe but plausible downside scenarios aligned to the Group's principal risks and opportunities, identifying the principal risks from pages 56 to 60 which could have a significant impact on the viability of the Group. These were then stress-tested using a combined scenario where the below risks were modelled as materialising over the three-year period. Available mitigating actions were considered as part of the assessment.

These include deferring capital investment spend and enhancing cost management practices in order to support a sufficient level of liquidity headroom during the viability assessment period.

In the unlikely scenario of additional risks materialising, ASOS has control measures in place and additional mitigations that in practice would prevent or nullify the impact of any such occurrences.

Based on these assessments and other matters considered by the Board, the Directors confirm that they have a reasonable expectation that the Group will continue in operation and meet its liabilities as they fall due through the three-year viability period ending 27 August 2028.

iii. Going concern:

The Directors considered it appropriate to adopt the going concern basis in preparing the financial statements which are shown on pages 124 to 178.

Long-term viability statement cont.

Scenario	Associated principal risk	Description
Macroeconomic downturn and loss of market share	Macroeconomic changes Strategic programmes fail to deliver required outcome Market dynamics and impact on our business	The global market continues to be challenging following the continuation of geopolitical events in FY25. Despite more encouraging indicators in recent months, sustained levels of high inflation could continue to impact the ASOS customer demographic and reduce disposable income, contributing to a contraction in consumer demand, driving like-for-like declines across the business. Management have applied a downside scenario with suppressed trading due to the economic uncertainty experienced during the last 24 months. The scenario reflects an uncertain consumer outlook which reduces the projected annualised like-for-like sales growth contained within the base case during the 3-year assessment period, resulting in Year 3 of the assessment being c.20% lower than base case. The severe downturn in sales modelled reflects the volatile and uncertain nature of the macroeconomic environment.
Gross margin performance	Macroeconomic changes Strategic programmes fail to deliver required outcome Market dynamics and impact on our business	A degradation in gross margin of c.200bps vs the base case across the assessment period due to: ▪ Increased discounting required to satisfy consumer spending habits if the challenging macro economic impact was to worsen ▪ Increased requirement for stock clearance to satisfy the parameters of the new stock operating model, if sales were not to meet the base plan ▪ Further impacts from tariffs and changes to international trade regulations, including the removal of de minimis exemptions. Management has applied a downside scenario to reflect a potential increase in discounting and stock clearance in the event of the macro economic environment not improving throughout the assessment period. A downturn in the economy could result in both the consumer demand being geared towards discounted product, but also a slower sell through of existing stock resulting in increased levels of clearance being required.
Working capital cash impact	Market dynamics and impact on our business Failure to comply with legislation or regulation Cyber security incidents	An incremental average working capital outflow of c.£110m has been modelled, constituting an outflow of cash in Year one of the assessment period. This would capture the potential impact of regulatory fines or impacts in relation to cyber security events or other events impacting the Group's ongoing working capital.
Climate change and Sustainability	Sustainability and climate change	The risks posed by the global economy's transition to a low-carbon model could potentially impact the Group's business. In particular, these risks may arise from changes in regulations and legislation, increased requirements for low-carbon technologies, shifting customer preferences towards more sustainable products, and potential changes in the availability of products due to disruptions within the Group's supply chain. The potential exposure to climate risks has been considered, in particular revenue declines that could be experienced from disruptions to either supply chain or operations, as well as any market share loss in a scenario where the Group fails to align to the expectations and requirements of legislators and stakeholders. The potential impacts are in line with those disclosed within the Group's TCFD disclosures on pages 66 to 67, noting that the scenarios represent unmitigated scenarios that do not reflect the Group's proactive risk management or strategic initiatives. The impacts are significantly below the severe but plausible downsides already considered by the Group that takes into account all matters of which the Group is currently aware, including climate-related impacts, and as a result, climate risks are effectively encompassed within the scenarios already modelled. It is not considered therefore that climate-related risks affect the Directors' conclusion that there is reasonable expectation that the Group will continue in operation and meet its liabilities as they fall due through the three-year viability period ending 27 August 2028.

The Strategic report has been prepared in accordance with the requirements of the Companies Act 2006, has been approved and signed on behalf of the Board.

José Antonio Ramos Calamonte
Chief Executive Officer
21 November 2025

SASB Standards Index

Reporting in reference to Apparel, Accessories & Footwear Version 2023-12 and E-Commerce Version 2023-12.

Apparel, Accessories & Footwear

Topic	Code	Metric	Type	Page
Management of Chemicals in Products	CG-AA-250a.1	Discussion of processes to maintain compliance with restricted substances regulations	Discussion and Analysis	32
	CG-AA-250a.2	Discussion of processes to assess and manage risks or hazards associated with chemicals in products	Discussion and Analysis	32
Environmental Impacts in the Supply Chain	CG-AA-430a.1	Percentage of (1) Tier 1 supplier facilities and (2) supplier facilities beyond Tier 1 in compliance with wastewater discharge permits or contractual agreements	Quantitative	32
	CG-AA-430a.2	Percentage of (1) Tier 1 supplier facilities and (2) supplier facilities beyond Tier 1 that have completed the Sustainable Apparel Coalition's Higg Facility Environmental Module (Higg FEM) assessment or an equivalent environmental data assessment	Quantitative	32
Labour Conditions in the Supply Chain	CG-AA-430b.1	Percentage of (1) Tier 1 supplier facilities and (2) supplier facilities beyond Tier 1 that have been audited to a labour code of conduct, (3) percentage of total audits conducted by a third-party auditor	Quantitative	35
	CG-AA-430b.2	(1) Priority non-conformance rate and (2) associated corrective action rate for suppliers' labour code of conduct audits	Quantitative	Not disclosed
	CG-AA-430b.3	Description of the greatest (1) labour and (2) environmental, health and safety risks in the supply chain	Discussion and Analysis	Disclosed in modern slavery statement
Raw Materials Sourcing	CG-AA-440a.3	(1) List of priority raw materials; for each priority raw material: (2) environmental or social factor(s) most likely to threaten sourcing, (3) discussion on business risks or opportunities associated with environmental or social factors and (4) management strategy for addressing business risks and opportunities	Discussion and Analysis	25, 31
	CG-AA-440a.4	(1) Amount of priority raw materials purchased, by material, and (2) amount of each priority raw material that is certified to a third-party environmental or social standard, by standard	Quantitative	31
Activity metric	CG-AA-000.A	Number of (1) Tier 1 suppliers and (2) suppliers beyond Tier 1	Quantitative	Disclosed in modern slavery statement

E-Commerce

Topic	Code	Metric	Type	Page
Hardware Infrastructure Energy & Water Management	CG-EC-130a.1	(1) Total energy consumed, (2) percentage grid electricity and (3) percentage renewable	Quantitative	27
	CG-EC-130a.2	(1) Total water withdrawn, (2) total water consumed; percentage of each in regions with High or Extremely High Baseline Water Stress	Quantitative	Not relevant
	CG-EC-130a.3	Discussion of the integration of environmental considerations into strategic planning for data centre needs	Discussion and Analysis	Not relevant
Data Privacy & Advertising Standards	CG-EC-220a.1	Number of users whose information is used for secondary purposes	Quantitative	Not disclosed
	CG-EC-220a.2	Description of policies and practices relating to targeted advertising and user privacy	Discussion and Analysis	56
Data Security	CG-EC-230a.1	Description of approach to identifying and addressing data security risks	Discussion and Analysis	56
	CG-EC-230a.2	(1) Number of data breaches, (2) percentage that are personal data breaches, (3) number of users affected	Quantitative	Not disclosed

SASB Standards Index cont.

E-Commerce cont.

Topic	Code	Metric	Type	Page
Employee Recruitment, Inclusion & Performance	CG-EC-330a.1	Employee engagement as a percentage	Quantitative	Not disclosed
	CG-EC-330a.2	(1) Voluntary and (2) involuntary turnover rate for all employees	Quantitative	Not disclosed
	CG-EC-330a.3	Percentage of (1) gender and (2) diversity group representation for (a) executive management, (b) non-executive management, (c) technical employees, and (d) all other employees	Quantitative	41
	CG-EC-330a.4	Percentage of technical employees that require a work visa	Quantitative	Not relevant
Product Packaging & Distribution	CG-EC-410a.1	Total greenhouse gas (GHG) footprint of product shipments	Quantitative	26
	CG-EC-410a.2	Discussion of strategies to reduce the environmental impact of product delivery	Discussion and Analysis	27
Activity Metrics	CG-EC-000.A	Entity-defined measure of user activity	Quantitative	4
	CG-EC-000.B	Data processing capacity, percentage outsourced	Quantitative	100% outsourced
	CG-EC-000.C	Number of shipments	Quantitative	4

Global Reporting Initiative (GRI)

Reporting in reference to GRI 1: Foundation 2021.

Disclosure	Page	Disclosure	Page
GRI 2: General Disclosures 2021			
2-1 Organisational details	129	2-16 Communication of critical concerns	90
2-2 Entities included in the organisation's sustainability reporting	20	2-17 Collective knowledge of the highest governance body	93
2-3 Reporting period, frequency and contact point	20	2-18 Evaluation of the performance of the highest governance body	80
2-4 Restatements of information	N/A	2-19 Remuneration policies	94 to 108
2-5 External assurance	N/A	2-20 Process to determine remuneration	94 to 108
2-6 Activities, value chain and other business relationships	46 to 50, 174	2-21 Annual total compensation ratio	107
2-7 Employees	38 to 43	2-22 Statement on sustainable development strategy	19
2-8 Workers who are not employees	Disclosed in modern slavery statement	2-23 Policy commitments	34 to 35
2-9 Governance structure and composition	75 to 80	2-24 Embedding policy commitments	34 to 35
2-10 Nomination and selection of the highest governance body	81 to 83	2-25 Processes to remediate negative impacts	34 to 35
2-11 Chair of the highest governance body	70 to 73	2-26 Mechanisms for seeking advice and raising concerns	34 to 35, 90
2-12 Role of the highest governance body in overseeing the management of impacts	92	2-27 Compliance with laws and regulations	N/A, 59
2-13 Delegation of responsibility for managing impacts	92 to 93	2-28 Membership associations	Disclosed in Modern slavery statement
2-14 Role of the highest governance body in sustainability reporting	92 to 93	2-29 Approach to stakeholder engagement	42 to 45
2-15 Conflicts of interest	78	2-30 Collective bargaining agreements	34
GRI 3: Material Topics 2021			
3-1 Process to determine material topics	20	3-3 Management of material topics	20
3-2 List of material topics	20		

Global Reporting Initiative (GRI) cont.

Disclosure	Page	Disclosure	Page
GRI 101: Biodiversity 2024			
101-2 Management of biodiversity impacts	28		
GRI 102: Climate Change 2025			
102-4 to 102-8	26 to 27		
GRI 103: Energy 2025			
103-1 to 103-5	27		
GRI 201: Economic Performance 2016			
201-2 Financial implications and other risks and opportunities due to climate change	24 to 25		
GRI 301: Materials 2016			
301-1 Materials used by weight or volume	31	301-2 Recycled input materials used	31
GRI 303: Water and Effluents 2018			
303-2 Management of water discharge-related impacts	32		
GRI 306: Waste 2020			
306-1 Waste generation and significant waste related impacts	29 to 32	306-2 Management of significant waste-related impacts	29 to 32
GRI 308: Supplier Environmental Assessment 2016			
308-1 New suppliers that were screened using environmental criteria	32	308-2 Negative environmental impacts in the supply chain and actions taken	32
GRI 401: Employment 2016			
401-1 New employee hires and employee turnover	Not disclosed	401-3 Parental leave	43
GRI 403: Occupational Health and Safety 2018			
403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	35		
GRI 405: Diversity and Equal Opportunity 2016			
405-1 Diversity of governance bodies and employees	83	405-2 Ratio of basic salary and remuneration of women to men	Gender pay gap on asosplc.com
GRI 407: Freedom of Association and Collective Bargaining 2016			
407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	Modern slavery statement on asosplc.com		
GRI 408: Child Labor 2016			
408-1 Operations and suppliers at significant risk for incidents of child labor	Modern slavery statement on asosplc.com		
GRI 409: Forced or Compulsory Labor 2016			
409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labor	Modern slavery statement on asosplc.com		
GRI 414: Supplier Social Assessment 2016			
414-1 New suppliers that were screened using social criteria	Modern slavery statement on asosplc.com	414-2 Negative social impacts in the supply chain and actions taken	Modern slavery statement on asosplc.com

TCFD & CFD Index

Reporting in reference to Sections 1 – 4 of the TCFD 'Recommended Disclosures' from 'Chapter C. Guidance for All Sectors' within the TCFD's publication, "Implementing the Recommendations of the Task Force on Climate-related Financial Disclosures (2021)" (referred to here as the 'TCFD Guidance').

Reporting in compliance with the mandatory climate-related financial disclosure requirements under the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022.

Governance

Recommended Disclosure	Associated CFD Requirement	Page
a) Describe the board's oversight of climate-related risks and opportunities. b) Describe management's role in assessing and managing climate- related risks and opportunities.	a) a description of the governance arrangements of the company or LLP in relation to assessing and managing climate-related risks and opportunities.	93
Strategy		
a) Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term.	(d) a description of— (i) the principal climate-related risks and opportunities arising in connection with the operations of the company or LLP, and; (ii) the time periods by reference to which those risks and opportunities are assessed;	22 to 25
b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning.	(e) a description of the actual and potential impacts of the principal climate-related risks and opportunities on the business model and strategy of the company or LLP.	24 to 25
c) Describe the resilience of the organization's strategy, taking into consideration different climate- related scenarios, including a 2°C or lower scenario.	(f) an analysis of the resilience of the business model and strategy of the company or LLP, taking into consideration of different climate-related scenarios.	22 to 25, 60
Risk Management		
a) Describe the organization's processes for identifying and assessing climate- related risk. b) Describe the organization's processes for managing climate- related risks.	(b) a description of how the company or LLP identifies, assesses, and manages climate- related risks and opportunities.	24 to 25, 60
c) Describe how processes for identifying, assessing, and managing climate- related risks are integrated into the organization's overall risk management.	(c) a description of how processes for identifying, assessing, and managing climate-related risks are integrated into the overall risk management process in the company or LLP.	60
Metrics & Targets		
a) Disclose the metrics used by the organization to assess climate- related risks and opportunities in line with its strategy and risk management process. b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks.	(h) the key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and a description of the calculations on which those key performance indicators are based.	18 to 31
c) Describe the targets used by the organization to manage climate- related risks and opportunities and performance against targets.	(g) a description of the targets used by the company or LLPs to manage climate-related risks and to realise climate-related opportunities and of performance against those targets. (h) the key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and a description of the calculations on which those key performance indicators are based.	18 to 31

SECR Index

Reporting prepared following the 2020 UK Government Environmental Reporting Guidelines, including Streamlined Energy and Carbon Reporting (SECR) requirements.

Disclosure	Metrics	Page
Energy Use Disclosure.	Global energy use, including: ▪ Electricity; ▪ Gas; ▪ Transport fuel.	27
Greenhouse Gas Emissions.	Scope 1 and Scope 2 emissions: ▪ Scope 1: Direct emissions from owned/controlled sources; ▪ Scope 2: Indirect emissions from purchased electricity, heat, or steam. Scope 3 emissions: ▪ Relevant categories (e.g., business travel, supply chain).	26
Intensity Ratio.	Two intensity ratios: ▪ Emissions per £m turnover; ▪ Emissions per unit of production.	27
Methodology.	Must describe the methodology used for calculating emissions and energy use, including: ▪ Emission factors; ▪ Conversion tools; ▪ Data sources.	27
Energy Efficiency Actions.	Must describe principal measures taken to improve energy efficiency during the reporting year. If no measures were taken, this must be explicitly stated.	27

Governance Report

Contents

Our Board of Directors

As at 20 November 2025

N

Jørgen Lindemann
Chair

Nationality
Danish.

Appointed
Non-executive Director in November 2021 & Chair in August 2022.

Strengths & experience
Jørgen has extensive leadership experience in digital-focused businesses. He was previously President and CEO of Modern Times Group (MTG) from 1994 to 2020. He has also held Board and Chair positions at companies including Zalando, Kongregate, DreamHack, Turtle Entertainment, NOVA Broadcasting Group, Reach for Change, FTV Prima, CTC Media Inc, and most recently Miinto, the Danish-based online fashion marketplace.

Current external appointments
CEO of Viaplay Group.

José Antonio Ramos Calamonte
Chief Executive Officer

Nationality
Spanish.

Appointed
June 2022.

Strengths & experience
José brings extensive experience in both online and physical retail, with expertise in trading, merchandising and transformation. José became Chief Executive Officer of ASOS in June 2022, having joined as Chief Commercial Officer in January 2021 to lead global product and trading strategy. Previously, he was CEO at Salsa Jeans (2019–2021) and has led commercial strategy for brands like Esprit, Carrefour Spain, and Inditex. He holds an MBA from MIT Sloan School of Management.

Current external appointments
None.

Aaron Izzard
Chief Financial Officer

Nationality
British.

Appointed
July 2025.

Strengths & experience
Aaron has over 20 years of experience in retail, e-commerce and manufacturing. Aaron became Chief Financial Officer of ASOS in July 2025, after joining the Company in 2017 and serving in various senior finance roles. Aaron was previously Director of Group Finance at ASOS, leading refinancing efforts and resource allocation strategy, and before ASOS held senior finance roles at Argos and Homebase, specialising in commercial finance, operational efficiency and financial planning.

Current external appointments
None.

Committee key

A Audit Committee

S Sustainability Committee

N Nomination Committee

R Remuneration Committee

Denotes Chair of Committee

A N R

Natasja Laheij

Senior Independent Director

Chair Designate

Nationality

Dutch.

Appointed

April 2023.

Strengths & experience

Natasja has more than 30 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/New Zealand, Vodafone, Sony Ericsson, Apple, as CFO of Amazon Fashion Europe and most recently as Google CFO EMEA for Platforms and Devices.

Current external appointments

Audit Chair of Vandemoortele.

N

William Barker

Deputy Chair

Nationality

British.

Appointed

Non-executive Director in September 2023 & Deputy Chair in July 2025.

Strengths & experience

William is the founder and CEO of Camelot Partners, a California-based investment company, and has extensive retail and commercial experience in founding and building digitally enabled businesses.

William is a Co-Founder and Board Member of Re:Build, an industrial platform focused on revitalising US manufacturing, and is Co-Founder and Co-Chairman of Slate Auto, a radically affordable electric vehicle company based in Detroit. William also holds the roles of Co-Founder and Executive Chairman of Tapi, Europe's largest flooring retailer and Executive Chairman of Synnovia.

Current external appointments

CEO of Camelot Capital Partners LLC, Executive Chairman of Tapi Carpets & Floors Limited and Synnovia Limited, Board Member of Re:Build Manufacturing LLC and Co-Chairman of Slate Auto.

A S R

José Manuel Martínez Gutiérrez

Independent Non-executive Director

Senior Independent Director Designate

Nationality

Spanish.

Appointed

April 2023.

Strengths & experience

José Manuel has more than 30 years of experience in the retail and fashion sectors. He began his career as a strategy consultant at McKinsey & Co., later rising to leadership positions in global fashion companies. José Manuel worked at Inditex for nine years and held the position of Group Distribution and Operations Director. He subsequently served as CEO and Executive Director of Esprit for six years. Since 2018, he has been CEO and Executive Director of Bimba y Lola, and was also an Independent Non-executive Director of Ecoalf for five years.

Current external appointments

CEO and Executive Director of Bimba y Lola.

Our Board of Directors cont.

R
A

Christine Cross
Independent Non-executive Director

Nationality
British.

Appointed
April 2024.

Strengths & experience
Christine brings over 35 years of global multi-channel retail experience, starting at Tesco plc where she led own-brand development and revitalised the clothing brand as Trading Director. Christine has held Board positions with numerous listed, private and PE-backed businesses such as Next plc, Woolworths plc (Australia), Sonae plc (Portugal), Zooplus AG (Germany), and Clipper Logistics plc. Recently, she chaired Remuneration Committees for Hilton Food Group plc and Coca-Cola Europacific Partners plc, and was Board Advisor to Unilever and River Island.

Current external appointments
Special Advisor at Interpath Advisory.

N
A
S

Wei Gao
Independent Non-executive Director

Nationality
American.

Appointed
February 2023.

Strengths & experience
Wei is a technology executive with more than two decades of experience leading large-scale transformations that drive innovation, growth and operational excellence. She brings deep expertise in AI and machine learning, product strategy and scalable systems to deliver measurable business impact. During her tenure at Amazon, Wei held multiple leadership roles spanning global grocery, supply chain, devices and e-commerce, where she helped innovate customer experience and modernise operations through advanced automation and machine learning.

Current external appointments
Chief Digital and Product Officer at Re:Build Manufacturing and Board Member at Phononic.

S
R

Marie Gulin-Merle
Independent Non-executive Director

Nationality
French & American.

Appointed
February 2023.

Strengths & experience
Marie has over 20 years of experience in marketing and digital transformation within the technology and fashion sectors. Before joining Google in 2019, Marie held the roles of Chief Marketing Officer at Calvin Klein Inc and Chief Digital Officer at PVH Corp, its Parent Company. Marie also spent 17 years at L'Oréal, where she was Group Chief Marketing Officer USA and successfully transformed the company's marketing functions.

Current external appointments
Global Vice President of Ads Marketing at Google, Corporate Board Member at American Advertising Federation and Advisor to the Marketing Standards Board of the General Assembly, a company that focuses on education and career transformation.

Committee key

A Audit Committee | S Sustainability Committee | N Nomination Committee | R Remuneration Committee | Denotes Chair of Committee

S

Nick Robertson
Founder and Non-executive Director

Nationality
British.

Appointed
Co-founded ASOS.com Limited in 2000, and served as its Chief Executive Officer until September 2015.

Strengths & experience
Nick started his career in 1987 at the advertising agency Young & Rubicam. In 1991, he joined Carat, the UK's largest media planning and buying agency. In 1995, he co-founded Entertainment Marketing Ltd, a marketing services company. Nick serves as Chair of the ASOS Foundation, a registered charity funded by ASOS that supports young people in the UK and internationally through long-term partnerships with established local charities. In 2011, Nick received an OBE for his achievements in fashion retailing.

Current external appointments
Non-executive Director of AFCW Plc and Gandys International Limited.

S

Anna Maria Rugarli
Independent Non-executive Director

Nationality
Italian.

Appointed
June 2023.

Strengths & experience
Anna Maria is a seasoned sustainability and corporate social responsibility (CSR) expert with over two decades of experience collaborating with leading global apparel organisations, including Nike Inc. and VF Corporation. Anna Maria specialises in developing innovative strategies to address significant environmental and social challenges faced by the industry, while also providing comprehensive oversight through the implementation and roll-out process.

Current external appointments
Vice President of Japan Tobacco International, Executive Director of Japan Tobacco International SA and Non-executive Director at Prada Group.

Rishi Sharma
General Counsel & Company Secretary[1]

Nationality
British.

Appointed
September 2025.

Strengths & experience
Rishi has over 20 years' legal and commercial experience, having trained and qualified at Freshfields and then practised at Skadden, Arps. Rishi was most recently Group General Counsel and Company Secretary at Ted Baker plc and has held a number of senior roles in the retail and technology sectors including General Counsel and Company Secretary at Purplebricks Group plc and VP, Legal and Secretariat, at InterContinental Hotels Group plc.

Current external appointments
Non-executive Director of Classic Motor Events Limited.

1 Emma Whyte, who was General Counsel & Company throughout FY25, stepped down on 30 September 2025. See page 75 for further information.

Our Management Committee

As at 20 November 2025

José Antonio Ramos Calamonte
Chief Executive Officer

Aaron Izzard
Chief Financial Officer

Ben Blake
Executive Vice President Customer & Commercial

Przemek Czarnecki
Executive Vice President Technology

Elena Martinez-Ortiz
Executive Vice President Product

Anthony Ben Sadoun
Executive Vice President Digital Product

Rishi Sharma
General Counsel & Company Secretary

Chris Smith
Senior Vice President Supply Chain

Vanessa Spence
Executive Vice President Brand & Creative

Sean Trend
Managing Director UK & US

Ras Vaghjiani
Executive Vice President People & Communications

Michelle Wilson
Managing Director Topshop & Topman

→ To read the biographies of our Management Committee please visit our website

Chair's Governance Letter

Dear shareholder,

I am pleased to present the Corporate Governance Report for the period ended 31 August 2025. This should be read in conjunction with the compliance report on page 76, which shows how the Company has complied with the UK Corporate Governance Code 2018 ("Code").

As a Board, we understand that robust governance practices are fundamental to the success of the Company for the benefit of its shareholders and other stakeholders. Throughout the year, we have been focused on developing our governance framework in preparation for the revised UK Corporate Governance Code 2024 ("2024 Code"), which will apply to ASOS from FY26. We will therefore report against the new 2024 Code in our FY26 Annual Report, save for Provision 29 of the 2024 Code, which will be reported against in our FY27 Annual Report. Further information on how the Board and its Committees have been addressing the required changes can be found within this Corporate Governance Report and the Board Committees' Reports within pages 81 to 108.

Board succession

Throughout the period our Board has continued to review succession planning and Board composition to ensure we remain effective in overseeing the delivery of our strategy. As announced on 31 July 2025, I will step down from the Board and Natasja Laheij will become Chair with effect from release of our FY25 results on 21 November 2025. In parallel, José Manuel Martínez Gutiérrez will be appointed as Senior Independent Director.

We also announced the appointment of Aaron Izzard who succeeded Dave Murray as CFO with effect from 1 July 2025, and the appointment of William Barker as Deputy Chair with effect from 31 July 2025.

Rishi Sharma was Interim General Counsel & Company Secretary from May 2024 until May 2025 whilst Emma Whyte, General Counsel & Company Secretary was on maternity leave. Post year end following Emma Whyte's resignation with effect from 30 September 2025, Rishi Sharma was appointed as General Counsel & Company Secretary with effect from the same date.

It has been a privilege to serve on the ASOS Board over the last four years, throughout an incredibly important period for the business. I have valued the ASOS Board members and their insights and oversight during this time, and I am confident that we have the right leadership to deliver sustainable, profitable growth going forward.

Further details of our Board and Committee composition changes, including information on the selection and appointment processes can be found in the Nomination Committee Report on pages 81 to 83.

Our purpose and culture

Our purpose is to give customers the confidence to be whoever they want to be. This underpins everything we do as a business, and is supported and guided by our values and behaviours. The Group is built on a culture that champions inclusivity, passion, enthusiasm and development, so that every ASOSer can bring their best selves to work. We recognise the power in our differences which make us stand out from the crowd.

As a Board, we understand the importance of setting the right tone from the top. Given the success of our 'Meet the Board' series, we also commenced a 'Meet our ASOSers' programme during FY25, as explained in more detail on page 43. This enhanced interaction with our employees gave us more insight into the culture at ASOS, as well as offering us the opportunity to delve deeper into some of the key projects our ASOSers are working on. This direct engagement will continue, which will assist the Board in monitoring how culture is embedded throughout the business.

Strategy

Throughout our ongoing transformation journey, the Board maintained active oversight of the Company's progress in achieving its strategic objectives. At each Board meeting, regular updates were provided on operational and commercial matters, complemented by in-depth reports from Management Committee members, who presented deep dives on key topics in rotation.

These comprehensive sessions enabled the Board to engage directly with Senior Leaders, fostering focused discussions and offering constructive feedback regarding the risks and opportunities associated with each area.

Further details on the Board's activities and principal decisions during the year can be found on pages 78 to 79.

Thank you

I would like to personally thank our Board members, the Management Committee and all our ASOSers for their continued commitment and support, and I wish ASOS and all its stakeholders all the best for the future.

Jørgen Lindemann
Chair
21 November 2025

Governance

UK Corporate Governance Code 2018 ("Code") Compliance

The Board is committed to maintaining the highest levels of corporate governance to allow for effective decision making.

Provision 17 of the Code provides that the majority of members of the Nomination Committee should be independent Non-executive Directors. Throughout the period, our Nomination Committee comprised of Jørgen Lindemann, who was Chair of ASOS and was independent upon appointment, Natasja Laheij, who was Senior Independent Director throughout the period, Wei Gao who was and remains an Independent Non-executive Director and William Barker, who was a Non-Independent Non-executive Director throughout the period until 31 July 2025 when he became Non-independent Deputy Chair. The Board believes that the composition of the Nomination Committee adheres to Provision 17 of the Code for the period as the Chair is deemed to continue to be independent.

The Board has applied all principles and complied with all provisions in the Code for the period ended 31 August 2025. Further information on how the Board has applied the 2018 Code's principles and provisions can be found as follows:

1	Board Leadership and Company Purpose	Pages
A.	Effective Board	76 to 80
B.	Purpose, values & culture	01, 75, 82
C.	Governance framework	53, 76, 93
D.	Stakeholder engagement	42 to 45
E.	Workforce policies and practices	39 to 41, 43, 110, 112
2.	**Division of Responsibilities**	**Pages**
F.	Role of the Chair	76
G.	Independence	76
H.	External commitments and conflicts of interest	77, 78,82
I.	Board resources	77
3.	**Composition, Succession & Evaluation**	**Pages**
J.	Appointments to the Board	81 to 82
K.	Board skills, experience and knowledge	70 to 73, 81 to 83
L.	Annual Board evaluation	80
4.	**Audit, Risk and Internal Control**	**Pages**
M.	External Auditor and Internal Auditor	84 to 90
N.	Fair, balanced and understandable review	87
O.	Internal financial controls and risk management	52 to 60, 89 to 90
5.	**Remuneration**	**Pages**
P.	Linking remuneration with purpose and strategy	94 to 99
Q.	Remuneration Policy review	102 to 108
R.	Performance outcomes in 2025	95, 101

Governance structure

Throughout FY25 and as at the date of this report the Board was composed of an Independent Non-executive Chair, a Non-independent Deputy Chair, a Chief Executive Officer (CEO) and a Chief Financial Officer (CFO) who are Executive Directors and seven Non-executive Directors, six of whom are considered to be independent. Nick Robertson, Founder and Non-executive Director, is not considered to be independent under the Code due to his former role as CEO of the Company. William Barker, Deputy Chair, is not considered to be independent under the Code due to his relationship with Camelot Capital Partners LLC, which is a significant shareholder of the Company. The Board has delegated specific responsibilities to the Board Committees: Audit, Nomination, Remuneration and Sustainability. The duties of each Committee are set out in the Committee Terms of Reference, which are available on our website at asosplc.com. Details of each of the Committees activities during the period are set out in the Committee Reports on pages 81 to 108. Our governance structure throughout FY25 is set out below.

Plc Board
Collectively responsible for the long-term sustainable success of the Group by ensuring that ASOS is managed for the long-term benefit of all shareholders and stakeholders

Nomination Committee
See page 81 for the Audit Committee's activities

Audit Committee
See page 84 for the Nomination Committee's activities

Sustainability Committee
See page 92 for the Remuneration Committee's activities

Remuneration Committee
See page 94 for the Sustainability Committee's activities

Disclosure Committee
Responsible for assisting the Board in discharging obligations under the Market Abuse Regulations and Listing Rules with regard to the management and disclosure of inside information, corporate disclosures or any other material information as per the regulatory framework.

Management Committee
The Board delegates responsibility for the day-to-day management of the Group to the Management Committee. Led by the CEO, the Management Committee is collectively responsible for developing and implementing the strategy, operational plans and budgets.

Division of Responsibilities
Our Board is comprised of the Chair, Deputy Chair, Chief Executive Officer, Chief Financial Officer, Senior Independent Director and Non-executive Directors. More information on the division of responsibilities for the Board is available on our **website**.

How the Board operates

Board Meetings

The table below outlines attendance at all scheduled Board and Committee meetings held during the financial period ending 31 August 2025. Directors are expected to attend all Board and relevant Committee meetings. However, due to pre-existing commitments, some Directors were unable to attend all meetings, as noted in the table below.

Board meetings are typically scheduled at least one year in advance, although ad hoc meetings may be convened on short notice due to urgent matters. Board papers are distributed to Board members well in advance of each meeting, allowing those unable to attend to review and comment on the matters to be discussed. Any Board member unable to attend a meeting receives a comprehensive briefing from the Chair.

In collaboration with the Company Secretarial team, forward-looking agendas are prepared for the Board and its Committees to support the timely discharge of their responsibilities and duties throughout the year. The Chair meets with the CEO, CFO, and Company Secretary in advance of each Board meeting to agree on the agenda and papers.

	Board meetings		Committee meetings								Strategy Day	
			Audit		Remuneration		Nomination		Sustainability			
	Eligible to attend	Attended	Eligible to attend	Attended	Eligible to attend	Attended	Eligible to attend	Attended	Eligible to attend	Attended	Eligible to attend	Attended
José Antonio Ramos Calamonte	6	6/6	–	–	–	–	–	–	–	–	1	1/1
Aaron Izzard[1]	1	1/1	–	–	–	–	–	–	–	–	–	–
Dave Murray[2]	5	5/5	–	–	–	–	–	–	–	–	1	1/1
William Barker	6	6/6	–	–	–	–	2	2/2	–	–	1	1/1
Christine Cross	6	6/6	4	4/4	5	5/5	–	–	–	–	1	1/1
Wei Gao	6	6/6	4	4/4	–	–	2	2/2	2	2/2	1	1/1
Marie Gulin-Merle[3]	6	6/6	–	–	5	5/5	–	–	2	2/2	1	0/1
Natasja Laheij	6	6/6	4	4/4	5	5/5	2	2/2	–	–	1	1/1
Jørgen Lindemann	6	6/6	–	–	–	–	2	2/2	–	–	1	1/1
José Manuel Martínez Gutiérrez	6	6/6	4	4/4	5	5/5	–	–	2	2/2	1	1/1
Nick Robertson	6	6/6	–	–	–	–	–	–	2	2/2	1	1/1
Anna Maria Rugarli	6	6/6	–	–	–	–	–	–	2	2/2	1	1/1

1 Aaron Izzard was appointed to the Board as Chief Financial Officer on 1 July 2025.
2 Dave Murray stepped down from the Board on 30 June 2025.
3 Marie Gulin-Merle was unable to attend the Strategy Day due to pre-existing commitments. She received a comprehensive briefing from the Chair following the meeting.

All matters requiring Board and/or Committee approval are subject to constructive scrutiny, with decisions made democratically after thorough discussion. Actions resulting from Board and Committee meetings are documented and subsequently addressed by the responsible person.

Any concerns raised by a Director are recorded in the meeting minutes. If any Director were to resign having previously expressed concerns about the business, the Chair would engage with the resigning Director to ensure the Board receives appropriate feedback regarding those concerns in the form of a letter addressed to the Chair.

Throughout the year, the Chair periodically meets with the Non-executive Directors without the Executive Directors present.

Individual Directors are also entitled to take independent legal and financial advice at the Group's expense, where applicable, to support the performance and discharge of their duties as Directors. Directors are updated on the Group's business areas and the regulatory and industry-specific environments in which they operate through written briefings and meetings with Senior Leaders and, where appropriate, external parties. Appropriate training is also available to all Directors to develop their knowledge and ensure they stay up to date on matters for which they are responsible as Board members. Directors' and Officers' liability insurance is maintained for all Directors.

All Directors have access to the General Counsel & Company Secretary, who ensures compliance with all Board procedures and governance requirements. The appointment and removal of the Company Secretary is a matter reserved for the Board as a whole.

External appointments and time commitments

The Nomination Committee has primary responsibility for monitoring the time commitments of Directors to ensure that each Non-executive Director has sufficient time to effectively discharge their duties. Any new external appointments of Directors remain the responsibility of the Board to approve.

Succession planning

Succession planning for Directors and Senior Leaders is reviewed in detail at the Nomination Committee, considering Company needs and required skills. Succession plans are then shared with the wider Board. Further details are available in the Nomination Committee Report on pages 81 to 83.

Governance

Risk management and internal controls

The Board retains ultimate responsibility for setting the Group's risk appetite and defining the nature and extent of significant risks that the Group is prepared to undertake in pursuit of its strategic objectives. The Board also ensures that robust risk management and internal control frameworks are established and maintained. During this period, the Board undertook a thorough and systematic review of both emerging and Principal risks facing the Group. Climate change risks and opportunities continue to be monitored as one of our Principal risks. See pages 52 to 60 and pages 89 to 90 for additional information on how we manage our risks.

Conflicts of interest

Each Director is required to declare any potential conflict of interest before their appointment and on an ongoing basis. We maintain procedures to monitor and address any potential or actual conflicts of interest that may affect judgement. A Director is not included in discussions where a conflict of interest may arise. If approval is needed for a conflict, this is formally recorded along with the rationale behind the decision, and relevant records are maintained.

Board Activities

In addition to the principal decisions by the Board set out on page 79, the main Board activities throughout the year are set out below. The Board recognises the importance of incorporating the views of its key stakeholders into its discussions and decision-making process, as well as promoting the long-term success of the Company, so this forms a key part of all Board discussions.

Strategy	▪ Received updates and provided guidance on implementation of the Group's strategy. ▪ Considered strategic matters at a dedicated Board and Management Committee Strategy Day. ▪ Reviewed and approved our revised FWI strategy. ▪ Approved strategic initiatives.
Financial and operational performance	▪ Received detailed and transparent updates from the CEO and CFO at each scheduled meeting. ▪ Reviewed performance against the Group's KPIs and strategic initiatives. ▪ Held deep-dive sessions on key topics with relevant Management Committee members. ▪ Monitored and discussed financial performance against budgets and forecasts at each scheduled meeting. ▪ Reviewed and approved the Group's full and half-year results and the Annual Report and Accounts. ▪ Reviewed and approved the Group budget. ▪ Reviewed and approved the Company's Tax Strategy. ▪ Approved the appointment of KPMG as FY27 Auditors, subject to shareholder approval at the FY26 AGM, following a formal Audit tender process (see page 88).
People and culture	▪ Reviewed periodic leadership updates including key actions for succession planning for senior executives and leaders within the Group. ▪ Received an overview of the results of the ASOS Your Voice Matters employee engagement survey and received periodic updates on employee matters and their feedback to monitor the Company's culture. ▪ Monitored progress against diversity initiatives and targets. ▪ Approved our Gender and Ethnicity Pay Gap report.
Board and Committee matters	▪ Resolved to appoint Aaron Izzard as Executive Director and CFO. ▪ Resolved that existing Non-executive Director William Barker be appointed as Deputy Chair. ▪ Resolved to appoint Natasja Laheij as Chair and José Manuel Martínez Gutiérrez as Senior Independent Director with effect from release of the Company's FY25 full year results.
Governance and risk	▪ Received updates from the General Counsel & Company Secretary regarding legal, governance and compliance matters at each meeting. ▪ Reviewed Committees' Terms of Reference and the Matters Reserved for the Board and approved changes where appropriate. ▪ Reviewed and approved the Company's Modern Slavery Statement. ▪ Received updates from Committee Chairs following each Committee meeting. ▪ Reviewed the risk management and internal controls framework. ▪ Approved the Group's risk appetite and the Group's Principal risks. ▪ Reviewed compliance updates relating to cyber security, data privacy and other compliance matters.
Markets	▪ Reviewed reports from the Investor Relations team containing market updates and shareholder feedback. ▪ Assessed performance relative to peers. ▪ Received briefings from the Company's brokers and lawyers.
Fashion with Integrity (FWI)	▪ Monitored progress against our FWI strategy goals and targets. ▪ Received training on the evolving ESG regulatory landscape.
Other	▪ Received updates on the ASOS Foundation.

Principal decisions and s.172 statement

The table below sets out the key topics the Board discussed and debated during the period and identified how the Board considered its stakeholders and their priorities during their discussions and decision making.

Matter Considered	Deliberations	Stakeholders considered
Atlanta Fulfilment Centre	In January 2025, the Board approved a proposal to wind down operations at the Atlanta warehouse (see pages 12 and 133 for further details) in H2 FY25 to create further efficiencies to our distribution network. This has enabled us to optimise our US operating model, better serving customers through significantly improved product availability from our UK fulfilment centre, as well as generating £10-20m of annualised cost savings. These combined actions represent an enormous effort across our business to successfully reset the essential foundations of our business.	▪ ASOSers ▪ Customers ▪ Partner brands ▪ Shareholders ▪ Suppliers ▪ Communities
Topshop Topman (TSTM) joint venture	In September 2024, the Board approved the binding agreement with Heartland A/S to form a new joint venture (JV) to purchase the intellectual property of the TSTM brands, as announced on 5 September 2024. The sale of the TSTM brands to the JV completed on 9 October 2024. The Board deliberated the deal and unanimously agreed that the TSTM JV entered into was in the best interest of ASOS shareholders as a whole, as well as customers, and ASOSers, for a number of reasons, including: the transaction ensured that ASOS customers continue to benefit from access to TSTM products, alongside ASOS' own-brand and partner brand portfolio; the sale of a 75% stake in the TSTM brands aligns with ASOS' renewed focus on allocating capital more efficiently, thereby accelerating its core strategy; the new JV brought the opportunity to expand TSTM's customer reach; and the sale proceeds significantly strengthened ASOS' balance sheet, whilst retaining a stake in the TSTM brands (through the JV) ensuring that ASOS can participate in the future growth potential of Topshop and Topman. By virtue of Heartland A/S' indirect shareholding in ASOS, the Board was advised by J.P. Morgan Cazenove, acting in its capacity as sponsor in relation to the related party transaction, to consider that the transaction was fair and reasonable as far as ASOS' shareholders are concerned.	▪ ASOSers ▪ Customers ▪ Partner brands ▪ Shareholders ▪ Suppliers
Refinancing	In September 2024, the Board approved the completion of a refinancing programme of ASOS' convertible bonds and Bantry Bay facilities. The refinancing comprised three elements: (i) £253m convertible bonds due 2028, fully funded by an exchange from the convertible bonds due 2026; (ii) £173.4m of the Convertible Bonds due 2026 were accepted for repurchase (at a discount to par), and (iii) ASOS amended and extended its existing facilities agreement with Bantry Bay Capital to May 2027 with an option for a 12-month extension. Further information is included within note 20 of the financial statements. The Board agreed that the new capital structure would strengthen ASOS' balance sheet and improve its financial flexibility. The Board considered its stakeholder groups when approving the refinancing and concluded it was in the best interests of the Company and would promote the success of the Company for the benefit of its stakeholders over the long term.	▪ ASOSers ▪ Customers ▪ Partner brands ▪ Shareholders ▪ Suppliers

s.172(1) statement

The Directors continue to ensure they act in a way which is in good faith and most likely to promote the success of the Group over the long term for the benefit of shareholders, and in doing so, also having regard for the Group's key stakeholders and other matters set out in section 172(1)(a) to (f) of the Companies Act 2006, being:

- the likely consequences of any decision in the long term;
- the interests of the Group's employees;
- the need to foster the Group's business relationships with suppliers, customers and others;
- the impact of the Group's operations on the community and the environment;
- the desirability of the Group maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

The Board is accountable to its stakeholders and understands the importance of incorporating stakeholder considerations into the Board discussions and decision making.

The Directors have identified the Group's key stakeholders to be our customers, ASOSers, partner brands, shareholders, suppliers and communities. Each stakeholder group has their own individual priorities, of which the Directors are aware and have regard to. These priorities are considered, where appropriate, in the Board's decision making.

This is not only the right thing to do but is also vital in achieving the Group's long-term objectives.

Governance

Board and Committees' performance review

The Board acknowledges that conducting regular assessments of the Board and its Committees presents valuable opportunities for reflection on its activities, decision making and individual contributions.

Last year we reported that we concluded an externally facilitated evaluation of the Board and its Committees in FY24, undertaken by Mr Chris Saul of Christopher Saul Associates. Of the four primary recommendations, there were ongoing actions for two recommendations. Progress made against those recommendations throughout FY25 is set out below.

Recommendations	Progress in FY25
It was suggested to narrow the number of agenda items to be considered at Board meetings and instead do more deep dives into strategic topics.	Board agendas included fewer topics, with more deep dives into relevant financial and operational areas, where appropriate around the Board calendar cycle. Management presentations were also held outside of formal Board meetings for Senior Leaders to present their respective areas and/or showcase new innovations to the Board.
Subject to timing and logistical constraints, the new Non-executive Directors were encouraged to spend more time in the business to get more hands-on experience of operations.	Non-executive Directors often meet with Senior Leaders within teams relevant to their industry or sector expertise to share their knowledge and provide guidance. In addition to the management presentations, we commenced our 'Meet the ASOSers' initiative whereby our Board met with selected teams throughout the business. This series offers ASOSers of all career levels the opportunity to demonstrate their day-to-day role to the Board, which enhances the Directors' understanding of intricate areas of operations within the business and enables the Board to meet a range of ASOSers to get a deeper sense of Company culture.

FY25 internal Board evaluation

In accordance with the usual Board evaluation cycle, with externally facilitated evaluations every three years, in FY25 an internal evaluation was led by the Chair, supported by the Company Secretary and the Senior Independent Director (SID).

The SID typically meets with Directors to assess the Chair's performance as part of the Board evaluation towards year end. As announced on 31 July 2025, Natasja Laheij, who has served as the Company's SID since 7 February 2024, will become Chair upon release of the Company's FY25 results when Jørgen Lindemann steps down. As such, Natasja Laheij met with Directors individually not only to review the performance of the Chair throughout the period, but also to discuss potential focus areas for her forthcoming tenure as Chair.

Internal Board evaluation process

1. Questionnaires

Questions for the Board and the Audit, Nomination, Remuneration and Sustainability Committees were agreed. Questionnaires were circulated to Directors as appropriate for each Committee.

2. 1:1 Interviews

The questionnaire feedback was collated and shared with the SID, who then held 1:1 meetings with each of the Directors.

3. Analysis

The questionnaire responses and individuals' feedback were combined with suggested actions.

4. Feedback

A feedback session was held to discuss the review, and focus areas were agreed for FY26.

Overview of key findings

The Board considers itself as well structured, with good relationships between the Executives, the Non-executives, the Chair and Deputy Chair. A key strength of the Board is regarded to be its considerable diversity as well as a broad range of knowledge and experience. There are good Board dynamics with constructive discussions and open debate.

The Chair was consistently recognised for maintaining a high standard in his role, delivering his responsibilities effectively. His approach during meetings was characterised by openness and effective communication, ensuring all participants had an opportunity to contribute. The incoming Chair intends to uphold these practices moving forward.

Whilst Board agendas have been streamlined for FY25, it was agreed that meetings should be scheduled to ensure adequate time is allocated for all topics. As such, certain meetings will be extended where appropriate around the annual Board and Committee cycle. Board materials will also be further refined for consistency.

Key focus areas for the Board for FY26 will be:

1. Continued oversight of the execution of the Company's strategy through its governance framework.
2. Re-engaging the customer with a better understanding of customer insights and behaviours, aided by Ben Blake, Executive Vice President – Customer & Commercial who joined ASOS in September 2025.
3. How AI and technology can be further leveraged throughout the business.

Training on new developments in AI and technology will be arranged for the Board. Further training will be arranged to ensure the Board is kept up to date with evolving regulatory requirements and best practice.

All Committees were thought to be well constructed and well run. The priorities for each of the Board's Committees for FY26 are detailed within the Governance section on pages 81 to 108.

Nomination Committee Report

Jørgen Lindemann
Committee Chair

Members
- William Barker
- Wei Gao
- Natasja Laheij

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

Read more detail on the Nomination Committee's attendance at meetings
See table on page 77.

Committee responsibilities

The Committee's principal responsibilities are to:

- Monitor the structure, size and composition of the Board and its Committees.
- Identify the balance of skills, knowledge, diversity and experience on the Board and recommend new Board and/or Committee members to the Board as appropriate.
- Review the time commitment and independence of the Non-executive Directors, including potential conflicts of interest.
- Oversee talent and succession plans for Senior Leaders.
- Ensure that an appropriate and tailored induction is undertaken by all new Board members.
- Review the results of the Board evaluation process.
- Review the Company's policy on Diversity, Equity & Inclusion, its objectives and linkage to Company strategy.
- Review employee engagement survey results and monitor management's action plan in response to surveys.
- Review the Company's recruitment and talent management and consider how these drive the desired ASOS behaviours and values.

Dear shareholder,

I am pleased to present the Nomination Committee ("Committee") Report for the year ended 31 August 2025. This report should be read in conjunction with the compliance report on page 76, which shows how the Company has complied with the UK Corporate Governance Code 2018 (the "Code").

Board composition and succession planning

The Committee is responsible for Board succession planning to ensure the orderly succession of Directors, should a vacancy arise. Dave Murray stepped down from the Board as CFO and Executive Director on 30 June 2025. On behalf of the Board, I would like to thank Dave for his hard work and contribution to ASOS and we wish him the very best for the future.

Aaron Izzard, who served as Finance Director of the Company in recent years, had been identified as the prospective successor to the CFO position, should a vacancy arise. After careful consideration, the Committee determined that Aaron Izzard possesses the requisite financial expertise and leadership capabilities to support ASOS in pursuing its strategic objectives and recommended his appointment as CFO and Executive Director to the Board. Accordingly, Aaron Izzard joined the Board as CFO and Executive Director on 1 July 2025.

As announced on 31 July 2025, I will step down as Chair upon release of the Company's FY25 results. Natasja Laheij, the Company's Senior Independent Director (SID), was identified as the natural successor as Chair. Natasja joined the Board as Independent Non-executive Director, Chair of the Audit Committee and member of the Remuneration Committee on 11 April 2023 and was subsequently appointed as Senior Independent Director and member of the Nomination Committee on 7 February 2024. The Committee determined that Natasja's knowledge of ASOS and her governance experience through her SID and Committee roles make her an ideal candidate to lead the Board as Chair.

Nomination Committee Report cont.

In conjunction with the Chair's succession, the Committee agreed that the SID role should be undertaken by an existing Independent Non-executive Director who has knowledge of the Company, the Board and its Committees. Following a review of the Board's composition and diversity, the Committee recommended that José Manuel Martínez Gutiérrez, who joined the ASOS Board as an Independent Non-executive Director in April 2023 and serves on the Audit, Remuneration and Sustainability Committees, be appointed as SID.

In accordance with the Code, I did not chair the Committee meeting regarding the selection of my successor; Wei Gao was appointed as Chair of this meeting and Natasja Laheij recused herself and was not present. The Committee recommended that Natasja Laheij be appointed as Chair of the Company and for José Manuel Martínez Gutiérrez to assume the role of SID following the release of the Company's FY25 results, when I step down as Chair. The recommendations were subsequently approved by the Board.

Whilst assessing the Board's composition, the Committee also recommended the appointment of William Barker as Deputy Chair of the Company, which became effective on 31 July 2025 following Board approval. This newly created Deputy Chair role is designed to support the Chair and the Management Committee on strategy, culture and operational initiatives as required.

The Committee conducts an annual review of the Board's composition to ensure it possesses the requisite knowledge and expertise to effectively lead the business. This process includes assessing the collective skills and experience of Board members, evaluating the diversity within the Board, and reviewing the tenure of each member. The Committee also examines membership across the Board's Committees to confirm they remain balanced and fit for purpose. Following review, the Committee determined that no changes were necessary during the period.

Natasja Laheij will step down from the role of Audit Committee Chair following her appointment as ASOS Chair. In August 2025, the Committee agreed a role description and began a search for a new Independent Non-executive Director to chair the Audit Committee. H.I.E.C. Executive Consulting, an independent executive search consultancy without any affiliation to ASOS or its Directors, was engaged to assist with the recruitment process.

The composition of the Committees will also be reviewed in due course following the above changes.

Time commitment

The Committee conducts an annual review of the time commitments of Non-executive Directors, considering both the quantity and type of external appointments held. Following review, the Committee was satisfied that all Non-executive Directors have the requisite time to carry out their role and fiduciary duties as Directors and determined that the number of external appointments held by each Director is appropriate. None of the Directors are considered to be over-boarded.

Conflicts of interest

The Committee was also satisfied there were no conflicts of interest arising from the Directors' external commitments which could affect their independence and judgement as Directors, aside from the known potential conflict of interest arising from William Barker's role as founder and CEO of Camelot Capital Partners LLC, which would be managed accordingly if and when any conflict may arise.

Board and Committees' performance review

Following the conclusion of an externally facilitated Board and Committees' performance review process in FY24, the FY25 internal Board review was led by the Chair in conjunction with the Company Secretary and the Senior Independent Director.

Overall, the Nomination Committee was thought to be well constructed and well run. Following feedback, consideration is being given as to whether meetings should be extended to ensure all topics can be adequately addressed. A key priority for the forthcoming year will be succession planning at Board and Management Committee level, given the leadership changes over recent months.

Full details of our Board and Committees' performance review process are on page 80.

Senior Leaders' succession planning

As we remain committed to achieving sustainable and profitable growth, it is critical to ensure that we have the right leadership in place. The Committee oversees succession planning for Senior Leaders and recognises the importance of cultivating a wide-ranging and inclusive talent pipeline to successfully implement our strategy.

During the year, the Committee reviewed succession plans for Management Committee members and other Senior Leaders as needed to ensure the Company has the leadership required to execute the Company's strategy.

In January 2025, Chris Smith succeeded Christoph Stark as Senior Vice President of Supply Chain, and Przemek Czarnecki was appointed as Executive Vice President – Technology at ASOS. Post year-end, Ben Blake joined as Executive Vice President, Customer & Commercial and Rishi Sharma succeeded Emma Whyte as General Counsel & Company Secretary.

Talent management and culture

The progression of a diverse pool of high-performing talent is crucial so that we can develop future Senior Leaders within the business, therefore this is a continued area of focus for us. The Committee reviewed ASOS' approach to talent management and culture and discussed how ASOS' talent practices and goals drive the desired ASOS values and behaviours.

In parallel, management provided an update on the new tools and initiatives being rolled-out across the business aimed at driving and embedding a high-performance culture.

Employee survey feedback

Engaged ASOSers are essential to drive a high performance culture and ASOS is committed to seeking employee feedback to boost engagement and performance.

Our engagement survey platform was upgraded during the period and we launched our new 'Your Voice Matters' (YVM) survey in June 2025. The new platform enables the Company to better utilise technology and data outputs to capture and analyse feedback, thus supporting a culture of continuous listening and action.

Management presented the YVM feedback to the Committee in our final meeting of the year. We were pleased to see continued strong engagement with our survey, which received a 77% response rate, and we monitor progress against the agreed actions as part of our annual agenda.

Diversity, Equity & Inclusion (DEI)

Our approach to Board diversity sets the tone for DEI across the business.

Throughout the period and as at the date of this report, we met the external targets set by the FTSE Women Leaders Review, the Financial Conduct Authority and the Parker Review.

Board Diversity Policy

We believe that a diverse Board, with a broad range of skills, backgrounds, knowledge and experience, is essential to maintaining Board effectiveness and competitive advantage. When making new appointments to the Board, suitably qualified applicants from a diverse pool will be considered with no restrictions on protected characteristics. All appointments are made on merit, taking into account suitability for the role, together with the composition and balance of the Board, to ensure that the Board and its Committees have the right mix of skills, experience, independence and knowledge to perform effectively.

The Board supports the recommendations set out by the FTSE Women Leaders Review and the Financial Conduct Authority on gender diversity and the Parker Review on ethnic diversity and endeavours to maintain a diverse and balanced Board.

When considering the composition of the Board's Committees, consideration is given to the diversity within each Committee in addition to assessing the balance of skills and experience to leverage different insights and perspectives. This benefits decision-making within the Committees and the Board as a whole and will, in turn, benefit the Company's shareholders and other stakeholders.

Our internal DEI strategy

By focusing on DEI across our existing and potential talent, we can be better prepared for succession planning to ensure we have diverse representation throughout our talent pool who can be promoted into Senior Leader positions in the future. Our internal DEI strategy has three pillars and is summarised below:

1. **Diversity:** Attracting and retaining diverse talent. This pillar encompasses two Fashion with Integrity (FWI) targets.
2. **Equity:** Ensuring our pay philosophy, benefits, policies and procedures are set up to support ASOSers fairly and equally.
3. **Inclusion:** Respecting, understanding, learning from and celebrating each other, in the spirit of fostering a connected and psychologically safe workplace.

Internally, we define our Senior Leaders as those holding "Head of" roles and above ("Senior Leaders"), but we are conscious that the Code defines Senior Management as the first layer of management below Board level, which in our case is the Management Committee, and their direct reports. For transparency, we are reporting both metrics.

We are pleased to see improved gender diversity this year. Under the Code definition, which covers 121 roles, we have 65% female representation across our Senior Management. However, when using our broader internal Senior Leaders metric, which covers our top 200 leaders, we have 47% female representation, which has increased from 41% last year.

We have also exceeded our Fashion with Integrity target of reaching 15% ethnically diverse Senior Leaders by 2030. We will continue to review ASOS' DEI strategy and will monitor progress against its objectives to maintain a diverse workforce in every sense.

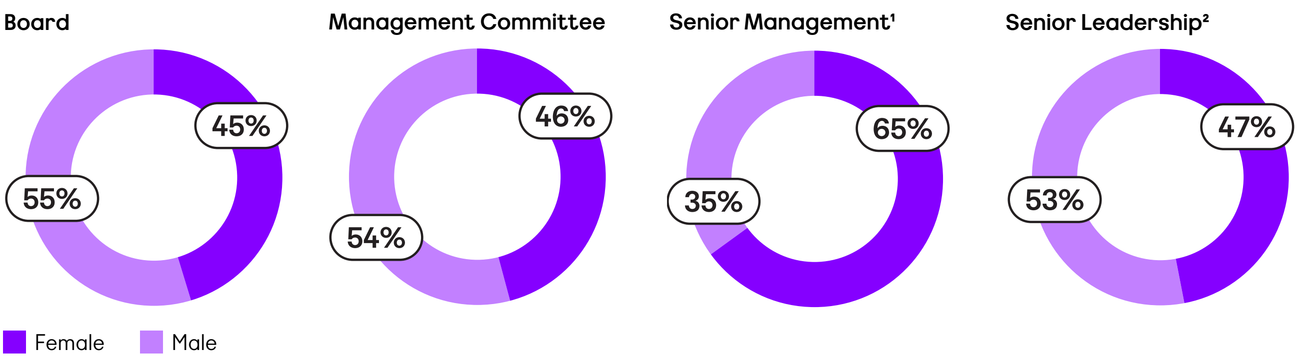
New Leadership

Natasja Laheij will be appointed as Chair and will serve as Committee Chair with effect from 21 November 2025 when I step down from the Board and I wish the Company all the best for the future.

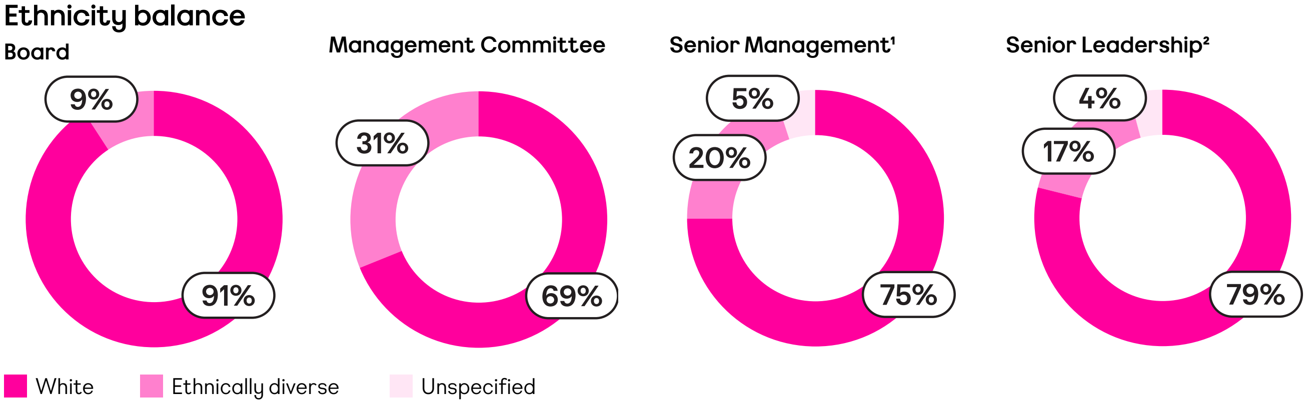
Jørgen Lindemann
Nomination Committee Chair
21 November 2025

As at our financial period end of 31 August 2025, the gender and ethnicity balance across our Board and Senior Leaders' roles was:

Gender balance



Ethnicity balance



1. Defined as the Management Committee and their reports across 121 roles in accordance with the UK Corporate Governance Code 2018.
2. Defined as "Head of" and above positions across 200 roles.

For further DEI information and data on gender and ethnicity at ASOS with enhanced data categories, see page 41 of the Our people section. The data required by UK Listing Rule 6.6.6 for the Board of Directors and executive management as at 31 August 2025, is set out on page 111.

Audit Committee Report

Natasja Laheij
Committee Chair

Members
- Christine Cross
- Wei Gao
- José Manuel Martínez Gutiérrez

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

Read more detail on the Audit Committee's attendance at meetings
See table on page 77.

Committee responsibilities
The Committee's principal responsibilities are to:

- Monitor the integrity of the Group's financial statements in relation to the Group's financial performance.
- Provide advice to the Board on whether the Annual Report is fair, balanced and understandable.
- Review the Group's accounting policies and significant estimates and judgements.
- Review the effectiveness of the external audit processes, including monitoring External Auditor independence, and report external audit findings to the Board.
- Monitor and review the effectiveness of the Internal Audit function.
- Review the effectiveness of the Group's internal controls, including the process for the evaluation, assessment and management of risk.
- Oversee the Group's whistleblowing, compliance, security and fraud prevention procedures.

Dear shareholder,

I am pleased to present the Audit Committee ("Committee") Report for the year ended 31 August 2025. This report should be read in conjunction with the compliance report on page 76, which shows how the Company has complied with the UK Corporate Governance Code (the "Code") 2018.

In next year's Annual Report we will commence reporting against the 2024 Code excluding Provision 29 of the 2024 Code, which will be reported against in our FY27 Annual Report. Throughout the period, we continued to receive periodic updates on how the Group is preparing for the new 2024 Code requirements.

We also concluded a formal external audit tender process, which resulted in the recommendation to appoint KPMG as External Auditor with effect from FY27, which was endorsed by the Board. Further details of the full process are set out on page 88.

The Board is confident that I possess the necessary recent and relevant financial expertise to have served as Chair of the Committee, and affirms that each member of the Committee has the relevant experience and competence pertinent to the Company's sector.

On behalf of the Committee, I wish to express our appreciation to Dave Murray for his service as Chief Financial Officer (CFO) until 30 June 2025. We welcomed the appointment of Aaron Izzard as CFO effective 1 July 2025, and the Committee looks forward to collaborating with him more closely going forward.

This will be my final Audit Committee Report as I am delighted to be stepping into the role of Chair of the Company upon release of our FY25 results. A search for a new Independent Non-executive Director who can lead the Committee commenced in August 2025 and we will update shareholders on the appointment in due course.

Natasja Laheij
Audit Committee Chair
21 November 2025

The Committee's principal activities during the year included:

Financial reporting	**Integrity of the financial statements and formal announcements** ▪ Reviewed the Annual Report, and supporting information, and concluded that the Annual Report was fair, balanced and understandable as detailed below. ▪ Reviewed the full and half-year results announcements. **Significant financial and reporting matters** ▪ Scrutinised key accounting judgements and estimates applied in the preparation of the Group's financial results. These included inventory provisioning, management's assessment of items to be excluded from adjusted profit before tax, and the assumptions/judgements included within management's going concern, viability, impairment and deferred tax recoverability reviews. More information can be found in Significant financial reporting matters and judgements on page 87. **Assumptions in support of going concern and viability assessments** ▪ Considered the viability and going concern statements and their underlying assumptions. ▪ Evaluated going concern over an 18-month period, which included a review of financial plans and assumptions, access to financing and the challenging economic environment and the adaptability of financial plans. ▪ Considered the appropriateness of a three-year viability assessment period after modelling the impact of certain scenarios arising from the Group's Principal risks. More information can be found in the Long-term viability statement on pages 61 to 62, the Going Concern statement on page 129, and the Significant financial reporting matters and judgements on page 87.
External Audit	▪ Reviewed and agreed the scope of the external audit process prior to commencing the FY25 audit. ▪ Considered the External Auditor's reports on the full-year and half-year results. ▪ Appraised the effectiveness and performance, independence and objectivity of our External Auditor. ▪ Considered the external audit fees and terms of engagement. ▪ Reviewed the Non-Audit Services Policy and approved all non-audit services provided by the External Auditor. ▪ Conducted a formal and competitive External Auditor tender process in accordance with Minimum Standard requirements.
Risk and internal controls	▪ Reviewed and provided oversight of the Group's risk management processes including those for identifying the Group's Principal and emerging risks and ensuring that effective controls, processes, assessments and mitigations were maintained. ▪ Monitored the Group's Principal risk and new Group risk registers and approved our updated Principal Risk disclosures set out on pages 56 to 60. ▪ Reviewed any movements in Principal risks, including those indicated through work to capture our Group risks in H2 FY25 and bi-annual reviews of functional risk registers. ▪ Reviewed the Group's risk appetites including any proposed changes and recommended them for approval to the Board. ▪ Approved the Group's Enterprise Risk Management Policy setting out accountability and responsibility for the oversight and management of risks between the Board Committee and Senior Leaders. ▪ Monitored progress with ASOS Controls Programme (ACP) activities developing ASOS' control framework to ensure readiness for the new Code provisions for internal controls and the new failure to prevent fraud offence under the Economic Crime and Corporate Transparency Act 2003. ▪ Received updates on enhancements to the Group's financial controls. ▪ Received an update on the Group's business continuity activities. ▪ Received regular updates from the Chief Information Security Officer on cyber security controls, activities and incidents including security KPIs. ▪ Received an update from the Data Protection Officer on the Group's data protection activities to ensure compliance with GDPR and other related data privacy laws. ▪ Received an update on the risk landscape and risk mitigating activities for other compliance matters including Anti-Bribery & Corruption, Sanctions, Anti-Fraud, Anti-Money Laundering and Third-Party Risk Management.

Audit Committee Report cont.

Internal Audit	▪ Monitored and reviewed the effectiveness and independence of the Internal Audit team. ▪ Reviewed findings from internal audits and monitored the implementation of management's remediation actions. ▪ Reviewed the Internal Audit team's strategy and operating model. ▪ Approved the Internal Audit team's Charter including its defined purpose and authority within the Group. ▪ Reviewed and approved the FY26 Internal Audit plan and team resourcing based on assessment of the Group's key financial, operational and compliance risks, and strategic aims. ▪ Reviewed and approved changes to the Internal Audit plan and broader strategy to ensure this remained aligned to movements and maturity of the Group's control environment, the Group's risk profile and priorities under our transformation agenda.
Other matters	▪ Received updates on tax matters and approved the Group's Tax Strategy. ▪ Reviewed and approved the Group's Treasury Policy. ▪ Reviewed the Group's Whistleblowing Policy and escalation matrix and received updates on whistleblowing matters. ▪ Received updates on compliance including the implementation of the Group's Gifts & Hospitality Policy. ▪ Received updates from the CFO on other finance matters. ▪ Received updates on current or threatened material litigation. ▪ Received internal updates regarding the requirements of the new 2024 Code and the Financial Reporting Council's (FRC's) Minimum Standard for Audit Committees. ▪ Reviewed the Committee's Terms of Reference and recommended updates to the Board for approval.

Committee activities

The Committee convened four times during the year, which aligns with its regular meeting schedule. Details regarding member attendance are provided on page 77. Agendas are developed based on an annual forward-looking agenda, prepared with input from the CFO and Company Secretarial team, to ensure that the Committee's responsibilities are addressed in accordance with the Group's financial reporting cycle. After each meeting, the Committee Chair provides the Board with a summary of the main discussion points, together with any necessary recommendations as and when required.

Although not members of the Committee, the Board Chair, CEO, CFO, General Counsel & Company Secretary, Head of Internal Audit & Risk and Group Financial Controller are also invited to attend Committee meetings unless they have a conflict of interest. Other ASOSers may be invited to attend for a specific agenda item or items where relevant. The Group's External Auditor, PricewaterhouseCoopers LLP (PwC), is also invited to attend Committee meetings. The Committee Chair and members regularly meet with both the External Auditor and Head of Internal Audit & Risk in private. As is needed, the Committee also receives advice from advisors on any tax or legal issues which may arise.

Corporate reform

The Committee continued to prepare for the corporate reforms, including the new requirements of the 2024 Code including the Minimum Standard.

Throughout FY25 we complied with the provisions of the Minimum Standard, with the exception of engaging with shareholders on the scope of the external audit which was deemed to be the role of the Committee given its knowledge and experience of the Company.

The Committee continues to maintain oversight of the evolving controls framework to ensure the business is well-positioned to meet future regulatory requirements. As reported last year, the ASOS Controls Programme (ACP) was established in FY24 to design, implement and embed a comprehensive controls framework aimed at enhancing the Group's control environment. In alignment with the updated control reporting requirements introduced by the 2024 Code, the ACP plays a central role in ensuring compliance and continuous improvement. The programme is under the sponsorship of the CFO, with the Committee receiving regular updates on progress, key milestones and strategic approaches to the framework's implementation.

The focus this year has been on refining the scope of the programme and continuing to identify the material controls across the business that mitigate the Group's Principal risks. The Committee has reviewed and endorsed the proposed framework, which aligns with the Group's established Risk Management methodology (see pages 52 to 55). This phase has also included early assurance activities over the material controls identified so far.

The ACP has become a standing item in the Committee's governance cycle, with updates now embedded into regular reporting and oversight processes. The Committee has also considered external benchmarking and engaged with advisors to ensure the programme remains aligned with emerging market practice and regulatory expectations. Planning for assurance activities is underway, with a focus on validating control design and effectiveness across key risk areas. The programme also supports the Group's readiness for new regulatory requirements, including the Economic Crime and Corporate Transparency Act, which came into effect in September 2025.

The ACP provides a foundation for continued enhancement of ASOS' governance and risk management practices. The next phase of the programme will focus on deepening assurance over the Group's material controls, reinforcing the existing control environment and supporting continued operational and strategic resilience.

Board and Committees' performance review

Following the Committee review, it was agreed to extend Committee meetings going forward to allow sufficient time to fulfil the Committee's responsibilities given the corporate reforms.

Oversight of the ACP will be a key area of focus for the Committee throughout FY26 alongside cyber security.

Full details of our Board and Committees' performance review are on page 80.

Significant financial reporting matters and judgements

Area of focus	Actions taken
Going concern and viability	The Committee undertook a detailed review of the financial liquidity of the Group over an 18-month period to support the going concern assessment, and a three-year period to support the viability assessment. In doing so, the Committee challenged management's assessment of forecast cash flows, including sensitivity to trading and expenditure plans, and for the potential impact of certain scenarios, including reductions to forecast revenues and margin, and working capital outflows. The Committee also considered the Group's financing facilities, noting the refinancing announced post year-end on 13 November 2025 (see note 29 on page 167 for further information). Based on this, the Committee confirmed that the application of the going concern basis for the preparation of the financial statements continued to be appropriate, with no material uncertainties noted. It was also concluded that the Group is able to meet its liabilities as they fall due over the viability period of three years. For further information, see pages 61 to 62.
Inventory provisions	The Committee reviewed the inventory provisions for FY25, noting a reduction in the overall provision compared to FY25. As of 31 August 2025, gross inventory totals £523.5m, against which an inventory provision of £121.2m has been recognised (FY24: £163.3m). This reduction primarily reflects the utilisation of non-underlying provisions relating to the one-off clearance of aged stock. Management provided the Committee with updates on the work performed to validate the appropriateness of key estimates used in respect of inventory provisions. Particular consideration was given to the overall level of provisioning and refinements to methodology as the Group embedded its new commercial model. The Committee concluded that the methodology for calculating the net realisable values of inventories, including management's estimates on provisions, was appropriate.
Alternative Performance Measures (APMs)	The Committee considers it important to take account of both the statutory measures and the APMs when reviewing these financial statements. In particular, items excluded from adjusted profit before tax were reviewed by the Committee. The adjusted loss before tax this period was £(98.2)m, with a reported loss before tax of £281.6m (2024: £(126.0)m and £(379.3)m) – the excluded items are detailed within note 3 of the financial statements. The most significant item relates to impairment and other costs associated with the mothballing of the Group's distribution centre in Atlanta. The Committee is satisfied that the presentation of these items is clear, applied consistently across years, in line with Group policy, and that the level of disclosure is appropriate. In addition, the Committee focused on ensuring that the Group's APMs are not given undue prominence over figures derived from the financial statements. The Committee ensured that clear, tailored explanations are provided for the inclusion of each APM, and that all APMs are properly reconciled to the most directly comparable line items in the financial statements.
Impairment of non-financial assets	The Committee closely reviewed the impairment assessment related to the Atlanta fulfilment centre, following the Board's decision to either sell or mothball the site after the completion of the automation project. The Committee reviewed management's assumptions used to determine the site's recoverable amount of £nil, which was based on the fact the site would be mothballed and is not currently being actively marketed. This resulted in a specific impairment and closure costs of £175.8m. In addition to this review, the Committee assessed the broader impairment testing of tangible and intangible assets, including goodwill, across the Group. This included challenging key assumptions, such as projected cash flows and discount rates, and reviewing sensitivities within the value-in-use models. Whilst the headroom is highly sensitive to changes in the assumptions, no further impairments were required following the wider review, and the Committee was satisfied with the robustness of the impairment assessments and that appropriate disclosures had been made.
Recognition of deferred tax assets	The Committee reviewed management's assessment of the recognition of deferred tax assets in line with IAS 12 Income Taxes. In determining the amount of deferred tax assets to recognise, management made significant estimates regarding the Group's future profitability, considering factors such as revenue growth, profit margins and cost management strategies. The Committee was satisfied that the estimates made were reasonable and aligned with the Group's broader going concern and impairment assessments. As at 31 August 2025, the Group has recognised net deferred tax assets of £44.7m. A further £126.9m of deferred tax assets have not been recognised.

Fair, balanced and understandable

The Committee advises the Board on whether the Annual Report and Accounts are fair, balanced, and understandable, and whether they give shareholders sufficient information about the Company's financial position, performance, business model and strategy. As part of its formal remit, the Committee ensures that disclosures are transparent and accurate, and challenges management as needed. Where necessary, updates are made to enhance clarity and completeness. The External Auditor supports this by performing a statutory audit in line with relevant standards, laws and regulations.

The Committee's activities in this regard included:

- Reviewing the processes and controls that support the preparation of the Annual Report, with confirmation that the reporting team and Senior Leaders fully understood their roles and responsibilities.
- Receiving an advanced draft of the full Annual Report and providing feedback, with amendments incorporated as required before final approval.
- Being presented with a summary of the key matters included in the Annual Report, highlighting both positive and negative factors.
- Reviewing and discussing the key factors considered in determining whether the Annual Report is fair, balanced and understandable.

The Committee recommended to the Board that the FY25 Annual Report is fair, balanced and understandable while providing the necessary information to assess the Company's position and performance, business model and strategy.

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Audit Committee Report cont.

External Auditor

The Committee is responsible for recommending to the Board the appointment, reappointment, remuneration and removal of the External Auditor prior to resolutions being put to shareholders at the Company's Annual General Meeting. When considering whether to recommend the reappointment of the External Auditor, the Committee considers a range of factors, including the effectiveness of the external audit, the period since the last audit tender was conducted, and the ongoing independence and objectivity of the External Auditor. Any non-audit services are commissioned in accordance with the Group's Non-Audit Services Policy and must ensure that there is no issue as regards to independence and objectivity of the External Auditor.

PwC continued as the Company's External Auditor for FY25 following reappointment at the Company's Annual General Meeting on 22 January 2025. The Committee believes that it is in the best interest of its shareholders for PwC to remain as External Auditor for the next year and therefore recommends that PwC be reappointed as Company auditors for FY26.

External Auditor tender

PwC has acted as the Group's statutory External Auditor since 2008. The previous competitive tender process took place in FY22, whereby it was concluded that PwC would remain as the Company's External Auditor. Neil Grimes was appointed as audit partner from FY22, following the former audit partner rotating off.

When considering the appropriate timing for an audit tender, the Committee takes into account the value of continuity, the independence and objectivity of the auditor and lead audit partner, and the outcome of the annual audit effectiveness review. Although ASOS only became a main-market listed company in 2022, PwC has been the Group's auditor since 2008, and the current lead audit partner's five-year term ends following the FY26 audit In light of this, and to ensure a smooth transition, the Committee determined it was appropriate to conduct an audit tender for the FY27 audit. As such, a formal and competitive tender process was conducted in FY25.

Audit tender process

In March 2025, ASOS initiated a formal External Auditor tender process for the FY27 statutory audit onwards, which was run in accordance with relevant regulatory and governance requirements, including the Minimum Standard. The Audit Committee established a dedicated Tender Committee comprising two members of the Committee (including the Committee Chair), the Group Financial Controller, and the CFO. The Tender Committee was responsible for designing and running the tender, including defining the scope, timetable and evaluation criteria, and it reported back to the full Committee throughout.

Initial 'Requests For Information' were issued to five firms. Of the firms invited to tender, three agreed to participate and, following a series of partner meetings, the Committee concluded not to proceed further with one of the three firms. 'Requests for Proposals' were therefore issued to two shortlisted firms. This process ran in parallel with each firm conducting an audit independence assessment for the purpose of commencing as External Auditors from FY27.

The tender process comprised two phases. In the initial discovery phase, participating firms were granted access to a secure data room and attended briefings with senior members of the Finance, Legal, Tax, Treasury, Technology, and Internal Audit teams to deepen their understanding of ASOS' business model, operating environment and control landscape. The second phase focused on deep-dive thematic workshops (covering audit methodology, ESG and technology), followed by formal written proposals and presentations on how the firms would structure their audit at an operational level and work with our management team.

Each firm was assessed against defined evaluation criteria — including team quality and sector experience, understanding of ASOS and its operating model, audit methodology, and the maturity and relevance of proposed technology platforms. A particular focus was placed on the firms' ability to deliver a high-quality, scalable audit in the context of ASOS' size, pace and evolving control environment.

On 30 July 2025, it was announced that the Board had approved the appointment of KPMG as statutory auditor for the year ending 29 August 2027. The appointment is subject to the approval by shareholders at the FY26 Annual General Meeting. A plan will be put in place during FY26 to enable a smooth transition. Going forward, the Committee anticipates that the audit will be put out to tender at least every ten years.

External Auditor independence, objectivity and effectiveness

PwC has reported to the Committee that, in its professional judgement, it is independent within the meaning of regulatory and professional requirements and the objectivity of the audit engagement partner and audit staff is not impaired.

The Committee evaluated the External Auditor's independence and objectivity by reviewing factors such as audit tenure, non-audit fees, and the overall relationship and the auditor's self-assessment of its independence. The Committee is satisfied that PwC maintains the necessary independence to ensure that the integrity and the objectivity of the audit is safeguarded.

Neil Grimes has been the Company's audit partner since FY22, and is considered by the Committee to have a good understanding of the Group and acts with integrity.

The Committee confirms that the Company is in compliance with the requirements of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Responsibilities) Order 2014 for FY25.

The Committee oversees the relationship with the External Auditor and reviews audit effectiveness. The audit scope, approach, materiality and areas of focus are agreed well in advance of the audit to align on expectations and timeframes.

A feedback session is held following each audit to discuss what went well and to identify areas for continuous improvement to feed into the next audit planning process.

The Committee assesses audit effectiveness through review of the quality of the audit reports and ancillary documents provided by the auditors, consideration to the opinions of the CFO and his senior finance team and through collective views of the audit partner and his team.

The Committee holds private sessions with PwC without management present to discuss feedback from the audit. The Committee ensures that the External Auditor has challenged management and received the access it required to conduct an effective audit, and in a timely manner. If PwC has any concerns about access to information, or the information received, it would be reported to the Committee in order for the Committee to fulfil its responsibilities.

The Committee Chair regularly meets with the audit partner privately and he is authorised to contact the Committee Chair at any time if he wishes to raise any matters of concern.

Based on this collective analysis, the Committee is satisfied that PwC had applied appropriate and robust focus and challenge throughout the audit.

Non-audit services provided by the External Auditor

Before commissioning non-audit services, the Committee must ensure that there is no issue as regards to independence and objectivity and other potential providers are adequately considered.

Any non-audit services provided must be in accordance with the Group's Non-Audit Services Policy ("Policy"), which states that:

- the CFO has pre-approved authority to commission the External Auditor to undertake non-audit work for a specific project expected to be less than £50,000;
- non-audit services expected to be between £50,000 and £250,000 must be approved by the Committee Chair; and
- non-audit services expected to be over £250,000 must be approved by the Committee Chair and one other Committee member before being carried out.

PwC may only provide such services if the service does not conflict with their statutory responsibilities and ethical guidance. When reviewing requests for permitted non-audit services, consideration is given to whether the skills and experience make the External Auditor the most suitable supplier of the non-audit service, taking into account independence or objectivity, and the fee to be incurred for non-audit services, both for individual non-audit services and in aggregate, relative to the Group audit fee.

The fees paid to PwC for the financial year to 31 August 2025 were £1.5m (2024: £2.6m). This included £1.3m for External Audit services. The Committee reviewed and discussed the fee proposal and was engaged in agreeing the audit scope.

In FY25, PwC provided non-audit services of £0.2m (2024: £0.2m) for its work on the half-year review of our interim results. The total fees for non-audit services represented 15% of the Group audit fee payable to PwC during the period.

The Committee agreed that the non-audit services provided during the financial period should be provided by PwC due to their in-depth knowledge of the business and is therefore an efficient means of receiving non-audit services.

In line with the Policy, the Committee reviewed the level of non-audit fees incurred during the year. As required by the Policy and the FRC's Revised Ethical Standard (2019) ("Ethical Standard"), the Committee assessed whether the fees for permitted non-audit services breached the cap of 70% of the average statutory audit fee over the preceding three financial years, and confirmed that this cap was not exceeded in FY25.

The Committee will continue to keep the level of non-audit fees relative to audit fees under review to ensure we meet the requirements of the Ethical Standard.

Employment of former External Auditors

Any employment of former employees of External Auditors would be considered on a case-by-case basis and would take into account the Auditing Practices Board's Ethical Standards on such appointments. Any such appointments would require approval from the CFO, the Committee or the Board depending on the seniority of the appointment.

Internal Audit

Our Internal Audit team supports the Board and Committee by providing independent assurance over the adequacy and effectiveness of the Group's risk management and internal control framework. The Committee reviews and approves the Internal Audit Plan for each financial year and monitors progress against it in each meeting. The plan is based on Internal Audit's assessment of the Group's key financial, operational, compliance and technological risks to its continuing operations and the success of its strategy. During the year, the Committee reviewed and approved changes to the plan to ensure this remained aligned to the Group's strategic priorities, changes in the Group's risk profile and evolving business activities.

The internal audits completed for FY25 were:

a) CMA Undertaking – Reporting Assurance;

b) Factory Audit Programme;

c) Cyber Controls – Incident Management;

d) Treasury Key Controls – Follow Up;

e) Tech Infrastructure Outsourcing;

f) Key VAT Controls;

g) Project Governance & Oversight Controls;

h) Purchasing Strategy Controls;

i) Influencer Risk Management;

j) Health & Safety Programme Design; and

k) IT General Controls Programme.

Reports outlining findings on risk management, together with control gaps and agreed remediation actions, were shared with the relevant Management Committee member following each internal audit. Management Committee members and other Senior Leaders are accountable for timely completion of any actions.

Full reports were also shared with the Committee Chair and key members of the Management Committee including the CEO, CFO and General Counsel and Company Secretary. Summaries of the latest reports published and the results of monitoring action closure are shared with all Committee members in quarterly meetings.

During the period the Committee reviewed the effectiveness of the Internal Audit team with reference to their annual self-assessment, actions from ongoing continual improvement processes and any feedback provided by Senior Leaders and Committee members. The Committee considers that the Internal Audit team remains effective and has appropriate levels of quality, experience and expertise.

Risk management and internal controls

The Committee is responsible for the ongoing review of the Group's risk management and internal controls framework, including for matters relating to financial reporting, such as for the:

- identification, assessment, management and mitigation of the Group's principal and emerging risks;
- oversight of the preparation of the Group's accounts;
- monitoring of the implementation of key Group policies; and
- oversight of the investigation of whistleblowing matters.

The Committee regularly reviews and assesses business risks, reviews assurance over related internal controls and considers how these risks may affect the achievement of strategy and the Group's external reporting. This included overseeing and participating in a refresh of our Principal and Group risks in H2 FY25.

Management Committee members and other Senior Leaders are responsible for the day-to-day implementation of internal controls for managing risks and for ensuring sufficient assurance is obtained over the effectiveness of controls. The Group's risk management process is sponsored by the CFO and co-ordinated with support of the Head of Internal Audit & Risk, to maintain the right level of control throughout the Group aligned to risk appetite. Further details on the Group's risk management approach are provided on pages 52 to 55.

Audit Committee Report cont.

Key elements of the Group's internal controls framework in relation to risk management and financial reporting include:

- Established organisational structures and reporting lines to provide clarity of accountability and responsibility for decision making, facilitate effective governance and enable effective decision making. Further details on governance structures are provided on pages 52 to 53, 76 and 93.
- The ACP which was established in FY24 to design, implement and embed a comprehensive controls framework aimed at enhancing the Group's control environment.
- Key policies, procedures and guidelines that underpin the Group's financial, operational and compliance activities such as our Delegation of Authority, Whistleblowing, Anti-Bribery and Corruption, Anti-Facilitation of Tax Evasion, and Anti-Fraud. The Committee also reviews a quarterly summary of whistleblowing reports and outcomes.
- Standards, processes, controls and frameworks to embed and ensure compliance with requirements, and to manage key risks.
- Compliance monitoring activities such as those through central functions including Finance, Risk Management, Legal, Compliance, People Experience, Technology, Data Privacy, Tax, Treasury, Company Secretarial, Health and Safety and Security.
- Ongoing Committee review of the scope and results of the Internal Audit team's work across the Group and monitoring of management's implementation of related remedial actions.
- Regular discussion of the Group's principal and emerging risks, including changes to risk exposures during the period, and changes to mitigating controls and actions.
- Robust budgeting and forecasting processes including Board discussion and approval of strategy, objectives, annual planning processes and budgets.
- Regular monitoring of developments and changes in accounting standards, other requirements including best practices in financial reporting and reflecting these in the Group's financial statements where appropriate. These include recommendations from the External Auditor and the FRC.
- The Committee and the Board review the draft Annual Report and Accounts and receive reports from management and the External Auditor on significant accounting judgements and estimates, changes in accounting policies and any other significant matters relating to the Group's financial reporting.

Based on the work undertaken during the year, the Committee reviewed the effectiveness of the Group's risk management and internal control systems and the assurance received from management, Internal Audit and other assurance providers.

The Committee concluded that it had received sufficient information to support the Board's confirmation that it has monitored and reviewed the effectiveness of these systems during the year and up to the date of approval of the financial statements.

Areas for further strengthening were identified through the ASOS Controls Programme and Internal Audit and Risk Management activities, and the Committee will continue to oversee management's progress in addressing these as part of the ongoing enhancement of the control environment.

Our business Risk Registers are formally reviewed every six months to ensure that all existing risks are captured and their potential likelihood and impact are understood. The process also identifies mitigating factors, controls and any further actions needed to manage the risks and considers emerging risks that require monitoring. Progress with mitigation and key themes identified are reported to responsible Management Committee members. The reviews also feed into a robust assessment of the Group's Principal and emerging risks by the Management Committee, the Audit Committee and the Board.

Whistleblowing

The Whistleblowing Policy, which was reviewed and reapproved by the Committee during the period, outlines how concerns about suspected wrongdoing (financial or otherwise) can be reported. The Group uses an independent, anonymous whistleblowing tool (Spot) as one route to collect reports. Employees can raise their concerns or issues they suspect via the portal or by directly contacting one of the six nominated Whistleblowing Officers.

Any matters reported are investigated by a Whistleblowing Officer and escalated to the Committee as appropriate and guided by the Whistleblowing Policy. Reporting on the nature and, where appropriate, content of reports received during the quarter are provided to the Committee at each meeting alongside updates on related Group training and communications.

Cyber security

The Committee receives quarterly updates from the Cyber Security Leadership Team on emerging cyber threats, risk and security incidents and progress against the security strategy, including management KPIs.

Anti-bribery and corruption

The Group has a zero-tolerance approach to bribery and corruption and is committed to conducting business in an ethical and honest manner. All ASOSers are expected to act professionally, fairly and with integrity in all business dealings and relationships in all parts of the world. Anti-bribery and corruption training is provided to new starters and refreshed annually. This ensures all ASOSers are aware of their responsibilities and forms part of the wider systems and controls we have implemented and enforce to prevent bribery.

Sustainability Committee Report

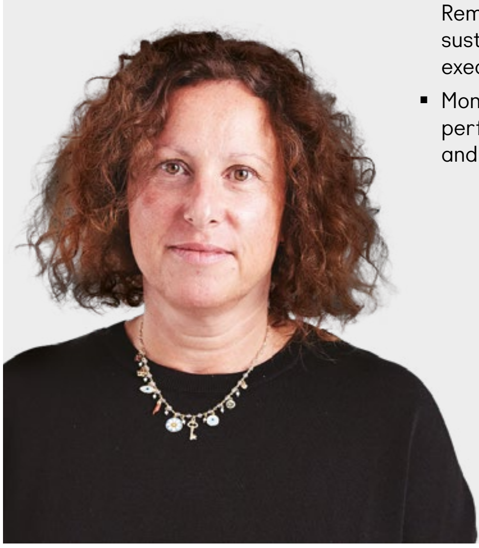
Anna Maria Rugarli
Committee Chair

Members
- Wei Gao
- Marie Gulin-Merle
- José Manuel Martínez Gutiérrez
- Nick Robertson

Terms of Reference

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

→ **Read more detail on the Sustainability Committee's attendance at meetings**
See table on page 77.



Committee responsibilities

The Committee's principal responsibilities are to:

- Provide input and guidance to the Company's Fashion with Integrity (FWI) strategy including related targets and KPIs.
- Provide oversight of the execution of the FWI strategy and monitor progress against its targets and KPIs, including risk management.
- Provide oversight of the key policies and programmes required to implement the FWI strategy.
- Provide advice and direction to the Company's management on implementation of the FWI strategy, the opportunities and risks to the Company's operations and reputation.
- Monitor how the Company's FWI strategy is communicated to all stakeholders, and how it is received.
- Monitor changes to the sustainability regulatory landscape and oversee how the Company is preparing to meet requirements.
- Review the practices and initiatives of the Group relating to sustainability matters to ensure they remain effective.
- Have oversight of the Company's Modern Slavery Statement.
- Offer recommendations to the ASOS Plc Remuneration Committee on sustainability-specific targets for executive remuneration packages.
- Monitor the internal and external performance of the ASOS Foundation and its partnerships.

Dear shareholder,

I am pleased to present the Sustainability Committee Report for the year ended 31 August 2025.

Our approach to sustainability

The ASOS Plc Board of Directors holds accountability for the long-term success of the Group and oversight of all risks and opportunities. The Board has delegated oversight of certain environmental and social sustainability matters to the Sustainability Committee ("Committee") and receives updates from the Committee Chair following each meeting. The Committee comprises an Independent Non-executive Director Chair, three further Independent Non-executive Directors, and a Non-Independent Non-executive Director.

Fashion with Integrity (FWI) strategy

At the beginning of FY25 the Committee recommended the approval of a revised FWI strategy, which was subsequently approved by the Board, and I was pleased to publish our updated FWI strategy alongside our FY24 Annual Report last year. On pages 18 to 36, we have reported our progress for FY25 against the targets and commitments set out in our FWI strategy. Progress has varied across different areas, with some showing significant advancement and others progressing more slowly.

FY25 marked a year of strategic consolidation and governance strengthening across ASOS' FWI strategy. The successful revalidation of ASOS' carbon targets by the Science Based Targets initiative (SBTi) was a critical milestone, reinforcing the Company's long-term commitment to decarbonisation. This process triggered an update of our carbon targets, following feedback from SBTi, to align with latest best practice. More information on the revised targets, and our progress against these, can be found on pages 26 to 27.

The Committee also welcomed further progress in supply chain due diligence, including the roll-out of a comprehensive Human Rights Due Diligence framework.

Throughout FY25 the Committee shaped and provided guidance on the Company's FWI strategy and related activities through our sustainability governance framework set out below:

Sustainability Committee

Management Committee
Holds day-to-day responsibility for the management of sustainability (including climate-related) risks and opportunities

FWI Steering Committee
Cross-functional management team responsible for providing oversight for all FWI activities including monitoring the implementation and maintenance of appropriate environmental and social controls.

Governance Working Group
Cross-functional management team responsible for providing oversight for all governance and compliance, including monitoring the implementation and maintenance of appropriate environmental and social controls.

FWI Working Groups
Cross-functional groups responsible for delivering and supporting operational delivery in sustainability-related areas - risk, operations and reporting

Planet*
Climate change
Nature

Product*
Resource use
Chemical compliance & wastewater management
Environmental due diligence

People*
Human rights
Diversity, Equity & Inclusion

* The three pillars are set out in our FWI strategy – see pages 18 to 36.

The ongoing work in relation to ASOS' first double materiality assessment will strengthen the foundation for future strategic decision making. This assessment clarifies the environmental and social impacts of ASOS' activities alongside financial risks and opportunities, helping to prioritise areas of focus and align with regulatory expectations.

The consolidation of multiple policies into an updated Code of Conduct strengthened governance, ensuring clearer expectations for suppliers and partner brands. These actions reflect maturing sustainability governance and position ASOS to respond effectively to evolving stakeholder demands and legislative requirements.

As a Committee, we offer strategic guidance to the FWI team regarding the execution of the FWI strategy, while constructively addressing areas where progress does not align with expectations. Such challenges are to be expected, and we are encouraged by the significant advancements achieved during FY25.

We will continue to report on our progress annually, providing context regarding challenges encountered and lessons learned.

Climate-related risks and opportunities

The Sustainability Committee oversees the management of climate-related risks and opportunities by engaging regularly with the Management Committee and FWI teams. This includes monitoring ASOS' progress against its carbon targets, reviewing climate-related risks within the enterprise risk framework, and ensuring alignment with evolving regulatory and stakeholder expectations. The Committee provides strategic guidance to ensure climate considerations are embedded into decision making and long-term planning.

Where appropriate, issues are escalated to the Audit Committee, particularly where they intersect with corporate governance, risk assurance or compliance. This structured governance pathway ensures that climate-related risks and sustainability issues are addressed with rigour, transparency and accountability across all levels of the organisation.

Horizon scanning

A critical aspect of updating the FWI strategy involved a review of forthcoming sustainability legislation to position ASOS for compliance with emerging requirements. During the year, in parallel to our Board Strategy Day and Board meetings, the Board participated in training focused on impending legislative changes and discussed our strategies for organisational readiness.

The Committee receives regular updates on upcoming sustainability legislation and its potential effects on ASOS, ensuring we stay prepared for changes.

Competition and Markets Authority

Following the closure of the Competition and Markets Authority (CMA) investigation in March 2024, ASOS continues to engage proactively with the CMA in support of the Green Claims Code. We remain committed to ensuring that all environmental claims made about our products are clear, accurate and substantiated.

ASOS Foundation

Nick Robertson, Non-executive Director and Chair of the ASOS Foundation, delivers regular briefings to the Committee regarding the Foundation's initiatives in supporting communities served through the ASOS Foundation's charity partnerships. He also provides fundraising performance updates for ongoing monitoring.

ASOS Long-Term Incentive Scheme

The FY23 ASOS Long-Term Incentive Scheme awards, with a normal vesting date of 31 October 2025, included a performance measure in relation to progress against the FWI strategy set in FY22, representing 15% of the maximum vesting. Following an update to our FWI strategy at the start of FY25, the Committee evaluated performance relative to the revised strategy. Based on the considerable progress made against the targets and commitments of our FWI strategy in FY25 the Committee recommended to the Remuneration Committee that 10.2% of a maximum 15% vest. See page 95 for more details.

Committee evaluation

Overall the Committee was thought to be well constructed and effective in overseeing the implementation of the FWI strategy. Now that our updated FWI strategy has been in place since early FY25, going forward there will be greater focus on how ESG practices and our FWI strategy are embedded into the business.

Further training will be provided to the Committee in FY26 given the evolving sustainability regulatory landscape.

Key focus for year ahead

The Committee's focus for FY26 will be continued assessment and monitoring of performance against the targets and goals in our FWI strategy. We will keep abreast of the changes to legislation to ensure we are prepared for upcoming changes to laws and regulations in this area. I look forward to updating our stakeholders on progress made against our FWI strategy in next year's Annual Report.

Anna Maria Rugarli
Sustainability Committee Chair
21 November 2025

Remuneration Committee Report

Christine Cross
Committee Chair

Members

- Marie Gulin-Merle
- Natasja Laheij
- José Manuel Martínez Gutiérrez

Terms of Reference

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

→ **Read more detail on the Remuneration Committee's attendance at meetings**
See table on page 77.

Committee responsibilities

The Committee's principal responsibilities are to:

- Determine and recommend to the Board the Group's overall Remuneration Policy and monitor the ongoing effectiveness of that Policy.
- Determine and recommend to the Board the remuneration of Executive Directors, the Chair and the other members of the Management Committee.
- Monitor, review and approve the levels and structure of remuneration for other Senior Leaders and employees.
- Determine the headline targets for any performance-related bonus or pay schemes.
- Determine specific targets and objectives for any performance-related bonus or pay schemes for the Executive Directors and the other members of the Management Committee.
- Review and approve any material termination payment.
- Review how employee incentives support the Company's culture, values and desired behaviours.
- Ensure effective engagement with the Company's stakeholders in relation to remuneration policies and practices.
- Review the Company's retirement benefit schemes.

Dear shareholder,

On behalf of the Board, I am pleased to present the Remuneration Committee's report for the year to 31 August 2025. This report should be read in conjunction with the compliance report on page 76, which shows how the Company has complied with the UK Corporate Governance Code (the "Code") 2018.

Directors' Remuneration Policy

In reviewing the Directors' Remuneration Policy (the "Policy"), we considered a range of approaches and concluded that, for FY25, our ASOS Long-Term Incentive Scheme (ALTIS) should be replaced with a more geared incentive to further align Executive Directors and Senior Leaders with the Company's ambitious growth plans.

The introduction of a Value Creation Plan (VCP) was proposed to incentivise our Senior Leaders to deliver exceptional value for shareholders through substantial growth in the Company's share price. The Committee firmly believes that an incentive structure linked to significant share price growth and long-term value creation is right for us at this time. I thank the members of the Remuneration Committee and our shareholders for endorsing this plan, and FIT Remuneration Consultants LLP for its advice with respect to the design and implementation of the VCP.

We were delighted that the new VCP was approved by shareholders at a General Meeting of the Company held on 20 August 2024 with 91.82% voting in favour of a change to our Policy to allow for the VCP and to make minor updates to the malus and clawback provisions.

VCP Awards were subsequently granted to our Executive Directors and Senior Leaders in FY25.

Further information on the VCP and associated updates to the Policy and our share scheme rules can be found in the Notice of General Meeting dated 20 August 2024, which is available to download on asosplc.com/investors.

Activities during the period and up to the date of this report:

- Reviewed and approved the outcomes of the FY25 annual bonus and the FY23 three-year ASOS-Long Term Incentive Scheme (ALTIS) awards for Executive Directors and Senior Management.
- Reviewed and approved Executive Director and other Senior Leader pay, benefits and pension during FY25, in the context of their performance, Company performance, stakeholder and shareholder experiences.
- Set performance measures for the FY26 annual bonus for Executive Directors and Senior Management, in line with our Policy.
- Reviewed and approved changes to the structure of incentives below Board level.
- Considered the relationship between executive pay and wider workforce pay, and reviewed gender and ethnicity pay gap data.
- Considered corporate governance developments and market practice relating to executive and wider workforce pay.
- Set the remuneration package for Aaron Izzard on his appointment as Chief Financial Officer (CFO).
- Agreed Dave Murray's remuneration arrangements on leaving the Company.
- Approved Natasja Laheij's remuneration as Chair of the Board, which will take effect upon her appointment as Chair following release of FY25 results.
- Engaged with employee representatives on executive pay and pay across the wider workforce.

Board changes

Aaron Izzard was appointed as Executive Director and CFO of the Company on 1 July 2025, succeeding Dave Murray who stepped down from the Board on 30 June 2025. Prior to his appointment on the Board, Aaron held the position as Director of Group Finance.

Aaron Izzard's remuneration structure upon appointment was:

Base salary	£350,000
Pension and benefits	5% of base salary in line with the rate of pension available to the wider workforce
Benefits allowance	£12,500 plus other benefits, including private medical insurance and life assurance
Annual bonus	Maximum of 150% of salary
Share ownership guideline	200% of base salary

The Committee set the CFO's package, taking into consideration his skills and experience, the role responsibilities as CFO of a company of ASOS' size and global reach, internal and external relativities and the package of the previous incumbent. The base salary will be kept under review and assessed against market benchmarks.

On 1 July 2025, Aaron Izzard was granted a VCP award of 5%, to bring his total VCP award more in line with the policy for Executive Directors. See page 102 for further information.

Dave Murray stepped down from his role as Executive Director and CFO on 30 June 2025 and remained employed with the Company until 30 September 2025 to ensure an orderly handover period.

In determining Dave Murray's remuneration arrangements on departure, the Committee followed the approach set out in the existing Remuneration Policy which is aligned to UK good practice and he was treated as a good leaver for the purpose of his outstanding long-term incentives. Full details of Dave Murray's remuneration arrangements on departure are disclosed on page 103.

Following a recommendation by the Nomination Committee that Natasja Laheij be appointed as Chair when Jørgen Lindemann steps down from the Board upon release of the Company's results, the Committee approved the future Chair's remuneration. The Chair's remuneration will be £300,000 per annum, inclusive of chairing the Nomination Committee.

William Barker was appointed Deputy Chair with effect from 31 July 2025 and continues to waive any Board fees.

Remuneration outcomes for the period ended 31 August 2025

Below sets out the performance outcomes of our FY25 annual bonus and FY23 ALTIS.

FY25 annual bonus

The measures for the annual bonus for FY25 were based on 75% Financial, adjusted earnings before interest, tax, depreciation, amortisation (AEBITDA) less FY25 capital expenditure (capex) and leases; and 25% Strategic (average stock cover, adjusted gross margin and adjusted cost to serve – each with an equal 33% weighting). Definitions of the adjusted items are provided in the Alternative Performance Measures (APMs) section within the financial statements on pages 175 to 178.

Whilst the business has made significant progress throughout FY25 and the mechanical outcome of the scheme would have resulted in an annual bonus achievement of 4.56% of base salary (representing 3.04% of the potential maximum opportunity) for the Executive Directors, the Committee exercised its discretion and determined that no bonus would be payable to them for FY25.

Further details can be found on page 101.

FY23 ALTIS

The FY23 ALTIS, with an ordinary vesting date of 31 October 2025, was based on Revenue Growth (30%), EPS Growth (30%), Relative TSR (25%) and ESG (15%) over the three-year period to 31 August 2025. The Sustainability Committee reviewed progress against the ESG targets originally established under the FY23 ALTIS. In view of the significant changes to the operating environment and regulatory landscape, ASOS' Fashion with Integrity (FWI) strategy was updated in FY25, as reported in last year's Annual Report. Therefore progress was assessed against the revised FY25 FWI strategy and its associated targets and commitments. Reflecting the progress made, following recommendation from the Sustainability Committee, the Remuneration Committee resolved to approve an ESG vesting level of 10.2% out of a maximum 15%. There was nil vesting for Revenue Growth, EPS Growth and Relative TSR. As such, the overall vesting level for the FY23 ALTIS was 10.2%.

Remuneration Committee Report cont.

VCP granted in the year ended 31 August 2025

As reported last year, a new Value Creation Plan (VCP) was approved by shareholders at a General Meeting of the Company on 20 August 2024. 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"), which will be equal to 5.5% of the growth in value of the Company above a reference threshold value of £6.70 per share ("Threshold Value"). The VCP is a highly geared one-off incentive arrangement over the period comprising FY25 to FY30. Participants under the VCP will not receive further ALTIS performance share awards for the life of the Policy with the next grant of ALTIS (if any) to Senior Leaders anticipated to be in 2027 (i.e. after three years). The VCP is designed to reward these Senior Leaders for their contribution to the growth in value of the Company. The plan is designed to have no value unless management delivers significant outperformance and value for stakeholders.

On 11 November 2024, José Antonio Ramos Calamonte was granted an Executive Award equivalent to a 15% allocation of the Pool.

Dave Murray was also granted an Executive Award on the same date, equivalent to 8% of the Pool. This award was pro-rated to 2.3% upon his departure from the Board on 30 June 2025 and vested on the same date. The award is exercisable for a period of six months and will only deliver value to him if the share price exceeds the 90-day average threshold of £6.70 within that period.

Upon appointment as CFO on 1 July 2025, Aaron Izzard was granted an Executive Award representing an additional 5% Pool allocation. This is in addition to the Employee Award granted to him on 11 November 2024 relating to his position as Director of Group Finance with a participant allocation of 1% of the Pool. Further details regarding both awards and their terms can be found on page 102.

During the period, the Committee reviewed the remuneration framework for the population below Board. Below Executive Director level and down to Director population (c.40 individuals), VCP awards were and will continue to be granted with participants assigned varying Remuneration Committee-approved allocation percentages. For further information on the VCP, see page 102.

Executive remuneration in FY26

Salary

When determining the salary increase for our CEO and CFO, we considered the below factors:

- Market benchmark data
- General experience and skills/expertise of position holder
- Time in role
- Performance in role
- Company budget for salary review
- Company affordability

Based on the above factors, the Committee reviewed the CEO's salary and determined to award a salary increase of 2%, effective 1 December 2025, slightly below the average awarded across the wider workforce. The CFO's salary will be increased to £400,000 effective 1 December 2025 to more closely align to the market rate of the position.

Annual bonus

The maximum opportunity remains at 150% of base salary under the Policy. The Committee reviewed the performance measures and determined that for FY26 the bonus would include a single financial measure (weighting 50%): Adjusted earnings before interest, tax, depreciation, amortisation (AEBITDA) less capital expenditure (capex) and leases. The measure of performance has been chosen as the most appropriate proxy for operational cash, a key focus for management in the year ahead. The remaining 50% will be measured against Gross Merchandise Value (GMV) which takes into account the net retail sales across our ASOS.com business alongside TSTM.com, Partner Fulfils and AFS channels. This strategic measure was carefully chosen to ensure that we align to our most critical business priorities for FY26 which are pivotal to continue to turn around the business. GMV is formally defined in the Financial highlights on page 04.

Financial and strategic performance measures alone comprise the annual bonus measures for our CEO and CFO. In cascading performance management measures throughout the wider workforce, including our Senior Leaders, personal objectives will be added to the Group bonus.

Our focus on sustainability is paramount, where our FWI Strategy shares our long-term commitment across the areas of Planet, Product and People. Whilst these targets have longer-term timelines for achievement, there is a short-term focus in delivering change through employee objectives via our performance management process which ties directly to individual bonus payout for eligible ASOSers. Therefore, the Remuneration Committee agreed that, where relevant to the role, FY26 employee objectives will include an element of ESG metrics based on our FWI Strategy.

Wider workforce remuneration

Whilst not formally accredited, ASOS is formally committed to being a Real Living Wage employer and the Committee receives updates from management to ensure we continue to honour this commitment. I held a dedicated session with our employee engagement network, the ASOS Voices Network, to discuss executive pay and pay across the wider workforce in relation to FY25, including outlining the structure and different elements of an Executive Director's remuneration package and the Remuneration Policy for Executive Directors. ASOSers were given the opportunity to ask questions directly to me and engaged in two-way dialogue.

Concluding remarks

The Committee and I are always pleased to discuss our approach with our shareholders and welcome your feedback throughout the year. We look forward to receiving your support for the arrangements described in this report at the upcoming AGM.

Christine Cross
Remuneration Committee Chair
21 November 2025

Directors' Remuneration Report

Summary of Remuneration Policy and Implementation in FY25
ASOS Plc was listed on the Main Market of the London Stock Exchange in February 2022 and submitted a Remuneration Policy (the "Policy") for binding shareholder approval for the first time at the 2023 AGM. The Policy was subsequently amended in August 2024 to accommodate the introduction of a new Value Creation Plan and to make minor updates to the malus and clawback provisions. In line with the regulations, the approved Policy for ASOS' Executive and Non-executive Directors will operate for up to three years.

The purpose of the Policy is to attract, retain and motivate high-calibre, high-performing, engaged employees with the necessary skills to implement and execute the Group's strategy in order to create long-term value for shareholders. The Policy must reward people for their contributions to the success of ASOS in a fair and responsible manner, over both the short and the long term.

The full Policy is available on the website at asosplc.com. The main elements of the Policy are also included below.

Main elements of the Directors' Remuneration Policy table

Base salary

Purpose and link to strategy	Operation	Maximum
Reflects an individual's responsibilities, experience and performance in their role.	Salaries are reviewed annually, with changes being effective from 1 December. When determining salary levels, the Committee takes into account factors including: ▪ responsibilities, abilities, experience and performance of an individual; ▪ the performance of the individual in the period since the last review; and ▪ the Group's salary and pay structures and general workforce salary increases. 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. Increases may be above this level in certain circumstances, including: ▪ 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; ▪ where an Executive Director has been promoted or has had a change in responsibilities; ▪ where there has been a significant change in market practice; and ▪ Other exceptional circumstances.

Pension

Purpose and link to strategy	Operation	Maximum
To contribute financially post retirement.	Defined contribution arrangement or salary supplement. 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.	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.	A 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. 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). Reasonably incurred expenses will be reimbursed. Where necessary any benefits or expenses may be grossed up for taxes. The Committee may introduce other benefits to 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. 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).	There is no maximum level of benefits.

Directors' Remuneration Report cont.

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.	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. 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. 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. 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.	Maximum annual bonus opportunity of 150% of base salary.	The annual bonus is normally measured over a financial year (FY) 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.

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.	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. 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 fourth and fifth anniversary of the date of the 2024 EGM. 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:	The maximum allocation that a participant may receive will be limited to 15% of the total value of the VCP pool. There is no maximum level on the value of the pool.	VCP awards may vest based on value created in terms by reference to an increase in the ASOS share price above the threshold value. 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. See the table below.

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.

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.	The shareholding guideline for Executive Directors is 200% of salary. 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. A post-employment shareholding guideline applies whereby Executive Directors are 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.	Not applicable.

Implementation of the Policy for FY26:

The Policy is being implemented in FY26 as follows:

- Base salary: The CEO's salary will increase by 2%, which is slightly below the average salary increase of the wider workforce, effective 1 December 2025. The CFO's salary will be increased to £400,000 effective 1 December 2025 to more closely align to the market rate of the position.
- Annual bonus: The annual bonus opportunity remains at 150% of salary. 50% of the bonus opportunity is linked to a single financial measure weighting: AEBITDA less capital expenditure (capex) and leases. The remaining 50% is measured against a single strategic target: GMV. The targets themselves are considered commercially sensitive and will be included in next year's report.
- Pension and benefits: No material changes are envisaged.
- VCP: The awards as approved by shareholders at the meeting on 20 August 2024 were granted on 11 November 2024.

Voting at General Meeting

The table below sets out the voting outcome on the Directors' Remuneration Report at the FY24 AGM held on 22 January 2025:

	Votes for	Votes against	Votes withheld (abstentions)
Directors' Remuneration Report	85,970,546	12,264,289	145,467
	87.52%	12.48%	

The table below sets out the voting outcome on the Director's Remuneration Policy at the Company's General Meeting held on 20 August 2024:

	Votes for	Votes against	Votes withheld (abstentions)
Directors' Remuneration Policy	62,589,667	5,581,166	12,558
	91.81%	8.19%	

Provision 40 disclosures

In developing our approach to remuneration, the Committee was mindful of Provision 40 of the UK Corporate Governance Code 2018. The Committee considers that the Company's executive remuneration framework addresses the following factors:

Clarity	The Committee has provided clear disclosures regarding our Policy, its alignment to our purpose and strategy, and the necessary performance requirements. The changes we made to the Policy in FY24 and our approach to implementation for FY25 support the delivery of our strategy. We consulted with our shareholders on the proposed VCP, which was subsequently approved, and provided clarity on the relationship between the successful implementation of our strategy and executive remuneration.
Simplicity	Our remuneration structures, including their rationale and operation, are simple to understand and familiar to stakeholders.
Predictability	Our Policy contains details of the range of opportunity levels available for each component of pay, including the maximum opportunity level. Actual incentive outcomes vary depending on the level of performance achieved against specific measures.
Proportionality	The link between the annual bonus, ASOS' VCP and the achievement of ASOS' strategy and the long-term performance of the Group is clearly defined. In particular, the VCP provides a clear and direct alignment with the interests of our shareholders through the rewarding of absolute shareholder returns. The Committee retains suitable discretion to ensure that outcomes do not reward poor performance.
Risk	The Committee has satisfied itself that the remuneration arrangements do not encourage risk taking or other behavioural risks. The Committee has the discretion to apply malus and clawback in certain circumstances, including in the event of any behavioural risks.
Alignment to culture	The Committee ensures that the performance measures for the annual bonus and the long-term incentive schemes' design support the Group's purpose, strategy and culture.

Directors' Remuneration Report cont.

Implementation of the Policy for FY25:

Details of how the Policy has been applied in the financial period to 31 August 2025 are set out on pages 100 to 108 below. The Committee considers that the applicable Policy operated as intended in the period. Certain information within this section has been audited and is highlighted as such.

Directors' remuneration table (audited)

The remuneration of the Directors for the financial year to 31 August 2025 and the financial year to 1 September 2024 is set out in the tables below. Numbers throughout the Directors' remuneration report are subject to rounding.

Name		Base salary	Benefits[1]	Pension[2]	Total fixed	Bonus	LTIP[3]	Total variable	Total remuneration
José Antonio Ramos Calamonte	**2025**	**£742,478**	**£37,741**	**£37,975**	**£818,194**	**£0**	**£87,096**	**£87,096**	**£905,290**
	2024	£716,436	£43,636	£35,822	£795,894	£361,585	£14,132	£375,717	£1,171,611
Aaron Izzard[4]	**2025**	**£58,333**	**£2,842**	**£2,917**	**£64,092**	**£0**	**£3,953**	**£3,953**	**£68,045**
	2024	–	–	–	–	–	–	–	–
Dave Murray[5]	**2025**	**£394,514**	**£16,584**	**£19,726**	**£430,824**	**£0**	**£0**	**£0**	**£430,824**
	2024	£163,233	£5,334	£8,162	£176,729	£82,384	£0	£82,384	£259,113
Total	**2025**	**£1,195,325**	**£57,167**	**£60,618**	**£1,313,110**	**£0**	**£91,049**	**£91,049**	**£1,404,159**
	2024	£879,669	£48,970	£43,984	£972,623	£443,969	£14,132	£458,101	£1,430,724

Name		Base fee	Additional fee	Taxable expenses[6]	Total	Comments
Jørgen Lindemann[7]	**2025**	**£319,861**	**£0**	**£15,445**	**£335,306**	**Chair and Chair of Nomination Committee (inclusive fee).**
	2024	£347,680	£0	£5,514	£353,194	Chair and Chair of Nomination Committee (inclusive fee).
William Barker[8]	**2025**	**–**	**–**	**–**	**–**	**Deputy Chair and member of Nomination Committee (fees waived).**
	2024	–	–	–	–	Member of Nomination Committee from 7 February 2024 (fees waived).
Christine Cross	**2025**	**£56,074**	**£12,465**	**£4,058**	**£72,597**	**Remuneration Committee Chair and member of the Audit Committee.**
	2024	£21,240	£4,722	£2,893	£28,855	Remuneration Committee Chair and member of the Audit Committee with effect from 16 April 2024.
Wei Gao[9]	**2025**	**£56,074**	**£7,479**	**£43,303**	**£106,856**	**Member of Audit, Nomination and Sustainability Committees.**
	2024	£55,857	£168,495	£31,100	£255,452	Member of Audit, Nomination and Sustainability Committees.
Jose Manuel Martínez Gutiérrez	**2025**	**£56,074**	**£7,479**	**£14,134**	**£77,687**	**Member of Audit, Remuneration and Sustainability Committees.**
	2024	£55,857	£6,392	£22,808	£85,057	Member of Audit and Sustainability Committees. Member of Remuneration Committee with effect from 7 February 2024.
Natasja Laheij	**2025**	**£56,074**	**£24,931**	**£2,667**	**£83,672**	**Audit Committee Chair, Senior Independent Director and Member of Remuneration & Nomination Committees.**
	2024	£55,857	£19,545	£0	£75,402	Audit Committee Chair and Member of Remuneration Committee. SID and member of Nomination Committee from 7 February 2024.
Marie Gulin-Merle	**2025**	**£56,074**	**£4,986**	**£68,834**	**£129,894**	**Member of Remuneration and Sustainability Committees.**
	2024	£55,857	£5,381	£52,060	£113,298	Member of Remuneration Committee including Interim Chair from 7 February 2024 to 16 April 2024. Member of Sustainability Committee from 7 February 2024.
Nick Robertson[10]	**2025**	**£56,074**	**£2,493**	**£0**	**£58,567**	**Member of Sustainability Committee.**
	2024	£55,857	£2,484	£0	£58,341	Member of Sustainability Committee.
Anna Maria Rugarli	**2025**	**£56,074**	**£9,972**	**£51,850**	**£117,896**	**Sustainability Committee Chair.**
	2024	£55,857	£9,934	£12,759	£78,550	Sustainability Committee Chair.
Total	**2025**	**£712,379**	**£69,805**	**£200,291**	**£982,475**	
	2024	£704,062	£216,953	£127,134	£1,048,149	

1 Executive Directors receive a flexible benefits allowance of £12,500 per annum, which can be used either to buy a variety of benefits or be taken in cash through our flexible benefits scheme, ASOS Extras. Other benefits include private medical insurance, group income protection and life assurance.

2 José Antonio Ramos Calamonte and Dave Murray (during his time in office as Executive Director), each received a pension cash contribution of 5% of their salary, in line with the contribution rate applied across the wider workforce. Aaron Izzard receives a 5% pension contribution (non-cash).

3 For FY25, this includes the FY23 ALTIS award as detailed on page 102. The ESG performance target was partially met, resulting in a 10.2% programme vest. The calculation is based on a share price of £3.1423, being the average share price for the last quarter of the financial year, from 2 June 2025 to 31 August 2025. No part of the gain is attributable to share price appreciation. For 2024, José Antonio Ramos Calamonte received two award grants; one for his role as Chief Commercial Officer and the other when appointed Chief Executive Officer. The 2024 figures have been adjusted to reflect the share price of £3.3592 on 8 November 2024, the date the shares were released (previously reported as £15,216 for José Antonio Ramos Calamonte).
4 Aaron Izzard was appointed as Chief Financial Officer (CFO) from 1 July 2025 with a base salary of £350,000 and a £12,500 flex allowance and 5% pension.
5 Dave Murray served on the Board from 29 April 2024 to 30 June 2025. He remained employed until 30 September 2025. His FY24 remuneration covers the period from 29 April 2024 to 1 September 2024, and the FY25 calculation relates to the period from 2 September 2024 to 30 June 2025.
6 The taxable expenses include travel and other expenses related to the Directors' role and have been grossed up for tax, where applicable to those Directors who reside outside of the UK.
7 Jørgen Lindemann waived his fees with effect from 1 August 2025 until the point he steps down from the Board as a gesture of goodwill to the Company.
8 William Barker was appointed as Deputy Chair on 31 July 2025 and continues to waive his fees in full.
9 In FY24 Wei Gao received additional fees of £160,000 in addition to her Committee fees for additional services provided to the Company under her Non-executive Director Letter of Appointment. The Board confirmed that the additional services provided did not impair Wei's independence under the UK Corporate Governance Code.
10 Nick Robertson donated all of his base service fee and his additional fee to the ASOS Foundation.

Annual bonus for the period ended 31 August 2025 (audited)

The annual bonus plan for the year ended 31 August 2025 was based on the following performance measures:

	Weighting	Threshold (15%)	Target (60%)	Maximum (100%)	Performance achieved	Outcome
Financial measure	75%					
AEBITDA, less capex[1,] and leases		£(27.5m)	£(12.5m)	£17.5m	£(27.6m)	–
Strategic measures	25%					
Average stock cover (weeks)		19.1	17.1	15.2	18.1	36.53%
Adjusted gross margin		47.4%	47.9%	49.0%	47.1%	–
LFL cost to serve[1,]		41.3%	40.8%	40.3%	41.6%	–
Total of strategic measures						12.18%
Combined outcome before exercise of discretion						3.04%
Combined outcome after exercise of discretion						0%

1 These measures were adjusted to reflect the impact of changes in the business after the initial targets were set, including the mothballing of Atlanta, as agreed by the Committee.

The measures for the annual bonus for FY25 were based on 75% Financial, adjusted earnings before interest, tax, depreciation, amortisation (AEBITDA) less FY25 capital expenditure (capex) and leases and 25% Strategic (average stock cover, adjusted gross margin and adjusted cost to serve – each with an equal 33% weighting) measures. Whilst the business has made significant progress throughout FY25 and the mechanical outcome of the scheme would have resulted in an annual bonus achievement of 4.56% of base salary (representing 3.04% of the potential maximum opportunity) for the Executive Directors, the Committee exercised its discretion and determined that no bonus would be payable to them for FY25.

FY23 ALTIS awards vesting for performance to 31 August 2025 (audited)

The ALTIS awards with a performance period ending on 31 August 2025 are due to vest on 31 October 2025. These awards were based on Revenue Growth (30%), EPS Growth (30%), Relative TSR (25%) and ESG (15%) over the three-year period to 31 August 2025. The performance targets and level of achievement against those targets were as follows:

Measures	Weighting	Targets	Percentage vesting	Actual achievement	Vesting
Revenue Growth	30%	Below 2.1%	0%	(14.4%)	0%
		2.1%	25%		
		Between 2.1% and 8%	Between 25% and 100%		
		8% or above	100%		
EPS Growth	30%	Below 61.2p	0%	(35.2)p[1]	0%
		61.2p	25%		
		Between 61.2p and 128.8p	Between 25% and 100%		
		128.8p or above	100%		
Relative TSR	25%	Below median	0%	Below median	0%
		At median	25%		
		Between median and upper quartile	Between 25% and 100%		
		At or above upper quartile	100%		
ESG	15%	No progress	0%		
		Limited progress	25%		
		Progress	Between 25% and 100%	Considerable Progress	10.2%[2]
		All targets achieved	100%		
				Total	**10.2%**

1 Consistent with the approach taken in previous years, actual performance for the diluted EPS condition has been assessed using an adjusted loss before tax of £98.2m and an adjusted tax rate. Reconciliations between statutory measures and their associated Alternative Performance Measures can be found on pages 175 to 178.
2 The Sustainability Committee reviewed progress against the ESG targets originally established under the FY23 ALTIS. In view of the significant changes to the operating environment and regulatory landscape, ASOS' Fashion with Integrity (FWI) Strategy was updated in FY25, as reported in last year's Annual Report. The Committee therefore assessed progress against the revised FY25 strategy and its associated targets and commitments. Reflecting the progress made, the Sustainability Committee recommended an ESG vesting level of 10.2% out of a maximum 15%, which was approved by the Remuneration Committee.

Directors' Remuneration Report cont.

Details of vesting

Executive Director	Number of shares granted	Number of shares vesting[1]	Date of vesting	Value of awards vesting[1]
José Antonio Ramos Calamonte	271,739	27,717	31.10.25	£87,096
Aaron Izzard[2]	12,335	1,258	31.10.25	£3,953

1 Based on a share price of £3.1423, being the average share price for the last quarter of the financial year, from 2 June 2025 to 31 August 2025, as is normal practice.
2 Aaron Izzard was appointed Chief Financial Officer (CFO) on 1 July 2025. The ALTIS award scheduled to vest on 31 October 2025 relates to a grant made during his former position as Director of Group Finance, prior to joining the Board.

Dave Murray had not joined the Company at the time the FY23 ALTIS award was granted.

Value Creation Plan awards granted in the year (audited)

As reported last year, a new Value Creation Plan (VCP) was approved by shareholders at a General Meeting of the Company on 20 August 2024. 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"), which will be equal to 5.5% of the growth in value of the Company above a reference threshold value of £6.70 per share ("Threshold Value").

During FY25, two types of Awards were granted in the form of nil-cost options as follows:

(i) Awards to Executive Directors "Executive Awards" which will vest in two equal tranches (each in respect of 50% of the Participant Allocation) on each of the fourth and fifth anniversary of the date of the General Meeting.

(ii) Awards to other participants "Employee Awards" which will vest in three equal tranches (each in respect of one-third of the Participant Allocation) on the third, fourth and fifth anniversaries of the date of the General Meeting.

Once vested, a participant can exercise their VCP award at quarterly exercise dates with the amount due calculated by reference to the prior 90-day average share price, providing the Threshold Value has been met in that 90-day period, and with that monetary amount converted into ordinary shares in the Company using the prior average three-day closing share price at or shortly prior to such exercise. Therefore the number of shares granted and face value of the awards are not yet known.

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 ("Group adjusted EBITDA less maintenance capital expenditure") for the financial year ending 31 August 2029 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 the Group Free Cash Flow below £135m and above £215m.

Further information regarding the VCP is set out in the Notice of General Meeting dated 2 August 2024 which is available to view at asosplc.com.

The table below sets out the VCP awards granted to Executive Directors during the year:

Executive Director	Date of grant	Type of plan	Basis of award	Number of shares granted	Face value of award	% vesting for threshold performance	Vesting date
José Antonio Ramos Calamonte[1]	11.11.24	Value Creation Plan	15% of the Pool	n/a	n/a	n/a	20.08.28-20.08.29
Dave Murray[2]	11.11.24	Value Creation Plan	8% of the Pool	n/a	n/a	n/a	20.08.28-20.08.29
Aaron Izzard[3]	11.11.24	Value Creation Plan	1% of the Pool	n/a	n/a	n/a	20.08.27-20.08.29
Aaron Izzard[4]	01.07.25	Value Creation Plan	5% of the Pool	n/a	n/a	n/a	20.08.28-20.08.29

1 José Antonio Ramos Calamonte was granted an Executive Award.
2 Dave Murray was granted an Executive Award. The award was pro-rated to 2.3% based on his time in his role as CFO in the performance period. The award vested on 30 June 2025 and is exercisable during a six-month period in accordance with the VCP scheme rules.
3 Aaron Izzard was granted an Employee Award on 11 November 2024 relating to his position as Director of Group Finance, with a participant allocation of 1% of the Pool.
4 Upon appointment as CFO on 1 July 2025, Aaron Izzard was granted an Executive Award with a participant allocation of an additional 5% of the Pool.

ASOS Deferred Bonus Plan Grants

Executive Director	Date of grant	Type of plan	Basis of award	Number of shares granted	Face value of award	% vesting for threshold performance	Vesting date
José Antonio Ramos Calamonte	06.12.24	Deferred Bonus Plan[1]	50% of annual bonus earned[2]	459	£1,685	n/a	06.12.27
Dave Murray[3]	06.12.24	Deferred Bonus Plan[1]	50% of annual bonus earned[2]	105	£385	n/a	06.12.27

1 The grant price for the deferred bonus award refers to the 30-day average mid-market quotation of £3.6702. Awards are granted as conditional shares at nil cost.
2 Consistent with the Policy, the first 50% of bonus awarded to Executive Directors is delivered in cash. Any bonus amount exceeding 50% of base salary is paid equally, with 50% paid in cash and 50% delivered in shares to be deferred for three years. For FY25, this resulted in a small deferred share award which was granted to the two Executive Directors on 6 December 2024 to the value of £1,685 for José Antonio Ramos Calamonte and £385 for Dave Murray under the terms of the Deferred Bonus Plan 2022 rules.
3 See payments for loss of office below.

ASOS Sharesave Plan

Executive Director	Date of grant	Type of plan	Basis of award	Number of shares granted	Face value of award	% vesting for threshold performance	Vesting date
José Antonio Ramos Calamonte	06.12.24	Sharesave[1]	n/a	6,374	£24,655	n/a	01.01.28 - 30.06.28
Dave Murray[2]	06.12.24	Sharesave[1]	n/a	6,374	£24,655	n/a	01.01.28 - 30.06.28

1 The exercise price for the Sharesave plan is £2.91. The face value of the award is calculated using the closing share price on the date of grant of £3.8680. Sharesave awards, consistent with the legislation under which they operate, are not subject to performance conditions and are linked to continued savings under a three-year savings plan so the vesting date in the above table relates to the period over which these are expected to be exercisable.
2 See payments for loss of office below.

Payments for loss of office

Dave Murray stepped down from his role as CFO on 30 June 2025, and remained employed with the Company until 30 September 2025 to ensure an orderly handover period.

Dave Murray's remuneration arrangements on departure are in line with the leaver treatment set out in the Remuneration Policy and are summarised as follows:

- Dave Murray received his usual salary, pension and benefits until 30 September 2025 and thereafter received an amount in lieu of his salary for the balance of his 12-month notice period.
- The Committee resolved to treat Dave Murray as a good leaver for the purpose of his outstanding long-term incentives. His outstanding FY24 ALTIS award, granted on 29 April 2024, was pro-rated based on time spent in his role as CFO and will vest subject to the satisfaction of applicable performance conditions on the normal vesting date, 31 October 2026. Dave's outstanding FY24 DBP award, granted on 6 December 2024, was pro-rated and will vest on the normal vesting date. Dave's VCP Executive Award granted on 11 November 2024 was pro-rated to 2.3% and vested on his departure from the Board on 30 June 2025. The award is exercisable during a six-month period in accordance with the VCP scheme rules and will, therefore, only deliver value to him if the share price exceeds an average 90-day value of £6.70 in that period.
- Dave Murray's 2024 SAYE options were cancelled and his savings were returned to him.
- Dave Murray received an ex-gratia compensation amount of £70,000 in settlement of any potential claim he may have against the Company and was eligible to have expenses paid on his behalf in relation to legal fees up to £3,000.

Details of payments and entitlements made to Dave Murray following his stepping down from the Board on 30 June 2025 and until he left employment on 30 September 2025, are set out below:

Base salary	£118,750
Pension	£5,938
Benefits[1]	£29,636
Payment in lieu of notice period	£356,250
Ex-gratia payment	£70,000
Legal costs	£3,000
Total	**£583,574**

1 The benefits include a payment in lieu of 13.5 days of accrued holiday, which remained outstanding and were paid to Dave Murray upon termination. The total cost associated with the accrued holiday is £25,655.

Date of grant	Number of shares subject to award	Number of shares pro-rated	Vesting date
29.04.24	245,515	123,045[1]	31.10.26
06.12.24	105	20[2]	06.12.27

1 Dave Murray's FY24 ALTIS award, granted on 29 April 2024, was pro-rated based on time spent in his role as CFO and will vest subject to the satisfaction of applicable performance conditions on the normal vesting date, 31 October 2026.
2 Dave Murray's outstanding FY24 DBP award, granted on 6 December 2024, was pro-rated to 30 June 2025 and will vest on the normal vesting date.

There were no other payments made for loss of office during the year to 31 August 2025.

Payments to past Directors (audited)

Except as detailed above, no further payments were made to any former Directors during the year ended 31 August 2025.

Directors' Remuneration Report cont.

Directors' interests in share plans (audited)

Director	Share option scheme	Date of grant	2 September 2024 (no. of shares)	Granted during the year to 31 August 2025 (no. of shares)	Lapsed during the year to 31 August 2025 (no. of shares)	Vested during the year to 31 August 2025 (no. of shares)	As at 31 August 2025 (no. of shares)	Exercise price (pence)	Vest date/ period
José Antonio Ramos Calamonte	ALTIS[1]	02.11.21	21,433	–	19,288	2,145	–		31.10.24
	ALTIS[1]	02.06.22	20,612	–	18,550	2,062	–		31.10.24
	ALTIS[1]	28.11.22	271,739	–	–	–	271,739		31.10.25
	ALTIS[1]	31.01.24	481,150		–	–	481,150		31.10.26
	Deferred Bonus Plan[2]	06.12.24	–	459	–	–	459		06.12.27
	SAYE[3]	06.12.24	–	6,374	–	–	6,374	291	01.01.28-30.06.28
Dave Murray[4]	ALTIS[1]	29.04.24	245,515	– –	122,470	–	123,045		31.10.26
	Deferred Bonus Plan[2]	06.12.24	–	105	85	–	20		06.12.27
	SAYE[3]	06.12.24	–	6,374	–	–	6,374	291	01.01.28-30.06.28
Aaron Izzard	ALTIS[1]	28.11.22	12,335	–	–	–	12,335		31.10.25
	RSU[5]	25.04.24	20,141	–	–	–	20,141		29.04.26
	ALTIS[1]	31.01.24	12,462	–	–	–	12,462		31.10.26
	RSU[6]	31.01.24	6,231	–	–	–	6,231		31.10.26

1 Conditional award of shares under the rules of the ASOS Long-Term Incentive Scheme (ALTIS). Performance conditions for those awards are set out in the relevant Directors' Remuneration Report for the year of grant.

2 On 6 December 2024, José Antonio Ramos Calamonte and Dave Murray were granted conditional share awards under the ASOS Plc Deferred Bonus Plan 2022 in accordance with the Company's Directors' Remuneration Policy. The grant price for the deferred bonus award refers to the 30-day average mid-market quotation of £3.6702. Awards were granted as conditional shares at nil cost.

3 ASOS operates a Save As You Earn Scheme available to all UK employees. José Antonio Ramos Calamonte and Dave Murray participated in the ASOS Plc Sharesave Plan 2022 ("SAYE"). Employees were invited to subscribe for options ("Options") over the Company's ordinary shares which were granted on 6 December 2024 at an exercise price of £2.91 in accordance with the terms of the 2024 SAYE plan. This represents a discount of 20% from the average mid-market closing price for the Company's ordinary shares on the three business days from 13 November 2024 to 15 November 2024, prior to the invitation made to all eligible employees on 18 November 2024. The awards are typically exercisable within six months following the completion of the contract.

4 Dave Murray received a FY24 ALTIS grant partway through the performance period, pro-rated to his start date. See page 103 Payments for loss of office for further information on updated status of awards.

5 Prior to his appointment to the Board as an Executive Director, on 25 April 2024 Aaron Izzard was granted a Restricted Stock Unit (RSU) Award in the form of a conditional award of shares under the rules of the ASOS Long-Term Incentive Scheme. Vesting is subject to continued employment and satisfactory individual performance.

6 Aaron Izzard received a FY24 Restricted Stock Unit (RSU) Award in the form of a conditional award of shares under the rules of the ASOS Long-Term Incentive Scheme. Vesting is subject to continued employment and satisfactory individual performance. In addition, Company performance conditions must be met requiring sustained strategic progress and profitability defined as a positive Profit Before Tax in FY26.

The table detailing Directors' interests in share plans excludes awards granted under the Value Creation Plan (VCP). Further information regarding the VCP awards granted in FY25 to each Executive Director can be found on page 102.

Directors' shareholdings (audited)

The Directors who held office on 31 August 2025 had the following interests, including "Person Closely Associated" interests, in the shares of ASOS Plc. A shareholding guideline is in place for the Executive Directors; this is 200% of salary. A post-employment shareholding guideline is also in place, whereby normally the full in-employment guideline must be held for one year following stepping down from the Board, and half the in-employment guideline for the second year following stepping down from the Board. The table below details the number of shares held by each Executive Director and Non-executive Director who served on the Board during the year ending 31 August 2025:

		With performance conditions/ underpins	Without performance conditions			
Director	**Beneficially owned as at 31 August 2025**	**Outstanding awards as at 31 August 2025 (Performance Share Plan/ Restricted Stock Unit)**	**Outstanding awards as at 31 August 2025 (Deferred Bonus Plan)**	**Outstanding awards as at 31 August 2025 (Restricted Stock Unit)**	**Outstanding awards as at 31 August 2025 (Sharesave)**	**Shareholding guideline met**
José Antonio Ramos Calamonte	26,538	752,889	459	N/A	6,374	No
Aaron Izzard[1]	5,809	31,028	N/A	20,141	N/A	No
Jørgen Lindemann	130,052	N/A	N/A	N/A	N/A	
William Barker[2]	18,390,264	N/A	N/A	N/A	N/A	
Christine Cross	N/A	N/A	N/A	N/A	N/A	
Wei Gao	N/A	N/A	N/A	N/A	N/A	
Jose Manuel Martínez Gutiérrez	N/A	N/A	N/A	N/A	N/A	
Marie Gulin-Merle	N/A	N/A	N/A	N/A	N/A	
Natasja Laheij	N/A	N/A	N/A	N/A	N/A	
Nicholas Robertson	2,636,025	N/A	N/A	N/A	N/A	
Anna Maria Rugarli	N/A	N/A	N/A	N/A	N/A	

1 Aaron Izzard was appointed as Chief Financial Officer on 1 July 2025.
2 William Barker is the founder and CEO of Camelot Capital Partners LLC ("Camelot Partners") which, as at the date of this report, held 18,390,264 shares in the Company.

The table below details the number of shares held by Dave Murray, former Executive Director and CFO, who served on the Board up til 30 June 2025:

		With performance conditions	Without performance conditions			
Former Director	**Beneficially owned as at 30 June 2025**	**Outstanding awards as at 30 June 2025 (Performance Share Plan)**	**Outstanding awards as at 30 June 2025 (Deferred Bonus Plan)**	**Outstanding awards as at 30 June 2025 (Restricted Stock Unit)**	**Outstanding awards as at 30 June 2025 (Sharesave)**	**Shareholding guideline met**
Dave Murray[1]	5,800	123,045	20	–	6,374[2]	No

1 Dave Murray stepped down from the Board on 30 June 2025.
2 Dave Murray's Sharesave scheme lapsed following the termination of his employment on 30 September 2025.

The tables detailing Directors' shareholdings excludes any potential interest under the Value Creation Plan (VCP) as it is not capable of calculation. Further information regarding the VCP awards granted in FY25 to each Executive Director can be found on page 102.

There were no other changes to the Directors' share interests between 2 September 2024 and 31 August 2025.

Pay gap reporting

Diversity continues to be a key area of focus for ASOS, where we published our most recent Gender and Ethnicity Pay Gap report in April 2025. Our UK gender pay gap is not a symptom of unequal pay for equal work amongst men and women, but reflects the fact that there are more men than women in senior roles and more women than men in junior roles. We continue to work towards our FWI targets of achieving 50% female and 15% ethnically diverse representation across our Senior Leadership Team by FY30. Over the past year, we've made significant progress, where we are now at 47% female leadership representation and have surpassed our ethnically diverse target, reaching 17%.

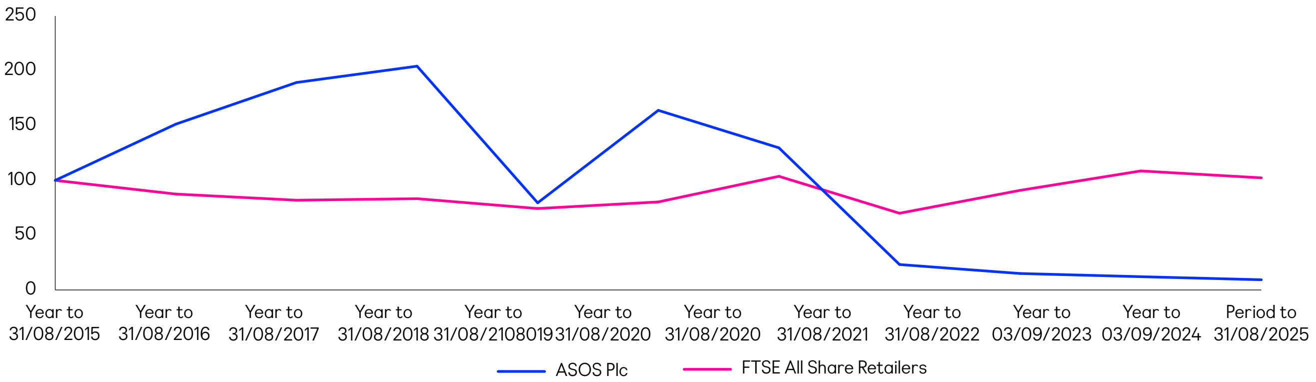
All our FWI reports and policies, including our Gender and Ethnicity Pay Gap report, can be found at asosplc.com/fashion-with-integrity/reports-and-policies/.

Performance and CEO remuneration comparison

This graph shows the value, by 31 August 2025, of £100 invested in ASOS Plc on 31 August 2015 compared with that of £100 invested in the FTSE All-Share Retailers Indices. These indices are relevant to the Company in terms of size and sector respectively, and between them they show the Company's performance against both the broader market and the retail sector. The other points plotted are the values at the intervening financial period ends.

Directors' Remuneration Report cont.

Total Shareholder Return index (31 August 2015= 100)



CEO remuneration history

The table below sets out the remuneration data for Directors undertaking the role of CEO during each of the past ten financial years.

	Year to 31 August 2016[1]	Year to 31 August 2017	Year to 31 August 2018	Year to 31 August 2019	Year to 31 August 2020	Year to 31 August 2021	Year to 31 August 2022[2]	Year to 3 September 2023	Year to 1 September 2024[3]	Year to 31 August 2025
Total remuneration (£)	1,199,520	3,072,259	2,904,614	848,487	1,730,323	1,726,859	252,782	814,858	1,171,611	905,290
Annual bonus %[4]	70.0%	65.0%	–	–	93.7%	89.9%	0%	0%	33.6%	0%
Long-term incentive %[5]	–	99.1%	100%	27.0%	31.2%	38.1%	11%	0%	10%	10.2%

1 Nick Robertson stepped down as CEO and was succeeded by Nick Beighton on 1 September 2015.
2 During the year to 31 August 2022, Nick Beighton stepped down as CEO on 11 October 2021 and José Antonio Ramos Calamonte was appointed CEO on 16 June 2022, therefore this column shows the remuneration Nick Beighton received between 1 September 2021 and 11 October 2021 (£97,080) and the remuneration José Antonio Ramos Calamonte received between 16 June 2022 and 31 August 2022 (£155,702). José Antonio Ramos Calamonte had not joined the Company when the FY20 ALTIS was awarded. No bonus was paid in FY22.
3 The total for the year to 1 September 2024 has been updated consistently with the disclosure on page 100.
4 Annual bonus percentage figure shows the percentage of the individual's maximum bonus percentage related to the bonus scheme for that financial year.
5 Long-term incentive percentages show the percentage of the award that vested where the performance period ends in that financial year.

Percentage change in Directors' remuneration

The table below shows the percentage change in the Directors' salary/fees, benefits and annual bonus over the last four years, compared with all employees of ASOS. This is a voluntary disclosure as no employees are directly employed by ASOS Plc.

	FY25			FY24			FY23			FY22			FY21		
% change	**Salary/ fees[1]**	**Benefits[2]**	**Bonus[3]**	**Salary/ fees**	**Benefits[2]**	**Bonus**	**Salary/ fees**	**Benefits[2]**	**Bonus**	**Salary/ fees**	**Benefits[2]**	**Bonus**	**Salary/ fees**	**Benefits[2]**	**Bonus**
All employees	1%	3%	-100%	0%	3%	100%	9%	8%	0%	13%	-5%	-100%	16%	38%	8%
Executive Directors															
José Antonio Ramos Calamonte	4%	-14%	-100%	2%	-41%	100%	457%	217%	–	–	–	–	–	–	–
Aaron Izzard[4]	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–
Non-executive Directors[1]															
Jørgen Lindemann[5]	-8%	180%	–	-1%	-91%	–	370%	81%	–	–	–	–	–	–	–
William Barker	-	-	–	–	–	–	–	–	–	–	–	–	–	–	–
Christine Cross[6]	164%	40%	–	–	–	–	–	–	–	–	–	–	–	–	–
Wei Gao[7]	-72%	39%	–	519%	-13%	–	0%	–	–	–	–	–	–	–	–
Jose Manuel Martínez Gutiérrez	2%	-38%	–	160%	185%	–	0%	–	–	–	–	–	–	–	–
Natasja Laheij	7%	100%	–	174%	0%	–	0%	–	–	–	–	–	–	–	–
Marie Gulin-Merle	0%	32%	–	76%	274%	–	0%	–	–	–	–	–	–	–	–
Nick Robertson	0%	0%	–	-1%	0%	–	3%	0%	–	4%	-100%	–	–	–	–
Anna Maria Rugarli	0%	306%	–	413%	100%	–	0%	–	–	–	–	–	–	–	–
Former Directors															
Dave Murray[8]	142%	211%	-100%	–	–	–	–	–	–	–	–	–	–	–	–

1 No changes were made to the base fee for Non-executive Directors. The slight increase in Salary/Fees in FY25 for all employees is primarily attributable to the reduction in average headcount. The calculation is derived from the total salary of ASOS employees (excluding bonuses) divided by the average number of employees for FY24 and FY25 respectively.
2 Once COVID-19 social and travel restrictions started to lift, Board and Committee meetings were held in person leading to an increase in Director travel and other expenses from FY21 onwards.
3 No payments were made under the Group annual bonus in FY25. Some employees received payments under other bonus schemes, however as this was only a small population of the wider Group, this payment has been excluded from this calculation to allow for meaningful comparison year-on-year. No bonus was paid in FY22 or FY23.

4 Aaron Izzard was appointed as Chief Financial Officer (CFO) from 1 July 2025.
5 Jørgen Lindemann waived his fees with effect from 1 August 2025 until the point he steps down from the Board as a gesture of goodwill to the Company.
6 Christine Cross was appointed on 16 April 2024, part way through FY24, therefore her FY24 single figure showed part-year data.
7 In FY24, Wei Gao received additional fees of £160,000 in addition to her Committee fees for additional services provided to the Company under her Non-executive Director Letter of Appointment. The Board confirmed that the additional services provided did not impair Wei's independence under the UK Corporate Governance Code.
8 Dave Murray stepped down from the Board on 30 June 2025. His FY24 remuneration covers the period from 29 April 2024 to 1 September 2024, and the FY25 calculation relates to the period from 2 September 2024 to 30 June 2025.

CEO pay ratio

The table below shows the ratio of the total remuneration paid to the CEO for FY25 against the upper quartile, median and lower quartile full-time equivalent remuneration of ASOS UK employees. This is the sixth year of reporting a pay ratio and data from the last four financial year periods is shown for comparison.

	Method	P25	P50	P75
FY25	**Option C**	**26:1**	**16:1**	**11:1**
FY24	Option C	34:1	20:1	15:1[2]
FY23	Option C	26:1	16:1	11:1
FY22[1]	Option C	9:1	5:1	4:1
Full-year equivalent FY22[1]	Option C	29:1	17:1	11:1
FY21	Option C	68.1	35.1	25.1

1 The first calculation for FY22 uses the total remuneration paid to Nick Beighton between 1 September 2021 and 11 October 2021 and the total remuneration paid to José Antonio Ramos Calamonte between 16 June 2022 and 31 August 2022. There was a period during the financial year, between 12 October 2021 and 15 June 2022, that the Company did not have a CEO, therefore the second calculation (full-year equivalent FY22) provides the ratios as if José Antonio Ramos Calamonte had been CEO for the full financial year.
2 For FY24 the P75th employee is part-time at 80% FTE and where applicable, the base salary and other elements of their package that form their total remuneration was uplifted to 100% FTE.

The Company has chosen Option C as it enabled the use of readily available data that was current to ASOS' year end. The employees at P25, P50 and P75 were identified based on salaries at 31 August 2025 where their total remuneration was calculated to include salary, benefits, flex allowance and pension as at that date, plus FY25 bonus outturns (all three employees are outside the ALTIS population). No omissions, estimates or adjustments were included in the calculation.

The total remuneration of these individuals and a small number of others positioned around each quartile were compared to determine whether the employees at P25, P50 and P75 were most representative of pay levels at these quartiles. Based on that review of similarly ranked roles, the remuneration of all three individuals was deemed to be representative of the relevant quartile.

The base salary and total remuneration for the employees used in the above calculations are as follows:

	P25	P50	P75
Base salary	£31,611	£48,250	£70,856
Total remuneration	£34,343	£58,136	£79,265

The Committee is satisfied that the median pay ratio for FY25 is consistent with the Group's wider policies on employee pay, reward and progression. Executive Directors receive a greater proportion of their remuneration in elements tied to performance, including participation in the ALTIS, which operates at the most senior levels. This means that the pay ratio will largely vary due to incentive outcomes each year. The pay ratio for FY25 has been lower than in the year prior due in part to a nil payout on the annual bonus, compared to a payout in the year prior.

Relative importance of spend on pay

The following table shows ASOS' actual spend on pay (for all employees) relative to loss before tax. This has been used as a comparison as this is a key metric that the Board considers when assessing the Company and Group's performance. To date, no dividend has been paid by ASOS Plc and there is no intention to pay a dividend at this stage as all monies are being retained in the business for future investment.

Staff costs (£m)[1]

-1.3%

1 The above includes capitalised staff costs and excludes share-based payments charge.

Loss before tax (£m)[2]

25.8%

2 See consolidated income statement for more information.

Directors' dates of appointment

Both of the Executive Directors have a rolling service contract with an indefinite term, but a fixed period of notice of termination. The services of any Executive Director may be terminated on a maximum of 12 months' notice by the Company or the individual. Our usual approach to remuneration when an Executive Director leaves is explained in our Policy.

Name	Date of appointment	Notice period	Total length of service as at 31 August 2025
José Antonio Ramos Calamonte	16 June 2022	12 months	3 years 2 months
Aaron Izzard	1 July 2025	12 months	2 months

Directors' Remuneration Report cont.

All Non-executive Directors have letters of appointment in place with remaining terms as follows, subject to reappointment at the Company's Annual General Meeting:

Name	Date of appointment	Notice period	Appointment end date in accordance with letter of appointment[1]	Total length of service as at 31 August 2025
Jørgen Lindemann[2]	1 November 2021	3 months	21 November 2025	3 years 9 months
William Barker	20 September 2023	3 months	19 September 2026	1 year 11 months
Christine Cross	16 April 2024	3 months	15 April 2027	1 year 4 months
Wei Gao	1 February 2023	3 months	31 January 2026	2 years 6 months
Jose Manuel Martínez Gutiérrez	11 April 2023	3 months	10 April 2026	2 years 4 months
Natasja Laheij	11 April 2023	3 months	10 April 2026	2 years 4 months
Marie Gulin-Merle	1 February 2023	3 months	31 January 2026	2 years 6 months
Nicholas Robertson[3]	6 June 2000	3 months	31 August 2027	25 years 2 months
Anna Maria Rugarli	26 June 2023	3 months	25 June 2026	2 years 2 months

1 All Non-executive Directors' appointments are subject to their re-election at the AGM each year.
2 Jørgen Lindemann will step down from the Board with effect from release of FY25 results on 21 November 2025.
3 Nick Robertson is the Founder and former CEO of ASOS. He stepped down from the role of CEO and assumed the role of Non-executive Director on 1 September 2015.

All Directors' contracts/letters of appointment are available to view at the Company's registered office.

Overview of Remuneration Committee

Composition of the Remuneration Committee

The Remuneration Committee currently comprises four Independent Non-executive Directors: Christine Cross (Chair), Marie Gulin-Merle, Natasja Laheij and Jose Manuel Martínez Gutiérrez.

Members of the management team, as well as the Committee's advisors, are invited to attend meetings as appropriate, unless there is a potential conflict of interest. The remuneration of Executive Directors and Non-executive Directors other than the Chair, is determined by the Chair of the Board.

Committee composition and effectiveness

Details of the Committee's experience can be found on pages 70 to 73.

As detailed on page 80, an internal Board and Committee effectiveness review was carried out at the end of FY25. Overall, the Remuneration Committee is thought to be well constructed and well run. The Committee believes the annual cycle of work, the agendas, time spent on topics and discussions at meetings to be good or excellent. To ensure that the Company's remuneration structures remain competitive and fit for purpose, it was agreed to arrange training on recent remuneration trends and benchmarking to ensure market competitiveness and to keep up to date with regulatory and legislative developments.

Advisors to the Remuneration Committee

The Committee has engaged the external advisors listed below to help meet its responsibilities.

Committee advisor

- In 2024, the Committee appointed FIT Remuneration Consultants LLP as its independent advisors, having demonstrated the most recent and relevant experience across similar public listed company and shareholder constructs, including substantive experience in VCP design and implementation. FIT Remuneration Consultants LLP are signatories to the Remuneration Consultants' Code of Conduct, and the Committee is satisfied that the advice that it receives is objective and independent. Total fees for advice provided to the Committee were £41,850 in the period to 31 August 2025 on a time and materials basis. The FIT Remuneration Consultants LLP engagement partner and advisory team that provide remuneration advice to the Committee do not have any connections with the Group or individual Directors that may impair their independence.
- When required, ASOS also sought advice on remuneration matters from Slaughter and May and Lewis Silkin, covering reward and legal matters respectively. As a matter of course, the Committee also received advice and assistance as needed from our Executive Vice President People, Communications and Strategy, Reward, DEI and Operations Director, General Counsel & Company Secretary and Executive Directors.

Key areas of focus for the year ahead

- Engage with shareholders in relation to our approach to remuneration for FY26.
- Review and approve any salary increases for Management Committee members.
- Determine FY26 annual bonus outcome and FY24 ALTIS awards vesting.
- Approve any bonus, ALTIS or other awards intended to operate during FY27.
- Review market trends and latest best practice for remuneration structures.
- Continue to monitor regulatory and legislative developments.
- Review the Company's retirement benefit schemes.

Directors' Report

The Directors present their report, together with the audited financial statements, for the year ended 31 August 2025.

Results and dividends

The Group's results for the period ended 31 August 2025 are set out on pages 124 to 178.

The Directors do not recommend the payment of a dividend (2024: £nil).

Strategic Report

This is set out on pages 12 to 62 of the Annual Report and includes an indication of likely future developments.

Corporate governance

For the purposes of Disclosure Guidance and Transparency Rules (DTR) 7.2.3, our Corporate Governance Statement setting out how the Company has complied with the UK Corporate Governance Code 2018 (the "Code") can be found on page 76. A description of the composition and activities of the Board and its Committees, including our approach to diversity, is set out on pages 76 and 83. A full version of the Code is available from the Financial Reporting Council website at frc.org.uk.

Significant events since the end of the financial period

Information on post-balance sheet events can be found in note 29 to the financial statements on page 167.

Share capital

The issued share capital of the Company as at 20 November 2025, being the last practicable date prior to this report, was 119,519,975 ordinary shares of 3.5 pence each. Details of the authorised and issued share capital, together with the details of shares issued during the period to 31 August 2025, are shown in Note 25 to the financial statements.

As far as the Company is aware, there are no restrictions on the voting rights attaching to the Company's ordinary shares and the Company is not aware of any agreements which may result in restrictions in the transfer of securities or voting rights.

No securities carry any special rights.

Powers for the acquisition of the Company's own shares

The Company was also authorised by shareholders at the Annual General Meeting (AGM) on 22 January 2025 to replace the existing authority (as granted by shareholders at the AGM held on 7 February 2004) to purchase its own shares in the market up to a maximum of 10% of the issued share capital of the Company (excluding treasury shares). No shares were bought back under this authority during the financial period to 31 August 2025. This is a standard authority which is renewable annually and the Directors will be seeking to renew this authority at the next AGM.

Directors and their interests

The following Directors have held office since 2 September 2025 and up to the date of this report:

Name	Date of appointment
Jørgen Lindemann[1]	1 November 2021
William Barker	20 September 2023
José Antonio Ramos Calamonte	16 June 2022
Christine Cross	16 April 2024
Wei Gao	1 February 2023
Marie Gulin-Merle	1 February 2023
Aaron Izzard	1 July 2025
Natasja Laheij	11 April 2023
Jose Manuel Martínez Gutiérrez	11 April 2023
Nick Robertson	6 June 2000
Anna Maria Rugarli	26 June 2023
Dave Murray	29 April 2024 (resigned 30 June 2025)

1 Jørgen Lindemann, who was appointed on 1 November 2021, will step down from the Board on 21 November 2025.

Directors' biographies as at the date of this report are set out on pages 70 to 73.

The general powers of the Directors are contained within UK legislation and the Company's Articles of Association (the "Articles"). The Directors are entitled to exercise all powers of the Company, subject to any limitations imposed by the Articles or applicable legislation.

The appointment and retirement of Directors is governed by the Company's Articles of Association, the UK Corporate Governance Code, the Companies Act 2006 and other related legislation.

The interests of the Directors, and their persons closely associated, in the share capital of the Company as at 31 August 2025, along with details of Directors' share awards, are contained in the Directors' Remuneration Report on pages 104 to 105. At no time during the period did any of the Directors have a material interest in any significant contract with ASOS or any of its subsidiaries.

We maintain Directors' and Officers' liability insurance which gives appropriate cover for any legal action brought against its Directors. This was in place throughout the period and up to the date of approval of the financial statements. The Group has also provided an indemnity for its Directors and Officers, which is a qualifying third-party indemnity provision for the purposes of Section 234 of the Companies Act 2006, throughout the period and up to the date of this report.

Directors' Report cont.

Articles of Association

Our Articles of Association can only be amended by special resolution of the shareholders and are available for inspection on our website at asosplc.com.

Branches

The Group has a branch of ASOS.com Limited registered in the Netherlands. Further details are provided on pages 174, together with a full list of Group subsidiaries.

Substantial shareholders

As at 30 October 2025, being the last practicable date prior to this report, the Company was aware of the following interests in 3% or more of its ordinary share capital:

Major shareholder	Holding	As a % of issued shares
Aktieselskabet at 5.5.2010	34,675,323	29.01
Frasers Group Plc	26,200,414	21.92
Camelot Partners LLC	18,391,264	15.39
Schroders Plc	6,170,569	5.16

Employees with disabilities

We are an inclusive employer and continue to belong to the Disability Confident scheme. We are committed to taking the right steps in ensuring our recruitment, training and development processes and culture remain accessible for people with disabilities.

We operate with a diverse sourcing approach, fully embedded into our Talent Acquisition team's recruitment process, offering guaranteed interviews to any candidates with disabilities or neurodiverse conditions, who meet the minimum eligibility criteria for the role. Along with creating more inclusive job advertisement templates, we've launched hiring manager training to support those making recruitment decisions in understanding inclusive best practice, including around biases, within a candidate's interview process.

See pages 38 to 41 for more information.

Research and development

The Group undertakes research and development activities in relation to software development. The deferred tax impact on research and development tax relief claimed on qualifying spend is disclosed in note 9 to the financial statements on page 140.

Political donations

No political donations have been made during this financial period (2024: £nil).

Annual General Meeting

A separate circular providing the Notice of Annual General Meeting and details of the resolutions to be put to the meeting will be sent to shareholders in due course and will be available to view on asosplc.com.

Statement on disclosure of information to auditors

The Directors confirm that, so far as each is aware, there is no relevant audit information of which the Group's auditors are unaware. Each of the Directors has taken all the steps he or she should have taken as a Director to make himself or herself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution that they be reappointed for the financial period ending 4 September 2026 will be proposed at the next AGM. See page 88 for details on the results of our recent audit tender process.

Environmental, Social and Governance (ESG) disclosures

Details of our ESG commitments are on pages 18 to 36.

Significant agreements and change of control provisions

The Group is subject to the following arrangements which would be affected following a change of control of the Company:

- The Company's share plans under which options and awards granted to employees may vest and become exercisable, subject to the satisfaction to any applicable performance conditions at the time.
- Throughout the period and as at the date of this report, the Group's £150m term loan, £75m Revolving Credit Facility and £50m accordion facility with Bantry Bay which may be terminated in whole or in part.
- The post balance sheet event refinancing activities set out in note 29, whereby the senior term loan and delayed draw term loan facility may be terminated in whole or in part.
- The £73.6m Convertible Bonds due 2026 under which bondholders would have the right to require the Company to redeem or convert the bonds.
- The £253m Convertible Bonds due 2028 under which bondholders would have the right to require the Company to redeem or convert the bonds.

The Terms and Conditions relating to the Convertible Bonds due 2026 and the Convertible Bonds due 2028 are available at asosplc.com.

Additional disclosures

Information that is relevant to this report, and which is also incorporated by reference, including information required in accordance with the UK Companies Act 2006 and Listing Rule 6.6.1 R can be found as follows:

	Annual Report page reference
Likely future developments in the business	16 to 17, 167
Financial instruments and financial risk management	157 to 162
Risk management and Principal risks	52 to 60
Corporate Governance Report	75 to 80
Employee engagement	43
Stakeholder engagement and s.172 statement	42 to 45 and 79
Viability statement and going concern	61 to 62
Details of long-term incentive plans	97 to 104, 163 to 164
Statement of capitalised interest	144
Related party transactions	165
Greenhouse gas emissions, energy consumption and energy efficiency action	26 to 27
Climate-related disclosures consistent with TCFD	20 to 27 and 66

The Company has chosen, in accordance with Section 414C(11) of the Companies Act 2006, and as noted in this Directors' Report, to include certain matters in its Strategic Report that would otherwise be required to be disclosed in this Directors' Report. The Strategic Report can be found on pages 12 to 62. The Strategic Report and the Directors' Report together form the Management Report for the purposes of the Disclosure Guidance and Transparency Rules 4.1.8R.

Other information requirements set out in Listing Rule 6.6.1 R are not applicable to the Company.

Other disclosures

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number of Management Committee members	Percentage of Management Committee
Gender identity as at 31 August 2025					
Men	6	55%	3	7	54%
Women	5	45%	1	6	46%
Non-binary, Agender or 'Prefer to describe myself in another way'	0	–	–	0	0%
Prefer not to say	0	–	–	0	0%
Ethnic background as at 31 August 2025					
White British or other White (including minority-white groups)	10	91%	4	9	69%
Mixed/Multiple Ethnic Groups	–	–		0	0%
Asian/Asian British	1	9%		3	23%
Black/African/Caribbean/Black British	–	–		1	8%
Other ethnic group, including Arab	–	–		0	0%
Not specified/prefer not to say	–	–		0	0%
Blank	–	–		0	0%

Forward-looking statements

This Annual Report may include statements that are, or may be deemed to be, "forward-looking statements" (including words such as "believe", "expect", "estimate", "intend", "anticipate" and words of similar meaning). By their nature, forward-looking statements involve risk and uncertainty since they relate to future events and circumstances, and actual results may, and often do, differ materially from any forward-looking statements. Any forward-looking statements in this Annual Report reflect management's view with respect to future events as at the date of this announcement. Save as required by applicable law, ASOS plc undertakes no obligation to publicly revise any forward-looking statements in this Annual Report, whether following any change in its expectations or to reflect events or circumstances after the date of this announcement.

Disclaimer

The purpose of this Annual Report is to provide information to the members of the Company and it has been prepared for, and only for, the members of the Company as a body, and no other persons. The Company, its Directors and employees, agents and advisors do not accept or assume responsibility to any other person to whom this document is shown or into whose hands it may come and any such responsibility or liability is expressly disclaimed.

By order of the Board

Rishi Sharma
General Counsel and Company Secretary
21 November 2025

Non-financial and sustainability information statement

The table below constitutes the Company's non-financial and sustainability information statement as required by Sections 414CA and 414CB of the Companies Act 2006 (as amended by The Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022) with the table disclosed below and other disclosures throughout the Strategic Report. The climate-related financial disclosures of the Company are contained within the Sustainability section, the SASB Standards Index and the Task Force on Climate-related Financial Disclosures (TCFD) and Climate-Related Financial (CFD) section of this Annual Report, as set out below. Many of our policies can be viewed on our website asosplc.com which also contains a wide range of non-financial and sustainability information.

Reporting requirement	Relevant policies and documents which govern our approach	Annual Report section	Page
Climate change and sustainability	▪ Fashion with Integrity (FWI) Strategy	▪ Sustainability ▪ SASB Standards Index and Global Reporting Initiative (GRI) ▪ TCFD and CFD Index ▪ SECR Index	18 to 36 63 to 65 66 67
Environmental and social matters	▪ FWI Strategy ▪ Chemical Strategy ▪ Responsible sourcing policies including Cotton Sourcing Policy, Animal Derived Materials Policy and Restricted Substances List ▪ Policy on Gender Equality in the Supply Chain ▪ Group Tax Strategy	▪ Sustainability ▪ SASB Standards Index ad GRI ▪ SECR Index ▪ TCFD and CFD Index ▪ Sustainability Committee Report ▪ Principal risks and opportunities ▪ Stakeholder engagement	18 to 36 63 to 65 67 66 92 to 93 56 to 60 42 to 45
ASOSers	▪ Code of Conduct ▪ Health & Safety Policy ▪ Whistleblowing Policy ▪ FWI Strategy	▪ Our People ▪ Stakeholder engagement – Our ASOSers ▪ Sustainability ▪ Directors' Report – Employees with disabilities	38 to 41 43 18 to 36 110
Human rights	▪ Modern Slavery Statement ▪ Anti-Slavery & Human Trafficking Policy ▪ Child Labour Remediation & Young Worker Policy ▪ Freedom of Association and Collective Bargaining Policy ▪ Migrant Workers Policy ▪ Global framework agreement with IndustriALL	▪ Sustainability - People ▪ Stakeholder engagement – Our suppliers ▪ Principal risks and opportunities	34 to 36 44 56 to 60
Anti-bribery & corruption	▪ Code of Conduct ▪ Anti-Bribery & Corruption Policy ▪ Gifts & Hospitality Policy	▪ Audit Committee Report ▪ Directors' Report	84 to 90 109 to 110
Risk management	▪ Risk Management Standard ▪ ASOS Risk Taxonomy	▪ Risk management ▪ Principal risks and opportunities ▪ TCFD – climate-related risks	52 to 55 56 to 60 22 to 27
Business model		▪ Our strategy ▪ Strategic review	6 to 7 14 to 16
Non-financial KPIs		▪ Financial highlights ▪ Strategic review ▪ Sustainability	4 12 to 17 18 to 36

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with UK-adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under applicable Company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the Group financial statements, and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

The Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the Governance Report confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and loss of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

Rishi Sharma
General Counsel and Company Secretary
21 November 2025

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Report on the audit of the financial statements

Opinion

In our opinion:

- ASOS Plc's group financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 31 August 2025 and of the group's loss and the group's cash flows for the 52 week period then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Accounts 2025 (the "Annual Report"), which comprise: the Consolidated Balance Sheet and the Company Balance Sheet as at 31 August 2025; the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity and the Company Statement of Changes in Equity for the period then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Our opinion is consistent with our reporting to the Audit Committee.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in note 6 to the financial statements, we have provided no non-audit services to the company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- We performed full scope audit procedures over the following two components: ASOS Plc, the parent entity that holds investments throughout the group, and ASOS.com Limited, the trading entity that generates more than 99% of the group's revenue.
- Additionally, we performed a financial statement line item audit over the convertible debt and related interest balances in Cornwall (Jersey) Limited, and over the acquired brand and customer relationship intangible assets and related amortisation balances in ASOS Holdings Limited.
- Taken together, the entities over which full scope audit work was performed accounted for more than 99% of the group's revenue and 95% of the group's loss before tax.

Key audit matters

- Capitalisation of internal staff costs (group)
- Valuation of inventory (group)
- Going concern assessment in response to economic uncertainties (group)
- Classification of adjusting items (group)
- Carrying value of assets (group and parent)
- Recoverability of deferred tax assets (group)

Materiality

- Overall group materiality: £12,325,000 (2024: £14,500,000) based on 0.5% of revenue.
- Overall company materiality: £10,600,000 (2024: £9,200,000) based on 1% of total assets.
- Performance materiality: £9,200,000 (2024: £10,875,000) (group) and £7,900,000 (2024: £6,900,000) (company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

The key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
Capitalisation of internal staff costs (group) Refer to Notes 7 and 11 in the financial statements. The group continued to invest in its operational infrastructure having spent £83.0m (2024: £98.5m) on intangible assets. Within capital additions are £55.7m (2024: £64.6m) of internal staff costs, which primarily relate to intangible assets. This was an area of focus due to the magnitude of the costs capitalised and the judgement involved in assessing whether the criteria set out in IAS 38 for the capitalisation of elements of these costs had been met. We focussed on the capitalisation of internal staff costs to confirm that costs capitalised were an accurate reflection of actual costs incurred and the associated time was spent on projects which met the criteria to be capitalised.	We gained an understanding through walkthroughs and enquiries performed with management of the process in place for evaluating approval for staff time capitalised to capital projects. We performed substantive testing over new projects in the year to assess whether they met capitalisation criteria, including inquiring with management, and inspecting evidence of criteria assessments, such as in capex funding forms. We also obtained an understanding of the various selected capitalised projects, inspected timesheet data to corroborate time charged on projects, and reviewed management's assessment to determine whether sufficient economic benefits were likely to flow from the projects to support the values capitalised. For a number of projects, we assessed whether they had been appropriately included within assets under construction at year-end. We further confirmed that amortisation/depreciation commenced at rates consistent with the group's accounting policies once the respective projects became operational. We further assessed whether the costs were appropriately moved out of assets under construction and appropriately amortised/depreciated from the point at which they came into operational use. Based on the procedures performed, we noted no material issues arising from our work.
Valuation of inventory (group) Refer to Note 16 in the financial statements. As at 31 August 2025, the group held gross inventories of £523.5m (2024: £683.6m), against which a provision of £121.2m (2024: £163.3m) had been recorded. The nature of the group's business model is to service demand in a dynamic and fast moving fashion market which means there is a risk of inventory falling out of fashion and proving difficult to sell above cost. The group's provisioning policy is based on the estimated future net realisable value of inventories. The group's methodology to calculate inventory provisions includes consideration of inventory which is expected to be sold via offsite clearance routes as well as through the website. Provisions are calculated using estimates of loss rates and website sell through rates, both of which are calculated based on historical sales data. The provisions held at 31 August 2025 also include a provision for the specific write down of inventory identified to be sold via off-site channels to facilitate the group's transition to its new commercial model. The quantum of the total inventory balance and the level of judgement involved to ensure that inventories are stated at the lower of cost and net realisable value made this an area of focus.	We reviewed management's provisioning policy and the resulting provisions applied, which include significant elements relating to: – Forecast loss rates for inventory expected to be sold via the website; – Forecast sell through rates for inventory expected to be sold via offsite channels; and – A specific write down of inventory, identified to be sold via off-site channels to facilitate the group's transition to its new commercial model. We tested the mathematical integrity of management's provision calculations. We validated the inputs into the models including verifying the inventory quantity and values for various elements making up the overall inventory provision and confirmed the accuracy of the data used. We tested the net margin realised used to determine the historical loss experience for a sample of transactions in the year and obtained corroborating evidence to validate their selling price and cost. We also assessed management's assessment of estimated income per unit for inventory to be cleared offsite based on historic experience and agreements entered into with third parties. Based on the procedures performed, we noted no material issues arising from our work.

Independent Auditors’ Report to the members of ASOS Plc cont.

Key audit matter	How our audit addressed the key audit matter
Going concern assessment in response to economic uncertainties (group) In order to conclude whether it is appropriate for the financial statements to be prepared on a going concern basis, management prepared a base case forecast for a period of 18 months from the balance sheet date. In addition, they modelled a severe but plausible downside case which included cost reductions that could be achieved from mitigating actions within the group’s control. Management has also included the impact from the refinancing agreed into their model which we have assessed as part of our conclusion. We focused on this area given the importance of the going concern judgement in the context of the basis of preparation of the financial statements and recognising the degree of judgement inherent in management’s forecasts.	We evaluated management’s going concern assessment and we performed testing procedures as detailed in the “Conclusions relating to going concern” section below.
Classification of adjusting items (group) Refer to Note 3 in the financial statements The group discloses an adjusted measure of profit to provide shareholders with additional insight into the year-on-year performance of the business. Adjusted loss before tax of £98.2m (2024: £126.0m) is presented which compares to an IFRS measure of loss before tax of £281.6m (2024: £379.3m). The £183.4m (2024: £253.3m) of adjusted items before tax are those which are significant either by virtue of their size and/or nature, the inclusion of which could, in management’s view, distort comparability between periods to either reported performance or individual financial statement line items. The quantum of adjusting items and the level of judgement involved to ensure that performance of the business is not distorted made this an area of focus.	We have performed audit procedures to test the magnitude of the charge on a sample basis across all elements of the adjusting items. As part of this sample testing we also understood the nature of the items and management’s rationale for classification as an adjusting item. We have considered whether the disclosure as adjusting items is appropriate taking account of the size and nature of the items and management’s disclosed accounting policy. Based on the procedures performed, we noted no material issues arising from our work.
Carrying value of assets (group and parent) Refer to Note 15 in the group financial statements and Note C4 in the company financial statements. As at 31 August 2025, the group had balances relating to Goodwill, Intangibles, Property, Plant and Equipment and Right of use assets totalling £799.1m (2024: £1,051.2m). Due to the group’s trading performance in the period and market capitalisation, there is an indicator that these balances might be impaired. At 31 August 2025, the company had amounts due from subsidiary undertakings of £718.5m (2024: £847.2m), of which £72.5m (2024: £1.6m) was classed as current and £646.0m (2024: £845.6m) non-current. There is a risk that the financial condition and performance of the subsidiary undertakings are not sufficient to support the recoverability of the amounts due and the assets may be impaired. Management has assessed the carrying value of these assets using a value in use model and concluded that no impairment is required. In addition, management performed an expected credit loss assessment under IFRS 9 in respect of the intercompany receivables. Due to these assessments including assumptions about future performance which are judgemental in nature, we determined this to be a key area of focus.	We have obtained management’s impairment assessment which uses a value in use model to support the recoverability of the goodwill and other intangibles, property plant and equipment and right of use assets in the group accounts and the intercompany receivable in the company accounts and undertook the following procedures: – We ensured the calculations included within the model were mathematically accurate and obtained supporting evidence for the assumptions used ensuring consistency with IAS 36. – We compared the forecasts used with the latest Board-approved plans and challenged the key assumptions used within the model to which the value was most sensitive, including the discount rate, future revenue growth and improvement in gross profit margin. In assessing management’s plans, we considered the group’s historical forecasting accuracy. – We used our valuation specialists to assist us in our audit of the discount rate and long term growth rate used. – We considered other sources of information to assess whether management’s conclusion that there was no impairment was reasonable. This included a consideration of third party industry reports and other market based valuations. – We considered the adequacy of management’s disclosure in respect of the impairment assessment, and the key sensitivities in their estimates. In relation to the company assessment, in addition to the above procedures we evaluated management’s expected credit loss assessment under IFRS 9 in respect of the intercompany receivables. Based on the procedures performed, we noted no material issues arising from our work.

Key audit matter	How our audit addressed the key audit matter
Recoverability of deferred tax assets (group) Refer to Note 9 in the group financial statements. As at 31 August 2025, the group had a net deferred tax asset of £44.7m (2024: £62.5m). Due to the trading performance and losses made in the last three years management applied judgement in the amount of deferred tax assets that were recoverable which resulted in unrecognised deferred tax assets of £126.9m. Management assesses the recoverability of the deferred tax asset by using the same forecasts applied in the value in use impairment model to evaluate whether sufficient taxable profits are projected. A risk weighting is applied to address the uncertainty related to future profits with the risk weighting increasing with the time horizon. Based on this assessment, management considers a net deferred tax asset of £44.7m to be recoverable. Due to this assessment including assumptions about future performance which are judgemental in nature, we determined this to be a key area of focus.	We obtained management's recoverability assessment for the deferred tax asset and checked the mathematical accuracy of the model and reconciled the taxable profits forecast to the latest Board-approved plans. We assessed management's risk weightings applied and the period over which the assets are forecasts to be recovered. These ratings are consistent with the previous period. We considered the adequacy of management's disclosure in respect of the deferred tax recoverability assessment, and the key sensitivities in their estimates. Based on the procedures performed, we noted no material issues arising from our work.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

Based on our risk and materiality assessments, we determined which components required an audit of their complete financial information having consideration to the relative significance of each component to the group, and the overall coverage obtained over each material line item in the consolidated financial statements.

Due to its relative contribution to the group's revenues and loss before tax, we identified one financially significant component which, in our view, required an audit of its complete financial information. This was ASOS.com Limited which generated more than 99% of the group revenue through sales via the worldwide ASOS websites and wholesale network. In addition, a full scope audit was performed over ASOS Plc being the parent entity which holds investments throughout the group and part of the convertible debt. We performed audit procedures over the convertible debt and related interest balances in the Cornwall (Jersey) Limited entity, and over the acquired brand intangible assets and related amortisation balances in ASOS Holdings Limited, in order to achieve appropriate audit coverage over these material financial statement line items. All work over these components was performed by the group engagement team. Further central procedures were performed over tax, treasury, legal claims, lease liability and associated right-of-use asset balances, property, plant and equipment and other intangible assets, goodwill, going concern, the group's consolidation and the financial statement disclosures. This provided the evidence we needed for our opinion on the consolidated financial statements taken as a whole.

Taken together, the components where we performed our audit work accounted for more than 99% of the group's revenue and 95% of the group's loss before tax. This was before considering the contribution to our audit evidence from performing audit work at the group level, including disaggregated analytical review procedures, which covered certain of the group's smaller and lower risk components that were not directly included in our group audit scope.

Our audit of the company financial statements included substantive procedures over all material balances and transactions.

The impact of climate risk on our audit

As part of our audit procedures, we have considered the potential impact of climate change on the group's business and its financial statements.

The group continues to develop its assessment of the potential impacts of climate change as explained throughout the Strategic Report and in more detail on pages 22 to 28.

As part of our audit, we have obtained management's climate-related risk assessment and held discussions with management to understand the process of identifying climate related risks, the determination of mitigating actions and the impact on the group's financial statements.

Management has assessed that the most likely impacted financial statement line items and estimates are those associated with future cash flows since the impact of climate change is expected to become more notable in the medium to long term.

While auditing these forecast cash flows, we have considered the impact of climate change and any climate change related commitments on the potentially impacted financial statement line items.

We have not identified any matters as part of this work which are inconsistent with the disclosures in the Annual Report or would lead to any material adjustments to the financial statements.

Independent Auditors' Report to the members of ASOS Plc cont.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Financial Statements – group	Financial Statements – company
Overall materiality	£12,325,000 (2024: £14,500,000).	£10,600,000 (2024: £9,200,000).
How we determined it	0.5% of revenue	1% of total assets
Rationale for benchmark applied	In determining materiality, we considered both loss before tax and revenue as the acceptable benchmarks. We considered loss before tax to be an appropriate benchmark due to the group's focus on delivering an acceptable short-term return. We considered total revenue to be appropriate given the focus of investors on revenues and top line growth. This provided a wide range of acceptable materiality levels. In our judgement, the group is currently experiencing volatile profits or losses with significant one off costs, and are experiencing declining revenues however their operations remain largely consistent each period. We therefore consider revenue to remain an appropriate benchmark to use. The materiality of £12.3m is approximately 0.5% of revenue.	ASOS Plc is the ultimate parent entity which holds the group's investments. Therefore, the entity is not in itself profit-oriented. We consider total assets to be an appropriate benchmark as it reflects the nature of the company, which primarily acts as a holding company for the group's investments.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between £4,800,000 and £11,700,000. Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2024: 75%) of overall materiality, amounting to £9,200,000 (2024: £10,875,000) for the group financial statements and £7,900,000 (2024: £6,900,000) for the company financial statements.

In determining the performance materiality, we considered a number of factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls – and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £615,000 (group audit) (2024: £725,000) and £530,000 (company audit) (2024: £460,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- Assessing management's going concern model, including the base case and the severe but plausible downside case;
- Testing the reasonableness of key assumptions including sales growth and estimated gross margins based on historical performance and external market data;
- Considering the magnitude and feasibility of the mitigations available in the downside case and whether these are in the control of management;
- Considering various aspects of the business model that could impact the group's liquidity;
- Considering the severity of the downside scenario based on historic experience;
- Reperforming a number of reverse stress tests to determine the magnitude of changes needed to key assumptions to result in there being no liquidity headroom;
- Assessing the historical reliability of management's forecasting by comparing budgeted results to actual performance;
- Validating that the cash flow forecasts used to support management's impairment, going concern and viability assessments were consistent;
- Reviewing the terms of the new finance facility agreement and the convertible bond agreements ensuring that management's calculations of headroom accurately reflected the financial covenants;
- Reviewing the related disclosures in the Annual Report and Accounts.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

In relation to the directors' reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the period ended 31 August 2025 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Directors' Remuneration

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Corporate governance statement

The Listing Rules require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their identification of any material uncertainties to the group's and company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- The directors' explanation as to their assessment of the group's and company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Our review of the directors' statement regarding the longer-term viability of the group and company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the group and company and their environment obtained in the course of the audit.

Independent Auditors' Report to the members of ASOS Plc cont.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the group's and company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK and overseas tax legislation and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate the financial performance of the group and management bias in accounting estimates and judgements. Audit procedures performed by the engagement team included:

- Enquiry of management, Internal Audit and the group's legal counsel around known and suspected fraud and non-compliance with laws and regulations;
- Assessment of matters reported on the group's whistleblowing helpline and results of management's investigation of such matters;
- Identifying and testing higher risk journal entries, in particular certain journal entries posted with unusual account combinations and journals posted by senior management (none were identified)
- Incorporating elements of unpredictability to the nature or extent of audit procedures performed by us;
- Challenging assumptions made by management in its significant and other key accounting estimates in particular in relation to inventory provisions; and
- Reviewing financial statement disclosures and testing to supporting documentation.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Appointment

Following the recommendation of the Audit Committee, we were appointed by the members on 1 October 2008 to audit the financial statements for the year ended 31 March 2008 and subsequent financial periods. The period of total uninterrupted engagement is 18 years, covering the years ended 31 March 2008 to 31 August 2025.

Other matter

The company is required by the Financial Conduct Authority Disclosure Guidance and Transparency Rules to include these financial statements in an annual financial report prepared under the structured digital format required by DTR 4.1.15R – 4.1.18R and filed on the National Storage Mechanism of the Financial Conduct Authority. This auditors' report provides no assurance over whether the structured digital format annual financial report has been prepared in accordance with those requirements.

Neil Grimes (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

21 November 2025

Financial Statements
Consolidated Income Statement

		52 weeks to 31 August 2025			52 weeks to 1 September 2024		
	Note	Adjusted £m	Adjusting items (Note 3) £m	Total £m	Adjusted £m	Adjusting items (Note 3) £m	Total £m
Revenue	4	**2,464.8**	**13.0**	**2,477.8**	2,896.0	9.8	2,905.8
Cost of sales		**(1,302.8)**	**(8.3)**	**(1,311.1)**	(1,638.7)	(104.6)	(1,743.3)
Gross profit		**1,162.0**	**4.7**	**1,166.7**	1,257.3	(94.8)	1,162.5
Distribution expenses		**(262.3)**	**–**	**(262.3)**	(326.1)	–	(326.1)
Administrative expenses		**(937.6)**	**(195.6)**	**(1,133.2)**	(1,014.7)	(155.6)	(1,170.3)
Other income		**5.7**	**10.8**	**16.5**	2.0	–	2.0
Operating loss	6	**(32.2)**	**(180.1)**	**(212.3)**	(81.5)	(250.4)	(331.9)
Finance income	8	**4.8**	**–**	**4.8**	12.0	–	12.0
Finance expenses	8	**(70.8)**	**(3.3)**	**(74.1)**	(56.5)	(2.9)	(59.4)
Loss before tax		**(98.2)**	**(183.4)**	**(281.6)**	(126.0)	(253.3)	(379.3)
Income tax (charge)/credit	9	**2.3**	**(19.1)**	**(16.8)**	2.6	38.0	40.6
Loss for the year		**(95.9)**	**(202.5)**	**(298.4)**	(123.4)	(215.3)	(338.7)

Loss per share		**pence per share**	pence per share
Basic and diluted	10	**(250.1)**	(284.4)

All activities in the current and prior year are continuing.

The notes on pages 129 to 167 form an integral part of these financial statements.

Financial Statements
Consolidated Statement of Comprehensive Income

	Note	52 weeks to 31 August 2025 £m	52 weeks to 1 September 2024 £m
Loss for the year		**(298.4)**	(338.7)
Items that will not be reclassified subsequently to profit or loss			
Net fair value losses on cash flow hedges	24	**(3.8)**	(5.2)
Tax on items that will not be reclassified	9	**(0.1)**	0.3
		(3.9)	(4.9)
Items that may be reclassified subsequently to profit or loss			
Net translation movements		**1.6**	–
Net fair value gains on cash flow hedges	24	**0.4**	6.7
Fair value movements reclassified from cash flow hedge reserve to profit or loss	24	**(11.3)**	(13.9)
Tax on items that may be reclassified	9	**3.4**	3.7
		(5.9)	(3.5)
Other comprehensive loss for the year		**(9.8)**	(8.4)
Total comprehensive loss for the year		**(308.2)**	(347.1)

The notes on pages 129 to 167 form an integral part of these financial statements.

Financial Statements
Consolidated Balance Sheet

	Note	**31 August 2025 £m**	1 September 2024 £m
Non-current assets			
Goodwill and other intangible assets	11	**473.6**	514.0
Property, plant and equipment	12	**153.4**	283.2
Right-of-use assets	13	**172.1**	254.0
Investment properties		**6.2**	7.1
Investments in associates	14	**44.9**	–
Trade and other receivables	17	**1.8**	3.7
Derivative financial assets	24	**0.1**	0.3
Deferred tax assets	9	**44.7**	62.5
		896.8	1,124.8
Current assets			
Inventories	16	**402.3**	520.3
Assets held for sale	3	**–**	165.5
Trade and other receivables	17	**49.2**	53.4
Derivative financial assets	24	**1.2**	9.5
Cash and cash equivalents	18	**318.9**	391.0
Current tax assets		**3.7**	6.7
		775.3	1,146.4
Current liabilities			
Trade and other payables	19	**(619.3)**	(671.7)
Borrowings	20	**(96.4)**	(1.6)
Lease liabilities	13	**(27.5)**	(27.2)
Derivative financial liabilities	24	**(9.8)**	(6.6)
Provisions	21	**(4.4)**	(2.7)
Current tax liabilities		**–**	(4.2)
		(757.4)	(714.0)
Net current assets		**17.9**	432.4
Non-current liabilities			
Borrowings	20	**(407.2)**	(686.5)
Lease liabilities	13	**(197.0)**	(262.4)
Derivative financial liabilities	24	**(0.3)**	(0.5)
Provisions	21	**(97.8)**	(86.5)
		(702.3)	(1,035.9)
Net assets		**212.4**	521.3
Equity attributable to owners of the parent			
Called up share capital	22	**4.2**	4.2
Share premium	22	**322.6**	322.6
Other reserves	22	**3.6**	61.9
(Accumulated losses)/retained earnings		**(118.0)**	132.6
Total equity		**212.4**	521.3

The notes on pages 129 to 167 form an integral part of these financial statements.

The consolidated financial statements of ASOS Plc, registered number 04006623, on pages 114 to 167, were approved by the Board of Directors and authorised for issue on 21 November 2025 and were signed on its behalf by:

José Antonio Ramos Calamonte
Chief Executive Officer

Aaron Izzard
Chief Financial Officer

Financial Statements
Consolidated Statement of Changes in Equity

	Note	Called up share capital £m	Share premium £m	Other reserves £m	(Accumulated losses) /retained earnings £m	Total equity £m
As at 2 September 2024		**4.2**	**322.6**	**61.9**	**132.6**	**521.3**
Loss for the year		**–**	**–**	**–**	**(298.4)**	**(298.4)**
Other comprehensive loss for the year		**–**	**–**	**(9.8)**	**-**	**(9.8)**
Total comprehensive loss for the year		**–**	**–**	**(9.8)**	**(298.4)**	**(308.2)**
Cash flow hedges gains and losses transferred to non-financial assets	24	**–**	**–**	**1.7**	**-**	**1.7**
Share-based payments charge	25	**–**	**–**	**–**	**4.4**	**4.4**
Tax relating to share incentive schemes	9	**–**	**–**	**–**	**0.1**	**0.1**
Repurchase and refinance of convertible bond	20	**–**	**–**	**(50.2)**	**43.3**	**(6.9)**
Balance as at 31 August 2025		**4.2**	**322.6**	**3.6**	**(118.0)**	**212.4**
As at 4 September 2023		4.2	322.6	73.1	466.8	866.7
Loss for the year		–	–	–	(338.7)	(338.7)
Other comprehensive loss for the year		–	–	(8.4)	-	(8.4)
Total comprehensive loss for the year		–	–	(8.4)	(338.7)	(347.1)
Cash flow hedges gains and losses transferred to non-financial assets	24	–	–	(2.8)	-	(2.8)
Share-based payments charge	25	–	–	–	4.6	4.6
Tax relating to share incentive schemes	9	–	–	–	(0.1)	(0.1)
Balance as at 1 September 2024		4.2	322.6	61.9	132.6	521.3

Retained earnings includes the share-based payments reserve and the employee benefit trust reserve.

Financial Statements
Consolidated Cash Flow Statement

	52 weeks to 31 August 2025 £m	52 weeks to 1 September 2024 £m
Cash flows from operating activities		
Operating loss	**(212.3)**	(331.9)
Adjusted for:		
Depreciation of property, plant and equipment, right-of-use assets and investment properties	**51.4**	55.0
Amortisation of other intangible assets	**115.5**	117.3
Impairment charges on non-financial assets	**138.2**	119.9
Share-based payments charge (net of amounts capitalised)	**3.7**	3.4
Share of associate's net loss	**0.1**	–
Gain on disposal of brands	**(13.8)**	–
Gain on refinancing	**(2.6)**	–
Other non-cash items	**(1.8)**	(0.8)
Decrease in inventories	**118.0**	247.7
Decrease in trade and other receivables	**4.3**	22.9
Decrease in trade and other payables	**(54.5)**	(18.2)
Increase in provisions	**7.8**	2.4
Cash generated from operating activities	**154.0**	217.7
Net income tax received	**5.1**	10.3
Net cash generated from operating activities	**159.1**	228.0
Cash flows from investing activities		
Purchase of other intangible assets	**(78.0)**	(97.1)
Proceeds from sale of brands	**135.0**	–
Purchase of property, plant and equipment	**(7.9)**	(36.4)
Interest received	**5.4**	11.3
Net cash generated from/(used in) investing activities	**54.5**	(122.2)
Cash flows from financing activities		
Repayment of borrowings	**(63.3)**	(0.5)
Repurchase of convertible bond	**(147.4)**	–
Refinancing fees paid	**(10.5)**	–
Repayment of principal portion of lease liabilities	**(25.7)**	(25.5)
Interest paid	**(38.8)**	(42.6)
Net cash used in financing activities	**(285.7)**	(68.6)
Net (decrease)/increase in cash and cash equivalents	**(72.1)**	37.2
Opening cash and cash equivalents	**391.0**	353.3
Effect of exchange rates on cash and cash equivalents	**–**	0.5
Closing cash and cash equivalents	**318.9**	391.0

Notes to the Consolidated Financial Statements

1 General information

ASOS Plc (the Company) and its subsidiaries (together, the Group) is a global fashion retailer. The Company is a public limited company whose shares are publicly traded on the London Stock Exchange. The Company is incorporated and domiciled in the UK and the address of its registered office is Greater London House, Hampstead Road, London NW1 7FB.

The financial year represents the 52 weeks to 31 August 2025 (prior financial year: 52 weeks to 1 September 2024). The financial information comprises the results of the Company and its subsidiaries.

Within these consolidated financial statements, 2025 refers to the 52 weeks to 31 August 2025, or as at 31 August 2025; and 2024 refers to the 52 weeks to 1 September 2024, or as at 1 September 2024.

2 Material accounting policies, judgements and estimates

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with UK-adopted International Financial Reporting Standards (IFRS) and with the requirements of the Companies Act 2006 and the Listing Rules as applicable to companies reporting under those standards.

The financial statements have been prepared under the historical cost basis of accounting, excluding derivative financial instruments which are held at fair value. The financial statements are presented in Sterling and all values are rounded to the nearest hundred thousand pounds (£0.1m) except where otherwise indicated.

Material accounting policies have been included in the relevant notes to which the policies relate, and those relating to the financial statements as a whole can be read further below. Unless otherwise stated, material accounting policies have been applied consistently to all periods presented in the financial statements.

2.2 Going concern

The Directors are satisfied that the Group has sufficient resources to continue in operation for a period of at least 12 months from the date of approval of the financial statements, and therefore continue to adopt the going concern basis in preparing the financial statements. To support this assessment, detailed cash flow forecasts were prepared for the 18 month period to February 2027.

In assessing the Group's going concern position, the Directors have considered the Group's detailed budgeting and forecasting process which reflects the Group's financial performance, position, and cash flows over the going concern period (the base case). These cash flow forecasts represent the Directors' best estimate of trading performance and cost implications in the market based on current agreements, market experience and consumer demand expectations. In conjunction with this, the Directors considered the Group's business activities and Principal risks, reviewing the Group's cash flows, liquidity positions and borrowing facilities for the going concern period.

At 31 August 2025, the Group had £73.6m of convertible bonds maturing in April 2026, £253.0m of convertible bonds maturing in September 2028, and was fully drawn on the £150.0m term loan with Bantry Bay. In November 2025, the Group entered into agreements to refinance its term loan facilities. The refinancing will become effective in December 2025, at which point the term loan will be repaid and the associated revolving credit and accordion facilities with Bantry Bay will be terminated.

The new financing arrangements, provided by a syndicate of private lenders, are comprised of a £150.0m senior term loan and an £87.5m Delayed Draw Term Loan facility. These new facilities will mature in November 2030. Refer to Note 29 for further information.

As a result of the new financing package, the Group is subject to a minimum cash & cash equivalents threshold of at least £20m. Other covenants have been considered throughout the assessment, but do not impact on the availability of the facility throughout the assessment period.

Key assumptions – forecasting business cash flows

The assessment of the Group's going concern position required significant management judgement, including in determining the key assumptions that have the greatest impact on forecasts of future business performance and the range of reasonably possible outcomes of those assumptions. The economic environment has remained challenging with cost of living pressures continuing to impact customer spending and sentiment. The future impact that the economic environment will have on ASOS performance however is uncertain, so for the purposes of the Group's going concern assessment, the Directors have therefore made assumptions on the likely future cash flows in the uncertain macro environment.

The assumptions considered include the continuation of our improved order economics, as well as a sustained marginal recovery in the macro trading environment, with the online fashion market assumed to experience low-single-digit % growth on an aggregated basis across the Group's key territories. The base case assumes a less aggressive share loss in FY26 than experienced in FY25 as the Group sees the benefits from the adoption of the new commercial model and continued improvements to the Group's customer proposition with YoY sales growth gradually improving vs the FY25 exit rate throughout the assessment period towards mid-single-digit growth by the end of the assessment. Improvements in adjusted gross margin are included of at least 100bps vs FY25 to 48% to 50%.

Aligned to the Group's Principal risks, the Directors have also considered various severe but plausible downside scenarios against the base case, comprising of the following assumptions:

- Sales growth reduction;
- Gross margin reduction; and
- Potential working capital cash impacts.

Financial Statements
Notes to the Consolidated Financial Statements cont.

2 Material accounting policies, judgements and estimates cont.
The downside scenarios are considered across both FY26 and H1 FY27, with the greater degree of assumption-based improvements and subsequent volatility in the outer periods commanding more severe downside sensitivities. Sensitivities mapped against the base case within the downside case are highlighted below:

Downside vs base case	FY26	H1 FY27
Sales	(7%)	(16%)
Gross margin	(190bps)	(200bps)
Working capital impact (average)	£(121m)	£(105m)

Should the Group see such significant events unfold it has several mitigating actions it can implement to manage its liquidity risk, such as deferring capital investment spend, deferring or reducing stock intake to match the sales reduction, and implementing further cost management to maintain a sufficient level of liquidity headroom during the going concern period. The combined impact of the above downside scenarios and mitigations offers suitable headroom during the going concern period.

Reverse stress tests have also been performed on both the Group's revenue and gross margin. The tests under consideration hold all metrics in line with the downside case highlighted above, analysing how far the stress metric would need to decline against the base case to cause a liquidity event. Such results would have to see over a 20% decline in sales over the base case or an aggregate decline in gross margin rate from the base case of over 550bps across the entire assessment period. Both are considered remote based on results of previous significant economic events and recent trading performance, particularly given the significant progress made during FY25 across our strategic priorities.

In assessing the group's ability to continue as a going concern the Directors have considered climate-related risks as disclosed within the Sustainability – Planet section on pages 22 to 27. Specifically the disclosed impacts represent unmitigated scenarios that do not reflect the Group's proactive risk management or strategic initiatives. Any potential impacts within the going concern period are not considered material and are significantly lower than the disclosed reasonable worst case that takes into account all matters of which the Group is currently aware, including potential climate-related impacts, and are within the reverse stress test tolerances. As a result, climate risks are effectively encompassed within the scenarios already modelled and it is not considered that climate-related risks affect the Group's ability to continue as a going concern.

Based on the above, the Directors have concluded that, on the basis of there being liquidity headroom under both the base case and downside scenarios, and the consideration that the reverse stress test scenario is remote, it is appropriate to adopt the going concern basis of accounting in the preparation of the Group's annual financial statements, with no material uncertainty to disclose.

2.3 Climate change within the financial statements
In preparing the Group's financial statements, consideration has been given to the impact of both physical and transitional climate-related risks, as described within the Sustainability – Planet section on pages 22 to 27, and how these may impact the financial statements.

The scenarios and time horizons included within the Group's TCFD disclosures are useful for assessing the Group's potential climate-related risks and opportunities, but are based on unmitigated assumptions. This means they explore the potential impacts of climate change on the business without assuming the implementation of any additional mitigation efforts by either the Group or its stakeholders (e.g. governments or industries) to reduce the likelihood of these risks being realised. These scenarios are exploratory in nature and are not predictions or forecasts. They rely on assumptions based on the current understanding of climate trends, recognising that actual outcomes may vary as policies, technologies, and market responses continue to develop.

The Group has considered the risks within the Delayed Transition scenario, which assumes that global emissions continue to rise until 2030 before a sudden and disruptive policy response is introduced to limit warming to below 2°C. This scenario reflects the most severe plausible pathway, capturing both the uncertainty associated with limited near-term policy progress and the potential for a later, disorderly transition. The Net Zero 2050 (1.5°C) scenario has not been considered in preparing the financial statements, as it assumes an immediate and globally coordinated policy response that is inconsistent with current legislative and industry progress and is therefore considered highly unlikely to materialise.

It is not believed at this time that these climate-related risks have a material impact on the Group's financial statements, for which further narrative has been included within the following notes:

- Going concern – Note 2.2
- Critical accounting judgements and key sources of estimation uncertainty – Note 2.7
- Taxation – Note 9
- Property, plant and equipment – Note 12
- Impairment of non-financial assets – Note 15
- Provisions – Note 21

It is recognised that the uncertainty and complexity of these issues may make it challenging to fully capture their potential impact. The ongoing assessment of these risks will be refined in future financial statements as they become clearer, taking into account the requirements of UK-adopted international accounting standards.

2 Material accounting policies, judgements and estimates cont.

2.4 Basis of consolidation

a) Subsidiaries

Subsidiary undertakings are all entities over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. The results of subsidiaries are included in the income statement from the date of acquisition or, in the case of disposals, up to the effective date of disposal. Intercompany transactions and balances between Group companies are eliminated upon consolidation.

A list of all the subsidiaries of the Group is included on page 174. All apply accounting policies which are consistent with those of the rest of the Group.

The Employee Benefit Trust and Link Market Trust Services Limited (the Trusts) are separately administered discretionary trusts, the assets of which mainly comprise shares in the Company. The assets, liabilities, income and costs of the Trusts are consolidated by the Group.

b) Foreign currencies

Foreign currency transactions

The consolidated financial statements are presented in pound Sterling, which is the ultimate Parent Company's functional currency. Transactions in foreign currencies are translated into pound Sterling at the exchange rate on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement.

Foreign operations

On consolidation, the assets and liabilities of the Group's foreign operations are translated into pound Sterling at exchange rates prevailing at the year-end date. Profits and losses are translated at average exchange rates for the relevant accounting periods. Exchange differences arising are recognised in the Group statement of comprehensive income/(loss) and are included in the Group's translation reserve.

2.5 New accounting standards

The Group adopted the following accounting standards and amendments during the year with no material impact:

- Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback;
- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current, and Non-current liabilities with Covenants; and
- Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements.

New standards and interpretations that are in issue but not yet effective are listed below:

- Amendments to IAS 21 – Lack of Exchangeability;
- Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments;
- IFRS 18 *Presentation and Disclosure in Financial Statements*;
- IFRS 19 *Subsidiaries without Public Accountability: Disclosures*; and
- Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.

The Group has considered the impact of the new standards and revisions that are in issue but not yet effective and have concluded that they will not have a material impact on the Group's financial statements, with the exception of IFRS 18 which is under review.

2.6 Alternative Performance Measures (APMs)

In the reporting of financial information, the Directors use various APMs. These APMs should be considered in addition to, and are not intended to be a substitute for, IFRS measurements. As they are not defined by International Financial Reporting Standards, they may not be directly comparable with other companies' APMs.

The Directors believe that these APMs provide additional useful information for understanding the financial performance and health of the Group. They are also used to enhance the comparability of information between reporting periods (such as adjusted profit) by adjusting for non-recurring or uncontrollable factors which affect IFRS measures, to aid users in understanding the Group's performance. Consequently, APMs are used by the Directors and management for performance analysis, planning, reporting and incentive setting purposes.

The income statement shows the items excluded from adjusted profit with a more detailed analysis set out in Note 3. Other APMs that the Group has focused on in the year are defined and reconciled on pages 175 to 178. All of the APMs relate to the current year's results and comparative years.

Financial Statements
Notes to the Consolidated Financial Statements cont.

2 Material accounting policies, judgements and estimates cont.

2.7 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Group's financial statements requires the use of judgements, estimates and assumptions in applying the Group's accounting policies to determine the reported amounts of assets, liabilities, income and expenses.

Estimates and judgements are continually reviewed and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the current circumstances. Actual results may differ from these estimates. Any revisions to accounting estimates are applied prospectively. The Audit Committee considers estimates and judgements made by management, as detailed in the Audit Committee Report on pages 84 to 91.

Critical accounting judgements, apart from those involving estimations, that are applied in the preparation of the consolidated Group financial statements are discussed below:

- Going concern – refer to Note 2.2
- Identification of adjusting items – refer to Note 3

The identification of lease terms is no longer considered a critical accounting judgement following a reassessment of the Group's lease portfolio and reduced complexity in extension and break clause assumptions arising from the decision to vacate the Atlanta fulfilment centre in 2025 and the Lichfield fulfilment centre in 2024.

The key sources of estimation uncertainty at the reporting year end, that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are as below:

- Recognition of deferred tax assets – refer to Note 9
- Assumptions in relation to impairment assessment – refer to Note 15
- Inventory provisions – refer to Note 16

Impact of climate change on the Group's judgements and estimates

In assessing the Group's judgements and sources of estimation uncertainty, consideration has been given to the impact of climate-related risks on these. It is not considered that climate-related risks have any material impacts on the Group's judgements or sources of estimation uncertainty for the following reasons:

Estimate / judgement	Explanation
Going concern	Refer to Note 2.2
Identification of adjusting items	Relates to in-year activity therefore not impacted by climate change.
Recognition of deferred tax assets	Refer to Note 9
Impairment of non-financial assets	Refer to Note 15
Inventory valuation	Inventory is a current asset, and therefore by definition expected to be sold within one year. The Group has considered the FY26 impacts of the considered climate-related risks, and concluded that there is not a material risk to inventory valuation.

3 Adjusting items

Income statement

2025	**Revenue £m**	**Cost of sales £m**	**Administrative expenses £m**	**Other income £m**	**Finance expenses £m**	**Total before tax £m**	**Tax £m**	**Total £m**
Commercial operating model change	**13.0**	**(8.3)**	**(2.0)**	**–**	**–**	**2.7**	**(0.7)**	**2.0**
Property-related costs	**–**	**–**	**(172.5)**	**–**	**(3.3)**	**(175.8)**	**37.8**	**(138.0)**
Other strategic initiatives	**–**	**–**	**(16.6)**	**13.8**	**–**	**(2.8)**	**(2.4)**	**(5.2)**
Amortisation of acquisition intangibles	**–**	**–**	**(4.5)**	**(3.0)**	**–**	**(7.5)**	**1.1**	**(6.4)**
Unrecognised deferred tax assets	**–**	**–**	**–**	**–**	**–**	**–**	**(54.9)**	**(54.9)**
	13.0	**(8.3)**	**(195.6)**	**10.8**	**(3.3)**	**(183.4)**	**(19.1)**	**(202.5)**

2024	Revenue £m	Cost of sales £m	Administrative expenses £m	Other income £m	Finance expenses £m	Total before tax £m	Tax £m	Total £m
Commercial operating model change	9.8	(104.6)	–	–	–	(94.8)	23.6	(71.2)
Property-related costs	–	–	(141.5)	–	(2.9)	(144.4)	36.1	(108.3)
Other strategic initiatives	–	–	(3.4)	–	–	(3.4)	0.9	(2.5)
Amortisation of acquisition intangibles	–	–	(10.7)	–	–	(10.7)	2.7	(8.0)
Unrecognised deferred tax assets	–	–	–	–	–	–	(25.3)	(25.3)
	9.8	(104.6)	(155.6)	–	(2.9)	(253.3)	38.0	(215.3)

3 Adjusting items cont.

Cash flow statement

	2025 £m	2024 £m
Commercial operating model change	**9.0**	0.2
Property-related costs	**(10.6)**	–
Other strategic initiatives	**(17.6)**	(20.4)
Total adjusting items within operating cash flows	**(19.2)**	(20.2)

Of the net cash outflow in the current year, £7.8m relates to net expenditure incurred in the prior year.

Commercial operating model

In 2023, the Group approved the introduction of a new commercial operating model, which involves a more disciplined approach to intake, increased speed to market and clearing product more quickly to reduce the Group's inventory requirement, increase full-price sales and hence gross margin, and improve customer engagement. To unlock these benefits, the Group has had to clear old stock acquired under its previous ways of working via clearance routes, with additional costs recognised across 2023 and 2024 of £228.0m relating to inventory write-downs. The Group is now operating fully on the new model. The amounts recognised this year reflect the clearance of inventory, including the release of inventory provisions and stronger income per unit of inventory sold through clearance routes.

Property-related costs

In January 2025, the Group announced its intention to vacate the Atlanta fulfilment centre following the completion of the site's automation project during the current year. While the site is not yet being actively marketed, the Group has initiated steps to vacate and mothball the facility. As a result, costs of £179.3m have been incurred during the year (2024: £147.5m related to mothballing the Lichfield fulfilment centre). These costs are detailed below. Comparative amounts relate to similar costs recognised in the prior year for the closure of the Lichfield site.

	2025 £m	2024 £m
	Atlanta	Lichfield
Impairment of property, plant and equipment (a)	**(108.8)**	(97.7)
Impairment of intangible assets (a)	**(6.6)**	(2.2)
Impairment of right-of-use assets (a)	**(26.4)**	(15.8)
Impairment of investment properties	**–**	(4.2)
Non-capitalised asset spend (b)	**(16.5)**	(16.5)
Onerous occupancy costs (c)	**(14.0)**	(5.3)
Other costs to vacate (d)	**(7.0)**	(5.8)
	(179.3)	(147.5)
Other property-related costs		
Recognition of net investment in lease receivable	**–**	4.4
Reversal of impairment of right-of-use assets (e)	**5.7**	–
Other	**(2.2)**	(1.3)
Total property-related costs	**(175.8)**	(144.4)

a) Impairment of assets following the decision to vacate the site. The recoverable amount for Atlanta was determined to be £nil on the basis that the site has been mothballed (Lichfield: £nil).

b) Following the decision to vacate the site, management concluded that committed spend to complete the automation project was not eligible for capitalisation on the basis that it was no longer probable that the spend would result in future economic benefits. Therefore, the committed spend has been recognised in the income statement. Prior to the decision to vacate, the spend incurred was considered capital.

c) Onerous contract costs are those costs that the Group is contractually committed to due to being party to a lease on a site agreed to be exited. Upon initial recognition of such provisions, management uses its best estimates of the relevant costs to be incurred as well as expected closure dates. This excludes business rates on leased property which are recognised in the year they are incurred.

d) Includes costs associated with vacating sites, such as severance, supplier termination and stock transfers.

e) Reversal of impairment losses previously recognised in 2023, as a result of the reoccupation of a previously vacated office space.

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3 Adjusting items cont.

Other strategic initiatives

	2025 £m	2024 £m
Restructuring (a)	(15.7)	–
Refinancing (b)	2.6	–
Disposal of brand (c)	13.8	(3.4)
Other (d)	(3.5)	–
	(2.8)	(3.4)

a) Restructuring costs of £15.7m were recognised during the year as part of the Group's strategic focus on driving operational efficiency. These costs reflect a range of reorganisation activities across the business, including changes to leadership structures and functional realignments.

b) During the year, the Group launched a refinancing exercise of the Convertible Bonds due 2026 and secured an amendment and extension of its existing facilities with Bantry Bay Capital. The associated debt modification and transaction fees incurred resulted in a net impact of £2.6m to administrative expenses. Refer to Note 20 for further information.

c) Net gain on disposal of the Topshop/Topman brands to Heartland A/S during the year. The impact of the disposal on the Group's accounts is shown below:

	Income Statement £m	Cash flows £m
Consideration		
Cash	135.0	135.0
Shares in associate entity (Note 14)	45.0	–
	180.0	135.0
Less: brands disposed (classified as assets held for sale)	(165.5)	–
Transaction costs[1]	(0.7)	(2.1)
Gain on disposal / cash flow on disposal	13.8	132.9

1 Transaction costs of £1.4m were accrued in the prior year.

d) Included within Other is a charge relating to ongoing legal proceedings in an overseas territory. The Group has previously reported a contingent liability in relation to this matter. Following constructive engagement with the claimants, management has estimated the potential cost of settlement.

Amortisation of acquired intangible assets

The amortisation of acquired intangible assets is adjusted for as the acquisition that the amortisation relates to was outside business-as-usual operations for ASOS. These assets would not normally be recognised outside of a business combination, therefore the associated amortisation is adjusted.

Additionally included is £3.0m representing the Group's share of the associate's post-tax results attributable to the amortisation of acquired intangible assets.

Unrecognised deferred tax assets

Deferred tax assets of £74.6m were not recognised in the year and were instead recognised in the income statement. Of the amounts not recognised, £54.9m was attributed to adjusting items. Further information is included in Note 9.

Critical accounting judgements

Identification of adjusting items

In order to provide shareholders with additional insight into the year-on-year performance of the business, an adjusted measure of profit is provided to supplement the reported IFRS numbers, and reflects how the business measures performance internally. Adjusting items are those which are significant in amount, either individually or in aggregate, and arise from events or transactions that are not in the ordinary course of business, and are therefore excluded from adjusted profit measures to provide clearer comparability between periods.

The assessment of whether to adjust certain items requires judgement, and covers the nature of the item, the cause of its occurrence and the scale of impact of that item on reported performance and individual financial statement line items, as well as consistency with prior periods. The same assessment is applied consistently to any reversals of prior adjusting items. Adjusted profit before tax is not an IFRS measure and therefore not directly comparable to other companies.

4 Revenue

	2025 £m	2024[2] £m
Retail sales	**2,339.5**	2,748.9
Premier subscription revenue	**16.9**	21.1
Marketing and other services[1]	**53.5**	43.3
Delivery receipts	**55.5**	62.6
Wholesale revenue	**12.4**	29.9
Total revenue	**2,477.8**	2,905.8

1 Marketing and other services includes commission and jobber income.
2 Jobber income of £11.6m has been reclassified in the comparative period from Retail sales to Marketing and other services, to conform with the current year's presentation.

Material accounting policies

Revenue recognition

Revenue arises from the sale of goods and services in the ordinary course of the Group's activities, net of returns, related discounts and value added taxes. Revenue is recognised when performance obligations are satisfied, at the transaction price allocated to that obligation.

Retail sales

Retail sales represent the majority of the Group's revenue and consist of internet sales. Revenue for goods is recognised on dispatch to the customer instead of delivery to the customer for practical reasons. The impact of this is assessed at each reporting period and is immaterial to Group revenue and profits. Where consideration has been received in advance of the performance obligation being satisfied (such as gift card sales or unshipped sales), a contract liability is recognised.

Returns are provided for as a reduction to revenue when sales are recorded, based on management's best estimate of the amount required, taking into account historical trends and past experience. A refund liability is recognised within trade and other payables, and a separate right of return asset is recognised and included within inventory which represents the right to recover product from the customer.

Revenue from other services

Revenue from other services relates to premier subscription revenue, marketing revenue earned from the website, commission revenue, delivery receipt payments, revenue from wholesale sales and jobber income.

Revenue relating to the Group's ASOS Premier subscription (which spans a year) is recognised on a straight-line basis throughout the year's subscription. Revenue from marketing services is recognised as performance obligations are completed in line with the terms and conditions of each contract.

Commission revenue relates to the sale of third-party products where it has been determined that the Group is acting as an agent. Sales commission from third parties is recognised when the related goods or services are sold.

In line with retail sales, delivery receipts and wholesale revenue are recognised on dispatch to the customer instead of at delivery. The impact is not material to the Group's results.

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5 Segmental analysis

IFRS 8 *Operating Segments* requires operating segments to be identified on the basis of internal reporting on components of the Group that are regularly reviewed by the Chief Operating Decision-Maker to allocate resources to the segments and to assess their performance.

The Chief Operating Decision-Maker has been determined to be the Management Committee. It is the Management Committee that reviews the Group's internal reporting in order to assess performance and allocate resources across the business. In doing so, the Management Committee reviews performance across the Group via a number of sources, comprising regular monthly management accounts, and ad hoc analysis that provides deep dives into different areas, including territory, brands and revenue streams.

In determining the Group's operating segments, management has considered the level of information which is regularly reviewed by the Management Committee. Information regularly reviewed by the Management Committee is at a consolidated Group level only, with some disaggregated revenue information and associated metrics provided for the geographical territories of the UK, the US, Europe and the Rest of World. However, decisions on resource allocation are not made based on this information. Such decisions are made on ad hoc analysis, separately provided to the Management Committee, and does not constitute information that is either regularly provided to, nor reviewed by, the Management Committee. As a result, it has been concluded that the Group has only one operating segment (the Group level).

The following sets out the Group's revenue in the key geographic markets in which customers are located:

	2025				
	UK £m	**EU £m**	**US £m**	**Rest of World £m**	**Total £m**
Retail sales	**1,137.0**	**788.1**	**236.0**	**178.4**	**2,339.5**
Revenue from other services	**74.8**	**31.2**	**21.7**	**10.6**	**138.3**
Total revenue	**1,211.8**	**819.3**	**257.7**	**189.0**	**2,477.8**
Cost of sales					**(1,311.1)**
Gross profit					**1,166.7**
Distribution expenses					**(262.3)**
Administrative expenses					**(1,133.2)**
Other income					**16.5**
Operating loss					**(212.3)**
Finance income					**4.8**
Finance expenses					**(74.1)**
Loss before tax					**(281.6)**
Non-current assets[1]	**693.0**	**154.9**	**4.1**	**–**	**852.0**

	2024				
	UK £m	EU £m	US £m	Rest of World £m	Total £m
Retail sales	1,262.3	974.3	298.2	214.1	2,748.9
Revenue from other services	71.3	34.1	40.6	10.9	156.9
Total revenue	1,333.6	1,008.4	338.8	225.0	2,905.8
Cost of sales					(1,743.3)
Gross profit					1,162.5
Distribution expenses					(326.1)
Administrative expenses					(1,170.3)
Other income					2.0
Operating loss					(331.9)
Finance income					12.0
Finance expenses					(59.4)
Loss before tax					(379.3)
Non-current assets[1]	703.8	175.0	183.2	–	1,062.0

1 Excludes derivative financial assets and deferred tax assets.

Due to the nature of its activities, the Group is not reliant on any individual major customers.

6 Operating loss

Operating loss is stated after charging/(crediting):

	2025 £m	2024 £m
Depreciation and amortisation:		
Property, plant and equipment	**26.7**	28.9
Right-of-use assets	**24.0**	25.1
Investment properties	**0.7**	1.0
Other intangible assets	**115.5**	117.3
Impairment of non-financial assets:		
Property, plant and equipment	**109.5**	97.7
Right-of-use assets	**20.7**	15.8
Investment properties	**0.1**	4.2
Other intangible assets	**7.9**	2.2
Onerous contract charges	**13.0**	5.3
Net foreign exchange gains	**3.6**	2.1
Expenses relating to short-term leases	**0.9**	1.0
Expenses relating to leases of low value assets	**0.1**	0.3
Sub-let income relating to leases under IFRS 16	**(1.3)**	(1.5)
Gain on recognition of net investment in lease receivables	**–**	(4.4)

	2025 £m	2024 £m
Auditors' remuneration:		
Audit services:		
Statutory audit of parent company and consolidated financial statements	**1.1**	1.4
Statutory audit of the Company's subsidiaries pursuant to legislation	**0.2**	0.2
	1.3	1.6

Costs relating to the audit of the Parent Company are borne by ASOS.com Limited. The policy for the approval of non-audit fees is set out in the Audit Committee Report on pages 84 to 90. Costs related to non-audit services provided by the Group's auditors were £0.2m (2024: £1.0m).

7 Employee costs

7.1 Employee benefit expenses

	2025 £m	2024 £m
Wages and salaries including bonus and termination benefits	**182.9**	186.1
Social security costs	**22.0**	21.6
Pension costs	**7.7**	7.7
Share-based payment charges	**4.4**	4.6
Gross total	**217.0**	220.0
Less: staff costs capitalised to intangible assets and property, plant and equipment	**(55.7)**	(64.6)
Total employee benefit expenses	**161.3**	155.4

7.2 Average employee numbers (including Directors)

	2025 Number	2024 Number
By activity:		
Fashion	**923**	921
Operations	**1,271**	1,168
Technology	**780**	938
	2,974	3,027

Details of key management compensation can be found in Note 26 and within the Directors' Remuneration Report on pages 97 to 108.

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8 Finance income and expenses

	2025 £m	2024 £m
Finance income		
Interest on deposits	**4.8**	12.0
Finance expenses		
Interest on borrowings	**(66.9)**	(58.5)
IFRS 16 lease interest	**(6.4)**	(5.5)
Provisions – unwind of discount	**(3.8)**	(3.1)
Interest capitalised	**3.0**	7.7
Total finance expenses	**(74.1)**	(59.4)
Net finance expenses	**(69.3)**	(47.4)

Material accounting policies

Finance income and expenses are recognised in the consolidated income statement for financial instruments measured at amortised cost, using the effective interest rate method.

Finance expenses directly attributable to the acquisition or construction of qualifying assets are capitalised. Qualifying assets are those that necessarily take a substantial period of time to prepare for their intended use.

9 Taxation

9.1 Income statement

	2025 £m	2024 £m
Current year UK tax	**–**	–
Current year overseas tax	**0.6**	3.6
Adjustment in respect of prior year corporation tax	**(5.5)**	(4.4)
Total current tax credit	**(4.9)**	(0.8)
Origination and reversal of temporary differences	**15.3**	(42.4)
Adjustment in respect of prior years	**6.4**	2.6
Total deferred tax charge/(credit)	**21.7**	(39.8)
Total income tax charge/(credit) in income statement	**16.8**	(40.6)
Analysed as:		
Tax on adjusted loss	**(2.3)**	(2.6)
Tax on adjusting items	**19.1**	(38.0)
Total income tax charge/(credit) in income statement	**16.8**	(40.6)
Effective tax rate	**(6.0%)**	10.7%

9 Taxation cont.

Reconciliation of tax credit

The effective tax rate of (6.0%) (2024: 10.7%) is lower than (2024: lower than) the rate of corporation tax in the UK of 25.0% (2024: 25.0%). The differences are explained below:

	2025 £m	2024 £m
Loss before tax	**(281.6)**	(379.3)
Tax on loss at standard rate of UK corporation tax of 25% (2024: 25%)	**(70.4)**	(94.8)
Effects of:		
Expenses not deductible for taxation purposes	**9.7**	2.0
Rate differences: overseas tax	**0.9**	0.2
Tax adjustments on share-based payments	**0.9**	1.3
Adjustment in respect of prior years	**1.1**	(1.6)
Unrecognised deferred tax assets	**74.6**	52.3
Total income tax charge/(credit) in the income statement	**16.8**	(40.6)

Expenses not deductible for taxation purposes includes £4.0m in respect of non-capitalised asset spend following the decision during the year to vacate the Atlanta fulfilment centre. Refer to Note 3 for further information.

Pillar two disclosures

2025 is the first year that ASOS falls within the scope of the Pillar Two income taxes legislation. Under this legislation, the Parent Company is required to pay, in the UK, top-up tax on profits of its subsidiaries and any UK profits that are taxed at an effective tax rate below 15%. This legislation is not anticipated to have a material impact on the financial position of the Group, as the jurisdictions in which the Group operates, including the UK, apply tax rates above 15%.

For the year ended 31 August 2025, the transitional safe harbour provisions apply, and no top-up taxes have arisen. The Group continues to assess the impact of the Pillar Two income taxes legislation on its future financial performance, and has not recognised any deferred tax assets or liabilities related to Pillar two income taxes, in accordance with the temporary exception issued by the IASB in May 2023.

9.2 Tax recognised in other comprehensive income

	2025 £m	2024 £m
Deferred tax credit on movement of derivative financial instruments	**(3.3)**	(4.0)

9.3 Tax recognised in the statement of changes in equity

	2025 £m	2024 £m
Deferred tax (credit)/charge on movement in tax base of share awards	**(0.1)**	0.1

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9 Taxation cont.

9.4 Deferred tax analysis

The movements in deferred tax assets and liabilities during the year, prior to the offsetting of the balances within the same tax jurisdiction, are shown below:

	Accelerated capital allowances £m	Share-based payments £m	Derivatives and foreign exchange £m	Losses £m	Corporate Interest Restriction £m	Research and development expenditure credit £m	Other £m	Total £m
As at 2 September 2024	**(23.7)**	**(0.9)**	**(1.7)**	**88.8**	**23.7**	**(16.8)**	**(6.9)**	**62.5**
Credit/(charge) to income statement	**32.3**	**0.4**	**–**	**(71.4)**	**3.2**	**2.3**	**11.5**	**(21.7)**
Credit to other comprehensive income	**-**	**-**	**3.3**	**–**	**–**	**–**	**–**	**3.3**
Credit to equity	**-**	**0.1**	**–**	**–**	**–**	**–**	**–**	**0.1**
Balance sheet reclass	**-**	**-**	**–**	**–**	**–**	**0.5**	**–**	**0.5**
As at 31 August 2025	**8.6**	**(0.4)**	**1.6**	**17.4**	**26.9**	**(14.0)**	**4.6**	**44.7**
As at 4 September 2023	(34.3)	(0.2)	(5.7)	84.9	–	(19.9)	(7.0)	17.8
Credit/(charge) to income statement	10.6	(0.6)	–	3.9	23.7	2.1	0.1	39.8
Credit to other comprehensive income	-	-	4.0	–	–	–	–	4.0
Charge to equity	-	(0.1)	–	–	–	–	–	(0.1)
Balance sheet credit for withheld tax	-	-	–	–	–	1.0	–	1.0
As at 1 September 2024	(23.7)	(0.9)	(1.7)	88.8	23.7	(16.8)	(6.9)	62.5

The other deferred tax liability comprises:

	2025 £m	2024 £m
Unpaid pension expenses	**0.2**	0.4
Capitalised borrowing costs	**(3.0)**	(5.8)
Temporary differences arising on acquired customer relationships	**–**	(3.4)
Temporary deductions arising on the amortisation of acquired brands	**–**	(1.1)
Temporary differences arising as a result of IFRS 16	**4.0**	3.0
Dilapidation provisions	**4.0**	–
Other	**(0.6)**	–
	4.6	(6.9)

Deferred tax assets and liabilities have been offset where they are due to reverse in the same jurisdiction. The following is the analysis of the deferred tax balances (after offset):

	2025 £m	2024 £m
Deferred tax – US	**7.4**	3.2
Deferred tax – UK	**37.3**	59.3
	44.7	62.5

9.5 Climate change

The Group has considered the potential impacts of climate risks as disclosed within the Sustainability – Planet section on pages 22 to 27. While estimated impacts to either revenue or costs (and therefore profit) are noted, they are significantly lower than the existing risk adjustments already applied (refer to the key sources of estimation uncertainty – recognition of deferred tax assets section on the following page for further information), which are used to factor in a range of uncertainties and financial sensitivities, including potential climate-related impacts. As a result climate risks are effectively encompassed within the broader risk adjustments already applied, and it is not considered that climate change-related risks result in any changes to the recognition of deferred tax assets.

9 Taxation cont.

Material accounting policies

Current tax

Current tax is accounted for on the basis of tax laws enacted or substantively enacted at the balance sheet date. Current tax is charged or credited to the income statement, except when it relates to items charged to equity or other comprehensive income.

Deferred tax

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset realised based on the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity or other comprehensive income.

Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Current and deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority, on either the taxable entity or different taxable entities, and where there is an intention to settle the balances on a net basis.

Key sources of estimation uncertainty

Recognition of deferred tax assets

In accordance with IAS 12 *Income Taxes*, the Company recognises deferred tax assets to the extent that it is probable that future taxable profit will be available, against which the deductible temporary differences and the carry-forward of unused tax losses can be utilised. In line therefore with the judgements and estimates disclosed with going concern (refer to Note 2.2) and impairment (refer to Note 15), the recognition of deferred tax assets requires the Group to make significant estimates about the future profitability of its operations.

In determining the amount of deferred tax assets recognised, management makes estimates of future taxable profits and the likelihood of their being recovered within a reasonably foreseeable timeframe, being a minimum of five years, aligned to the Group's strategic planning process. In making these estimates, management considers the current and projected financial performance of the Group, including profit margins, revenue growth, and cost management strategies, which are derived from management forecasts and consistent with those used as part of the Group's going concern and impairment assessments. Risk adjustments are then applied, with a greater adjustment applied to periods where there is less evidence of profits, in particular, those further in the future. The Group also considers the timing and amount of deductible temporary differences. As at 31 August 2025, the Group has net deferred tax assets of £171.6m, of which £44.7m have been recognised. Deferred tax assets relating to temporary differences and unused tax losses of £507.9m (£126.9m tax effected) have not been recognised.

The deferred tax assets have no expiry date and the Group believes that it is probable that future taxable profits, together with the reversal of existing temporary differences, will be sufficient to utilise the recognised deferred tax assets, however actual outcomes could differ from these estimates due to changes in the factors mentioned above. A movement of +/-10% in forecast taxable profits would increase/(decrease) the amount of deferred tax assets recognised by £6.7m/£(6.4m), and is considered a reasonable possible change.

The unrecognised deferred tax assets relate to losses on a mix of adjusted and non-adjusted items. Therefore, the £74.6m charge relating to unrecognised deferred tax assets has been apportioned between adjusted and reported profit in proportion to the total tax losses arising within each category, with £54.9m recognised outside adjusted profit, and £19.7m within adjusted profit.

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10 Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of the Parent Company ASOS Plc by the weighted average number of ordinary shares in issue during the year. Own shares held by the Employee Benefit Trust and Link Market Trust are excluded from the weighted average number of ordinary shares.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares in issue for the effects of all potentially dilutive ordinary shares. However, as the Group incurred a loss during the year, the impact of potential ordinary shares is anti-dilutive and therefore has not been included in the calculation of diluted loss per share. As a result, basic and diluted loss per share are the same for the current year.

	2025	2024
Weighted average number of shares in issue – basic and diluted	**119,294,826**	119,085,260
Loss for the year (£m)	**(298.4)**	(338.7)
Basic and diluted loss per share (pence per share)	**(250.1)**	(284.4)

11 Goodwill and other intangible assets

	Goodwill £m	**Brands and domain names £m**	**Customer relationships £m**	**Software £m**	**Assets under construction £m**	**Total £m**
Cost						
As at 2 September 2024	**35.5**	**31.7**	**24.4**	**966.2**	**14.8**	**1,072.6**
Additions	**–**	**–**	**–**	**75.7**	**7.3**	**83.0**
Transfers	**–**	**–**	**–**	**8.7**	**(8.7)**	**–**
As at 31 August 2025	**35.5**	**31.7**	**24.4**	**1,050.6**	**13.4**	**1,155.6**
Accumulated amortisation and impairment						
As at 2 September 2024	**0.3**	**5.1**	**10.8**	**539.9**	**2.5**	**558.6**
Amortisation expense	**–**	**1.4**	**3.0**	**111.1**	**–**	**115.5**
Impairment charge	**–**	**–**	**–**	**3.1**	**4.8**	**7.9**
As at 31 August 2025	**0.3**	**6.5**	**13.8**	**654.1**	**7.3**	**682.0**
Net book value at 31 August 2025	**35.2**	**25.2**	**10.6**	**396.5**	**6.1**	**473.6**
Cost						
As at 4 September 2023	35.5	219.6	24.4	863.5	19.0	1,162.0
Additions	–	–	–	90.6	7.9	98.5
Transfer to assets held for sale	–	(187.9)	–	–	–	(187.9)
Transfers	–	–	–	12.1	(12.1)	–
As at 1 September 2024	35.5	31.7	24.4	966.2	14.8	1,072.6
Accumulated amortisation and impairment						
As at 4 September 2023	0.3	19.8	7.8	431.5	2.1	461.5
Amortisation expense	–	7.7	3.0	106.6	–	117.3
Transfer to assets held for sale	–	(22.4)	–	–	–	(22.4)
Impairment charge	–	–	–	1.8	0.4	2.2
As at 1 September 2024	0.3	5.1	10.8	539.9	2.5	558.6
Net book value at 1 September 2024	35.2	26.6	13.6	426.3	12.3	514.0

Intangible assets under construction relates to spend on software-based projects, including the enhancement of the Group's mobile apps/website, and other software. No individual projects are material in value.

11 Goodwill and other intangible assets cont.

Material accounting policies

Goodwill

Goodwill represents the excess of the fair value of the consideration of an acquisition over the fair value of the Group's share of the net identifiable assets of the business combinations at the date of acquisition. Goodwill is considered to have an indefinite useful life. Goodwill is tested for impairment annually and again whenever indicators of impairment are detected and is carried at cost less any provision for impairment.

Brands and customer relationships

Acquired brands and customer relationships are initially recognised at fair value as part of a business combination. These are subsequently amortised based on their expected useful lives on a straight-line basis. Amortisation is included within administrative expenses in the consolidated income statement. These assets are assessed for impairment if there is a triggering event. Any impairment in value is charged to the consolidated income statement in the year in which it occurs. Acquired brands and customer relationships relate to the HIIT and Miss Selfridge brand names and wholesale customer relationships acquired from the Arcadia Group and are amortised over their expected useful lives of between 8 and 30 years.

Software

Capitalised software development costs are stated at historic cost less accumulated amortisation and impairment. Amortisation is calculated on a straight-line basis over the assets' expected economic lives of between 3 to 15 years and recognised within administrative expenses in the consolidated income statement.

The cost of acquiring and developing software that is not integral to the related hardware is capitalised separately as an intangible asset. This does not include internal website development and maintenance costs, which are expensed as incurred unless representing a technological advance leading to future economic benefit. Capitalised software costs include external direct costs of material and services and the payroll and payroll-related costs for employees who are directly associated with the project.

For Software as a Service (SaaS) arrangements configuration and customisation costs are capitalised in the following instances as intangible assets within software:

- The Group has both a contractual right to take possession of the software at any time without significant penalty, and the ability to run the software independently of the host vendor.
- The costs incurred meet the definition of and recognition criteria for an intangible asset. This includes, for example, the development of software code that enhances or modifies, or creates additional capability to, existing systems controlled by the Group.

Where these conditions are not met, costs incurred to configure or customise, and the ongoing fees to obtain access to the cloud provider's application software, are recognised as operating expenses when the services are received.

Assets under construction

Software under development is held at cost less any recognised impairment loss.

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12 Property, plant and equipment

	Fixtures, fittings, plant and machinery £m	Computer hardware £m	Assets under construction £m	Total £m
Cost				
As at 2 September 2024	**412.1**	**45.3**	**150.9**	**608.3**
Additions	**2.4**	**0.6**	**3.5**	**6.5**
Disposals	**–**	**–**	**(0.1)**	**(0.1)**
Transfers	**0.3**	**–**	**(0.3)**	**–**
As at 31 August 2025	**414.8**	**45.9**	**154.0**	**614.7**
Accumulated depreciation and impairment				
As at 2 September 2024	**218.9**	**37.9**	**68.3**	**325.1**
Depreciation expense	**21.9**	**4.8**	**–**	**26.7**
Impairment charge	**22.6**	**1.7**	**85.2**	**109.5**
As at 31 August 2025	**263.4**	**44.4**	**153.5**	**461.3**
Net book value at 31 August 2025	**151.4**	**1.5**	**0.5**	**153.4**
Cost				
As at 4 September 2023	410.7	43.0	109.2	562.9
Additions	1.2	4.0	42.0	47.2
Disposals	–	(1.8)	–	(1.8)
Transfers	0.2	0.1	(0.3)	–
As at 1 September 2024	412.1	45.3	150.9	608.3
Accumulated depreciation and impairment				
As at 4 September 2023	165.4	32.1	2.8	200.3
Depreciation expense	22.5	6.4	–	28.9
Disposals	–	(1.8)	–	(1.8)
Impairment charge	31.0	1.2	65.5	97.7
As at 1 September 2024	218.9	37.9	68.3	325.1
Net book value at 1 September 2024	193.2	7.4	82.6	283.2

Refer to Note 3 for details of impairments.

12.1 Interest capitalised

	2025 £m	2024 £m
Included within additions	**3.0**	7.7
Accumulated capitalised interest (net of disposals) included within cost	**17.7**	14.7
Accumulated capitalised interest (net of disposals) held within net book value	**–**	9.3
Capitalisation rate	**7.8%**	7.9%

The accumulated capitalised interest held within net book value is £nil at year end, following the impairment of the Atlanta fulfilment centre which was the only qualifying asset containing capitalised interest.

12.2 Climate change

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. This includes consideration over climate-related risks which may impact the useful lives of the Group's assets, such as the impact of acute weather events on fulfilment centres. During the period, no changes were made to the remaining useful lives of the Group's assets as a result of climate-related risks.

12 Property, plant and equipment cont.

Material accounting policies

Carrying value

Property, plant and equipment is stated at historical cost less accumulated depreciation and any recognised provision for impairment. Capital work in progress is held at cost less any recognised provision for impairment. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for intended use.

Depreciation

Property, plant and equipment is depreciated on a straight-line basis to its residual value over its anticipated economic useful life of:

Fixtures, fittings, plant and machinery	5 to 15 years
Computer hardware	3 to 5 years

Impairment

Property, plant and equipment are tested for impairment in accordance with the policy for impairment of non-financial assets disclosed in Note 15.

13 Leases

The Group currently holds leases for its fulfilment centres and office space. Leases typically run for terms of between 10 and 20 years and may include break clauses or options to renew beyond the non-cancellable period. The majority of the Group's leases are subject to market review, usually every 5 years.

13.1 Right-of-use assets

	2025 £m	2024 £m
At the beginning of the year	**254.0**	295.2
Remeasurements / modifications	**(42.2)**	(11.2)
Depreciation expense	**(24.0)**	(25.1)
Impairment charge	**(20.7)**	(15.8)
Change in dilapidations estimate	**1.5**	13.8
Foreign exchange differences	**3.5**	(2.9)
At the end of the year	**172.1**	254.0

Right-of-use assets comprise entirely of leases for land and buildings.

13.2 Lease liabilities

	2025 £m	2024 £m
At the beginning of the year	**289.6**	329.0
Remeasurements / modifications	**(42.2)**	(9.9)
Payments	**(32.1)**	(31.0)
Interest expense	**6.4**	5.5
Foreign exchange differences	**2.8**	(4.0)
At the end of the year	**224.5**	289.6
Current	**27.5**	27.2
Non-current	**197.0**	262.4
Total lease liabilities	**224.5**	289.6

Remeasurements / modifications to the lease liability balance are primarily driven by lease term reassessments during the year, as the Group reassessed its likelihood to exercise certain extension options, including those relating to the Atlanta fulfilment centre.

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13 Leases cont.
13.3 Maturity analysis for lease liabilities

	2025 £m	2024 £m
Contractual undiscounted cash flows		
Within one year	**33.7**	32.7
Within two to five years	**117.4**	121.8
Within five to ten years	**86.5**	114.1
Within ten to fifteen years	**13.5**	37.4
In more than fifteen years	**–**	13.8
	251.1	319.8
Future finance charge on lease liabilities	**(26.6)**	(30.2)
Present value of future leases	**224.5**	289.6

Material accounting policies

Right-of-use assets

Right-of-use assets are recognised at cost on the commencement date of the lease, when the underlying asset is available for use. The cost of right-of-use assets comprises the amount of lease liabilities recognised, any initial direct costs incurred, lease payments made at or before the commencement date and less any lease incentives received. Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any subsequent remeasurement of lease liabilities and dilapidation provisions.

The recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term.

Lease liabilities

Lease liabilities are recognised on the commencement date of the lease and are measured at the present value of lease payments to be made over the lease term, discounted using an incremental borrowing rate (IBR) at the lease commencement date.

The lease payments include fixed payments and variable lease payments that depend on an index or a rate (using the relevant rate at the commencement date of the lease), less any lease incentives receivable. Any variable lease payments that do not depend on an index or a rate are recognised as an expense in the year in which the event or condition that triggers the payment occurs, however the Group currently has no such variable lease payments. Contracts may contain both lease and non-lease components, in which case the Group allocates the consideration in the contract to the different components based on their relative stand-alone prices.

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease (a break clause), if it is reasonably certain not to be exercised.

After the commencement date of the lease, the lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made. The carrying amount of lease liabilities is remeasured when there is a change in the future lease payments due to a change in the lease term such as a recognition of an extension or break option, a change in the fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and low value assets

Payments associated with short-term leases and leases of a low value are recognised on a straight-line basis as an expense in the profit or loss, in line with the practical expedient of IFRS 16 *Leases*. Short-term leases are leases with a term of 12 months or less. Low-value leases mainly comprise IT equipment.

14 Investments in associates

During the year, the Group sold the intellectual property relating to the Topshop/Topman (TSTM) brands to 24.8.2024 Limited (IPCO), a UK-incorporated company and subsidiary of Heartland A/S – a related party of the Group. As part of the transaction, the Group received cash proceeds of £135.0m and a 25% equity interest in IPCO, valued at £45.0m. The remaining 75% interest in IPCO is held by a subsidiary of Heartland A/S. The Group also holds one representative Director position on the IPCO Board.

IPCO holds the TSTM brand assets and has granted a licence to ASOS.com for 10 years (extendable up to 25 years at ASOS' discretion), pursuant to which ASOS.com has the exclusive right to continue to design TSTM products (subject to de minimis rights to design local products) for global distribution and to sell TSTM products through the ASOS.com website in consideration for a royalty fee. ASOS also has the right to operate Topshop.com and Topman.com globally, and has been granted exclusive wholesale distribution rights in the UK and North America, while the purchasing entity retains the rights to open branded stores globally and distribute through wholesale partners outside of the UK and North America.

The Group is considered to have the ability to significantly influence, but not control or jointly control, the financial and operating decisions of IPCO through its equity interest and board representation. The investment in IPCO has therefore been classified as an associate, initially recognised at cost of £45.0m and subsequently accounted for using the equity method. The share of net profit/(loss) from the associate is recognised within other income.

The following sets out the summarised financial information in respect of IPCO:

	2025 £m
Current assets	**16.3**
Non-current assets	**164.5**
Current liabilities	**(1.1)**
Non-current liabilities	**–**
Net assets	**179.7**

	2025 £m
Revenue	**15.9**
Loss for the year[1]	**(0.2)**
Total comprehensive loss	**(0.2)**

1 Included in loss for the year is £(3.0m) in adjusting items relating to amortisation of acquired intangible assets. Refer to Note 3 for further information.

The following sets out the movement in the carrying amount of investments in associates:

	2025 £m
At the beginning of the year	**–**
Additional investment	**45.0**
Share of net loss for the year, net of tax	**(0.1)**
Distributions received	**–**
At the end of the year	**44.9**

Material accounting policies

Associates are entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method and are initially recognised at cost. The carrying amount is subsequently adjusted to reflect the Group's share of post-acquisition profits or losses and other comprehensive income. Dividends received from associates reduce the carrying amount of the investment.

Where the Group's share of losses exceeds its interest in an associate, the investment is reduced to nil, and further losses are recognised only to the extent that the Group has a legal or constructive obligation to fund them. The carrying value of investments in associates is assessed for impairment whenever indicators of impairment are identified.

15 Impairment of non-financial assets

15.1 Inputs and assumptions

Cash-generating units

Cash-generating units (CGUs) are deemed the smallest group of assets that independently generate cash inflows and are independent of the cash flows generated by other assets. It was determined that the Group only has one CGU (the Group level) on the basis that the majority of assets within the Group are shared (i.e. software assets that support the entire Group) and therefore unable to be allocated on a reasonable or consistent basis in any other way.

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15 Impairment of non-financial assets cont.

Composition of CGU

For impairment testing purposes, the CGU comprises the following:

	2025 £m	2024 £m
Goodwill and other intangible assets	**473.6**	514.0
Property, plant and equipment	**153.4**	283.2
Right-of-use assets	**172.1**	254.0
	799.1	1,051.2

Assets relating to the Atlanta fulfilment centre were tested separately and excluded from the above due to the decision during the year to vacate the site. Refer to Note 3 for further information.

Identification of impairment indicator

Given the reported loss recognised during the year, combined with the volatility within the macroeconomic environment, an indicator of impairment was deemed to exist.

Approach and assumptions

The recoverable amount for the CGU has been determined using a value-in-use calculation which is based upon the cash flows expected to be generated, derived from the latest budget and forecast data which are reviewed by the Board, and consistent with those used for the Group's going concern and viability assessments. Budget and forecast data reflect both past experience and future expectations of market conditions. The key assumptions in measuring the value-in-use are as follows:

Assumption	Details
Cash flow years / assumptions	▪ Derived from medium-term forecasts reviewed and approved by the Board which cover a period of five years. Growth rates are then reduced to 2.0% (the long-term growth rate) into perpetuity (2024: 2.0%). ▪ Whilst the value-in-use excludes lease rentals (a financing cash flow under IFRS 16 *Leases*), an estimated cash outflow for future lease renewals is assumed from the current lease end dates.
Discount rate	▪ A post-tax discount rate representing the Group's weighted average cost of capital (WACC), subsequently grossed up to a pre-tax rate using an iterative calculation that yields the same value in use when tax cash flows are excluded. ▪ The post-tax WACC has been calculated using the capital asset pricing model, the inputs of which include a UK risk-free rate based on government bond rates, a UK equity risk premium and levered debt premium benchmarked to externally available data, and an average beta derived from a comparator group. ▪ The resulting discount rates are:

2025		2024	
Post-tax rate	**Pre-tax rate**	Post-tax rate	Pre-tax rate
12.5%	**15.9%**	12.7%	15.5%

15.2 Outputs

Outside of specific impairments recognised during the year in relation to sites identified for exit as disclosed in Note 3, no further impairments were identified as a result of the impairment review described above, with headroom noted of c.£103m (2024: c.£600m).

15.3 Climate change

The Group's scenario analysis performed in the Sustainability – Planet section (pages 22 to 27) identifies a number of physical and transitional climate-related risks that could impact both revenue and costs for the Group, and cover scenarios including:

- Current Policy – assumes no strengthening of current climate policies, leading to high physical risks and minimal mitigation;
- Delayed Transition – assumes emissions continue to rise until 2030 before a sudden and disruptive policy response is introduced to limit warming to below 2°C; and
- Net Zero 2050 – assumes global warming is limited to 1.5°C through stringent and coordinated global climate policies.

For the purpose of impairment sensitivities, the Group has modelled the Delayed Transition scenario, which assumes that global emissions continue to rise until 2030 before a sudden and disruptive policy response is introduced to limit warming to below 2°C. This scenario reflects the most severe plausible pathway, capturing both the uncertainty associated with limited near-term policy progress and the potential for a later, disorderly transition. The Net Zero 2050 (1.5°C) scenario has not been considered in preparing the financial statements, as it assumes an immediate and globally coordinated policy response that is inconsistent with current legislative and industry progress, and is therefore considered highly unlikely to materialise.

Under the Delayed Transition scenario, the Group's value-in-use decreased by approximately £78.0m, resulting in residual headroom of £24.6m. The sensitivity is exploratory in nature and based on unmitigated assumptions that do not reflect management actions, future mitigation measures, or strategic adaptation initiatives that could be implemented under such circumstances.

15 Impairment of non-financial assets cont.

Material accounting policies

Goodwill

Goodwill is not amortised but is reviewed for impairment at least annually (or more frequently where there is an indication that the asset may be impaired) by assessing the recoverable amount of each CGU, or group of CGUs, to which the goodwill relates.

Impairment is assessed by measuring the recoverable amount of the CGU, calculated as the higher of fair value less cost to dispose and value-in-use. Where the carrying value of the CGU exceeds the recoverable amount an impairment loss is recognised in the income statement. The impairment charge is allocated first against goodwill and then pro-rata over other assets within the CGU by reference to the carrying amount of each remaining asset in the unit. Impairment losses recognised for goodwill are not subsequently reversed.

Goodwill at ASOS predominantly relates to that recognised as part of the acquisition of Arcadia and is monitored on an entity-wide basis at the reporting segment level as a singular CGU, the ASOS Group CGU.

Other non-financial assets

Property, plant and equipment (PPE), right-of-use assets, and finite-lived intangible assets are assessed on an ongoing basis to determine whether there is an indication that the net book value is no longer supportable. If any such indication exists, the recoverable amount of the asset, being the higher of its fair value less costs to dispose and its value-in-use, is estimated in order to determine the extent of the impairment loss. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the CGU to which the asset belongs.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount and an impairment loss is recognised immediately in the income statement.

Where an impairment loss on other non-financial assets subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of the recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset (or CGU) in prior periods. A reversal of an impairment loss is recognised immediately as a credit to the Group income statement.

Key sources of estimation uncertainty

Assumptions in relation to impairment assessment

Of the assumptions used in the assessment, the value-in-use calculations are most sensitive to changes in the discount rate, the long-term growth rate and forecast cash flows (comprising revenue, gross margin and fixed overheads). Cash flows are derived from forecasts reviewed by the Board, and in line with those used for the going concern and viability assessments which assume sales growth rates gradually improve vs. the FY25 exit rate, trending towards mid-single digit growth after 18 months which is then sustained for the remainder of the plan. Improvements in adjusted gross margin of at least 100bps vs FY25 to 48% to 50% are assumed during FY26 with FY27 & FY28 continuing at around 50% level.

A sensitivity analysis for reasonable possible changes in assumptions was conducted on the impairment tests, where management assessed a scenario in which the revenue growth rates within the five-year forecast cash flows (being the most sensitive assumption) were reduced by half. To reflect this adjustment, a corresponding reduction in variable costs and cost of sales was modelled to maintain gross margin percentage in line with original forecasts. Under this sensitivity scenario, an impairment of approximately £207m would be recognised.

The following table shows the amount by which the assumptions would have to change to make the recoverable amount equal to the carrying value to show the headroom sensitivity. It is not considered that a reasonable possible change in the discount rate, fixed overheads nor the long-term growth rate would cause an impairment, therefore they are not included below.

Sensitivity	2025	2024
A reduction in forecast annual growth rates of:[1]	**(0.7%)**	(2.7%)
A reduction in forecast revenue vs base case of:[2]	**(2.7%)**	(11.4%)
A reduction in forecast gross margin in each year of:	**(0.6%)**	(2.4%)

1 Applied to the Group five-year plan period
2 Applied to all years within the assessment period

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16 Inventories

	2025 £m	2024 £m
Gross finished goods	**523.5**	683.6
Inventory provision	**(121.2)**	(163.3)
Total inventories	**402.3**	520.3

The carrying value of inventories includes a £37.2m (2024: £49.2m) right to recover asset in relation to the inventory expected to be received back from customers as returns. The amount of inventories recognised as an expense and charged to cost of sales for the year was £1,311.1m (2024: £1,743.3m).

Material accounting policies

Inventories

Inventories comprise goods held for resale and are valued at the lower of cost and net realisable value using the weighted average cost basis. Cost comprises the purchase price and any other directly attributable costs incurred in bringing the inventories to the present location and condition, less trade discounts and rebates. Net realisable value is the estimated selling price in the ordinary course of business less variable selling expenses.

Key sources of estimation uncertainty

Inventory provisions

The Group maintains net realisable value provisions for inventory sold via the Group's website based on forecast loss rates and for inventory expected to be sold offsite via clearance routes at the end of its lifecycle. The provisions write inventory down to its net realisable value, being expected income less any related selling costs, and reflect both historical trends and current and forecast economic conditions.

The provisions are calculated using estimates of loss rates and website sell-through rates, both of which are calculated based on historical data from the prior 12 months' sales when categorising the stock by age banding. Provisions recognised are net of any expected proceeds to be received. The provisions are therefore most sensitive to the following assumptions:

- Forecast loss rates
- Forecast sell-through rates
- Offsite sales price assumptions

The movements in the Group's provisions based on reasonable possible changes to the above assumptions are as follows:

	2025		2024	
	Decrease in provision £m	**Increase in provision £m**	Decrease in provision £m	Increase in provision £m
Using loss rates from 2024 / 2023	**(5.0)**	**–**	–	4.0
A change in the anticipated sell through rates of +/-0.5%	**(4.2)**	**4.2**	(7.1)	7.1
A change in the anticipated sales price of +/-10%	**(1.0)**	**1.0**	(2.2)	2.2

Inventory provisions are adjusted at each reporting period end rather than throughout the year to ensure inventory is not carried at an amount greater than net realisable value. Write-downs and write-backs of inventory balances are therefore represented by net movements in the inventory provision.

17 Trade and other receivables

17.1 Analysis of trade and other receivables

	2025 £m	2024 £m
Current		
Trade receivables	**5.0**	19.9
Other receivables	**28.0**	14.0
Allowance for expected credit losses	**–**	(1.0)
	33.0	32.9
Prepayments	**8.7**	8.6
Accrued income	**5.8**	10.7
Net investment in lease receivable	**1.7**	1.2
Total current trade and other receivables	**49.2**	53.4
Non-current		
Net investment in lease receivable	**1.8**	3.7
Total non-current trade and other receivables	**1.8**	3.7

Included within accrued income and other receivables are amounts relating to supplier rebates on inventory purchases totalling £1.6m (2024: £2.0m). Remaining accrued income predominantly comprises unbilled services for which the Group has satisfied the performance obligation within the contract.

The Group's exposure to credit risk is minimal, reflecting the nature of its customer base and settlement methods. The majority of transactions are settled via cash or secure electronic means, and credit terms are only extended following individual credit assessments. No material credit losses have been incurred in the current or prior year.

Material accounting policies

Trade and other receivables

Trade receivables are non-interest bearing and are stated at invoice value less an allowance for expected credit losses. The Group applies the simplified approach under IFRS 9 *Financial Instruments*, with adjustments for factors specific to each receivable, including aging, historical loss experience, and known credit issues.

18 Cash and cash equivalents

	2025 £m	2024 £m
Cash in hand and bank balances	**108.2**	83.1
Money market fund investments	**123.0**	270.2
Short-term deposits	**87.7**	37.7
Total cash and cash equivalents	**318.9**	391.0

Cash and cash equivalents includes uncleared payment provider receipts of £48.8m, which are typically received within three business days (2024: £68.8m).

Included within cash and cash equivalents is £11.6m (2024: £8.1m) of cash collected on behalf of partners of the Direct-to-Consumer fulfilment proposition (Partner Fulfils) and ASOS Fulfilment Services (AFS). ASOS Payments UK Limited and the Group are entitled to interest amounts earned on the deposits and amounts are held in a segregated bank account that is settled on a monthly basis.

Material accounting policies

Cash and cash equivalents

Cash and cash equivalents include cash in hand and bank, money market fund investments, and short-term deposits with original maturities of three months or less.

The Group presents its cash flow statement using the indirect method, whereby profit is reconciled to net cash from operating activities by adjusting profit and loss for non-cash items. The Group has chosen to present interest received as cash flows from investing activities because they are returns on the Group's investments.

Interest paid on borrowings and leases is presented within cash flows from financing activities as they are held for cash management purposes, as are cash payments for the principal element of lease liabilities.

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19 Trade and other payables

19.1 Analysis of trade and other payables

	2025 £m	2024 £m
Trade payables	**122.7**	108.1
Other payables	**175.0**	165.9
Accruals	**177.6**	242.3
Refund liabilities	**77.9**	99.2
Deferred revenue	**31.6**	41.6
Taxation and social security	**34.5**	14.6
Total trade and other payables	**619.3**	671.7

Trade payables comprise amounts owed in relation to inventory purchases. Other payables comprise amounts owed in relation to all other purchases.

19.2 Deferred revenue

Contract liabilities represent consideration received for performance obligations not yet satisfied and relate to gift card liabilities where the majority of the liability is expected to be settled within a year, customer orders not yet shipped, and premier subscriptions.

Gift cards and vouchers	2025 £m	2024 £m
At the beginning of the year	**14.4**	21.3
Purchases	**88.6**	99.4
Revenue recognised which has previously been deferred	**(91.9)**	(106.3)
At the end of the year	**11.1**	14.4
Orders awaiting shipment and premier subscriptions	**20.5**	27.2
Total deferred revenue	**31.6**	41.6

Material accounting policies

Trade and other payables

Trade and other payables are non-interest bearing and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

20 Borrowings

	2025 £m	2024 £m
Convertible bond	**343.3**	478.1
Nordstrom Loan	**6.5**	19.8
Term Loan	**153.8**	190.2
Total borrowings	**503.6**	688.1
Current	**96.4**	1.6
Non-current	**407.2**	686.5
Total borrowings	**503.6**	688.1

Convertible bonds due 2026

On 16 April 2021 the Group issued £500m of convertible bonds. The unsecured instruments paid a coupon of 0.75% until April 2026, or the conversion date, if earlier. The initial conversion price was set at £79.65 per share.

During the year, on 19 September 2024, the Group launched a refinancing exercise of the Convertible Bonds due 2026 as follows:

- £253.0m was exchanged into new Convertible Bonds due 2028;
- £173.4m of the Convertible Bonds due 2026 was accepted for repurchase at a discount to par of 15%; and
- As a result, £73.6m remains in the Convertible Bonds due 2026.

The new Convertible Bonds were issued at par and carry a fixed annual coupon of 11%, payable semi-annually in arrears. The initial conversion price has been set at £79.65, in line with the Convertible Bond due 2026. The bonds will be redeemed on 19 September 2028, unless previously converted, exchanged, redeemed or purchased and cancelled in accordance with the terms and conditions of the bonds, at a redemption price of 120% of the principal amount.

20 Borrowings cont.

Term loan

In May 2023, the Group entered into a £200m senior term loan and a £75m super senior revolving facility (together the Facilities) with specialist lender Bantry Bay Capital Limited through to April 2026, with the optionality to further extend to May 2028 subject to meeting lender requirements. Both the senior term loan and RCF (when drawn) bear interest at a margin above SONIA. The amount available in relation to the RCF is determined by reference to a calculated borrowing base (derived from inventory and intellectual property, both with certain adjustments applied) less the amount borrowed under the term loan. At the year end this was £nil. The RCF incurs commitment fees at a market rate and is currently undrawn.

The Facilities carry a fixed and floating charge over all assets of the following chargors in the Group – ASOS Plc, ASOS.com Limited, ASOS Intermediate Holdings Limited, Mornington & Co (No. 1) Limited and Mornington & Co (No. 2) Limited.

During the year, on 5 September 2024, the Group secured an amendment and extension of the existing facilities agreement with Bantry Bay to May 2027 with an option for a 12-month extension. As part of this, £50m of the term loan was repaid, with a corresponding increase in the available accordion facility.

In November 2025, the Group entered into agreements to refinance its term loan facilities. Refer to Note 29 for further information.

Nordstrom loan

On 12 July 2021 the Group announced a strategic partnership with Nordstrom, a US-based multi-channel retailer, to drive growth in North America. As part of this venture, Nordstrom purchased a minority interest in ASOS Holdings Limited which held the Topshop, Topman, Miss Selfridge and HIIT brands in exchange for £10 as well as providing a £21.9m loan, partially repaid in the prior year. The loan attracts interest at a market rate of 6.5% per annum. An additional repayment of £13.3m was made during the year.

The remaining loan balance of £6.5m was repaid after the balance sheet date.

Impact of refinancing on the Group accounts

The impact of the refinancing activities during the year on the Group's financial statements are shown below:

	Balance sheet			Cash flow	Income statement
	Borrowings £m	**Convertible Bond Reserve £m**	**Retained earnings £m**	**Inflow / (outflow) £m**	**Refinancing (gain) / loss £m**
As at 2 September 2024	**(688.1)**	**(58.9)**	–	–	–
Repurchase of convertible bond	**140.6**	**6.8**	–	**(147.4)**	–
Repayment of loan principal	**63.3**	–	–	**(63.3)**	–
Debt modification gain	**8.1**	**43.3**	**(43.3)**	–	**(8.1)**
Transaction costs	**4.9**	**0.1**	–	**(10.5)**	**5.5**
Total refinancing impact[1]	**216.9**	**50.2**	**(43.3)**	**(221.2)**	**(2.6)**
Interest expense	**(64.8)**	–			
Interest paid	**32.4**	–			
As at 31 August 2025	**(503.6)**	**(8.7)**			

1 The total refinancing impact to the income statement is made up of an £11.6m gain on refinancing of the convertible bonds and £9.0m loss on refinancing of the term loan.

Material accounting policies

Convertible debt

Convertible bonds are classified as compound instruments, consisting of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt, and is subsequently recorded at amortised cost using the effective interest method until extinguished on conversion or maturity of the bonds, and is recognised within borrowings. The difference between the proceeds of issue of the convertible bond and the fair value assigned to the liability component, representing the embedded option to convert the liability into equity of the Group, is included in equity as a separate category.

Issue costs are apportioned between the liability and equity components of the convertible bonds where appropriate based on their relative carrying values at the date of issue. The portion relating to the equity component is charged directly against equity.

Other loans and borrowings

Interest-bearing bank loans and overdrafts are initially recorded at fair value, net of attributable transaction costs, and subsequently recorded at amortised cost using the effective interest method until extinguished.

Arrangement costs for loan facilities such as the Group's term loan are capitalised and amortised on a straight-line basis over the term of the facility.

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21 Provisions

	Dilapidations £m	Onerous occupancy £m	Total £m
As at 2 September 2024	**68.7**	**20.5**	**89.2**
Recognised	**1.4**	**13.0**	**14.4**
Utilised	**–**	**(3.9)**	**(3.9)**
Unwinding of discount	**2.6**	**1.2**	**3.8**
Foreign exchange differences	**–**	**(1.3)**	**(1.3)**
As at 31 August 2025	**72.7**	**29.5**	**102.2**
Current	**–**	**4.4**	**4.4**
Non-current	**72.7**	**25.1**	**97.8**
As at 31 August 2025	**72.7**	**29.5**	**102.2**
As at 4 September 2023	53.4	16.8	70.2
Recognised	13.7	5.3	19.0
Utilised	–	(2.4)	(2.4)
Unwinding of discount	2.3	0.8	3.1
Foreign exchange differences	(0.7)	–	(0.7)
As at 1 September 2024	68.7	20.5	89.2
Current	–	2.7	2.7
Non-current	68.7	17.8	86.5
As at 1 September 2024	68.7	20.5	89.2

Dilapidation provisions

Dilapidations are recognised where there is a present obligation to repair and restore leased properties to their preoccupancy state at the end of the lease term. They are measured at the present value of the expenditures expected to be required to settle the obligation, calculated using a nominal pre-tax annual discount rate, based on government bond yields of an appropriate tenure within the country that the lease is held. No adjustments are made to the discount rate for inflation as inflationary increases are already included in the undiscounted cash flows. Similarly, risk is also considered when determining the cash flows, therefore no adjustments are made to the discount rate for risk. The discount rates used range from 3.1% to 4.5% (2024: 2.5% to 4.3%).

The timing of forecast cash outflows is linked to the underlying lease expiry dates, with the next most significant outflow anticipated to occur in 2028. Whilst there is inherent uncertainty in terms of the quantum of cash outflows expected, they represent management's best estimates for individual properties, with reference to previous experience and size of leased property. It is not considered that there is a significant risk of material adjustment to the carrying amounts of dilapidation provisions due to such estimates, and therefore they are not disclosed as a significant source of estimation uncertainty to the Group.

Onerous occupancy provisions

Where the Group no longer operates from a leased property, onerous property contract provisions are recognised for the least net cost of exiting from the contract. The amounts provided are based on the Group's best estimates of the likely committed outflows and site closure dates. These provisions do not include rent in accordance with IFRS 16 *Leases*, nor business rates, however do include unavoidable costs related to the lease such as service charges and insurance.

Cash flows are discounted to present value using a nominal pre-tax annual discount rate, based on government bond yields of an appropriate tenure within the country that the lease is held. No adjustments are made to the discount rate for inflation as inflationary increases are already included in the undiscounted cash flows. As the cash flows are known due to being contractual, the discount rate is not adjusted for risk. The discount rates for onerous occupancy provisions are 4.1% to 4.8% (2024: 4.0%).

Where the Group is able to exit lease contracts before the expiry date or agree sublets, this results in the release of any associated property provisions. Such events are subject to the agreement of landlords, therefore the Group makes no assumptions on the ability to either exit or sublet a property until a position is agreed. Utilisation of the above amounts is expected to be incurred in conjunction with the profile of the leases to which they relate. Refer to Note 3 for more detail on the amount recognised in the year. Whilst all provisions are sensitive to the discount rate used, given they are derived from government bond yields, it is not considered that there is a significant risk of a reasonable possible change resulting in a material movement in the provisions.

Climate change

The Group remains committed to its stated climate goals and takes into consideration the potential impact of climate change on its legal and constructive obligations, including compliance with carbon emissions regulations and environmental liabilities. Following a thorough review of its provisions, the Group has determined that no adjustments are necessary for climate-related risks, and no new provisions need to be recognised for climate-related matters at this time.

21 Provisions cont.

Material accounting policies

Provisions

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense. Provisions for onerous contracts are recognised when the Group believes that the unavoidable costs of meeting or exiting the contract exceed the economic benefits expected to be received under the contract.

22 Share capital, share premium and other reserves

22.1 Share capital and share premium

	2025		2024	
	Ordinary shares		Ordinary shares	
	Number	**£m**	Number	£m
Called up share capital				
Allotted, issued and fully paid ordinary shares of 3.5p	**119,519,975**	**4.2**	119,334,341	4.2
Share premium account				
Share premium		**322.6**		322.6

The movements in the called up share capital and share premium are as follows:

	Ordinary shares Number	**Share Capital £m**	**Share Premium £m**
As at 2 September 2024	**119,334,341**	**4.2**	**322.6**
Allotted in respect of share incentive schemes	**185,634**	**–**	**–**
As at 31 August 2025	**119,519,975**	**4.2**	**322.6**
As at 4 September 2023	119,236,850	4.2	322.6
Allotted in respect of share incentive schemes	97,491	–	–
As at 1 September 2024	119,334,341	4.2	322.6

22.2 Employee Benefit Trust

The provision of shares to satisfy some of the Group's share incentive plans is facilitated by the Group's Employee Benefit Trust and Link Market Services Trustees Limited (the Trusts). Investment in own shares are recorded at cost, net of directly attributable costs for the purchase of issued, or issuance of new shares, and recognised within equity (within retained earnings). The costs of operating the Trusts are borne by the Group and are not material.

	2025			2024		
	Market value £m	**Nominal value £m**	**Ordinary shares Number**	Market value £m	Nominal value £m	Ordinary shares Number
Investment in own shares	**0.3**	**–**	**101,838**	0.6	–	172,721

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22 Share capital, share premium and other reserves cont.
22.3 Other reserves
The table below sets out the movements in other reserves:

	Cash flow hedge reserve £m	Currency translation reserve £m	Convertible bond reserve £m	Total £m
As at 2 September 2024	**6.0**	**(3.0)**	**58.9**	**61.9**
Net translation movements	**–**	**1.6**	**–**	**1.6**
Net fair value gains/(losses) on cash flow hedges	**(3.4)**	**–**	**–**	**(3.4)**
Fair value movements reclassified from cash flow hedge reserve to profit or loss	**(11.3)**	**–**	**–**	**(11.3)**
Cash flow hedges gains and losses transferred to non-financial assets	**1.7**	**–**	**–**	**1.7**
Repurchase and refinance of convertible bond	**–**	**–**	**(50.2)**	**(50.2)**
Tax on above items	**3.3**	**–**	**–**	**3.3**
Balance as at 31 August 2025	**(3.7)**	**(1.4)**	**8.7**	**3.6**
As at 4 September 2023	17.2	(3.0)	58.9	73.1
Net translation movements	–	–	–	–
Net fair value gains/(losses) on cash flow hedges	1.5	–	–	1.5
Fair value movements reclassified from cash flow hedge reserve to profit or loss	(13.9)	–	–	(13.9)
Cash flow hedges gains and losses transferred to non-financial assets	(2.8)	–	–	(2.8)
Tax on above items	4.0	–	–	4.0
Balance as at 1 September 2024	6.0	(3.0)	58.9	61.9

Material accounting policies

Share capital and share premium

Ordinary shares are classified as equity instruments. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Cash flow hedge reserve

The cash flow hedge reserve represents the effective portion of gains or losses on derivatives designated as, and that qualify as, cash flow hedges. Amounts are transferred to the balance sheet and included within the initial cost of the asset which is being hedged, or to the income statement, as appropriate.

Currency translation reserve

The currency translation reserve accumulates foreign exchange differences arising on the translation of net assets in foreign operations which are recognised in other comprehensive income. The cumulative amount is reclassified to retained earnings when the related investment is disposed.

Convertible bond reserve

The convertible bond reserve represents the equity components of the £73.6m Convertible Bonds due 2026 and the £253.0m Convertible Bonds due 2028.

23 Financial risk management

The Group's Treasury function seeks to reduce exposures to capital risk, liquidity risk, credit risk, interest rate risk and foreign currency risk, to ensure liquidity is available to meet foreseeable needs by investing cash assets safely and profitably. The Group does not engage in speculative trading in financial instruments and transacts only in relation to underlying business requirements. The Group's treasury policies and procedures are reviewed annually with material changes approved by the Audit Committee.

23.1 Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders through an appropriate balance of debt and equity funding, while maintaining sufficient headroom. There have been no changes to capital risk management policies during the year. Refer to Note 27 for the value of the Group's net debt, and the consolidated statement of changes in equity for the value of the Group's equity.

The Board can manage the Group's capital structure by diversifying the debt portfolio, issuing new shares or repurchasing shares in the open market and flexing capital expenditure. From time to time, the Employee Benefit Trust may purchase shares in the Company from the open market for the purpose of satisfying awards under the Group's employee share plans, however the Group does not currently operate a defined share buy-back plan.

23.2 Liquidity risk

Liquidity risk is the risk that the Group may be unable to meet its financial obligations as they fall due.

The Group manages its exposure to liquidity risk by continuously monitoring short and long-term forecasts and actual cash flows, ensuring it has the necessary banking and reserve borrowing facilities available to meet the requirements of the business. At 31 August 2025, the Group was fully drawn on the £150.0m term loan with Bantry Bay with a maturity of May 2027. Borrowings under the term loan bear interest at a rate linked to SONIA.

The Group has issued £73.6m of Convertible Bonds due April 2026 and £253.0m of Convertible Bonds due September 2028, paying a fixed annual coupon of 0.75% and 11.0%, respectively. The Convertible Bonds due 2028 will be redeemed at a redemption price of 120% of the principal amount, unless previously converted, exchanged, redeemed or purchased and cancelled in accordance with the terms and conditions of the bonds.

Surplus cash is invested with relationship banks and money market funds to optimise returns, whilst also considering counterparty risk and business liquidity requirements.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows or an estimate of cash flows in respect of floating interest rate liabilities.

2025	Less than 1 year £m	1 to 2 years £m	2 to 5 years £m	Over 5 years £m
Convertible bond	**(102.0)**	**(27.8)**	**(345.3)**	**–**
Nordstrom loan	**(6.5)**	**–**	**–**	**–**
Term loan	**(22.4)**	**(172.4)**	**–**	**–**
Trade and other payables[1]	**(542.1)**	**–**	**–**	**–**
Derivatives – gross settled				
Cash inflows	**575.0**	**36.4**	**–**	**–**
Cash outflows	**(582.0)**	**(36.3)**	**–**	**–**
2024				
Convertible bond	3.8	503.8	–	–
Nordstrom loan	1.3	1.3	3.9	19.8
Term loan	30.2	217.6	–	–
Trade and other payables[1]	601.3	–	–	–
Derivatives – gross settled				
Cash inflows	812.5	51.3	–	–
Cash outflows	(807.9)	(51.0)	–	–

1 Excludes deferred revenue and any amounts in relation to taxation.

The maturities of lease liabilities are disclosed separately in Note 13.

23 Financial risk management cont.

23.3 Credit risk

Credit risk is the risk that a counterparty may default on its obligation to the Group in relation to lending, hedging, settlement and other financial activities. The Group's principal financial assets are trade and other receivables, financial derivatives, and cash and cash equivalents. The Group's credit risk is primarily attributable to its trade and other receivables and financial counterparties. The amounts included in the consolidated balance sheet are net of allowances for doubtful receivables.

The Group has a low retail credit risk due to transactions being principally of high volume, low value and short maturity. The Group's trade receivables are primarily with companies with which the Group has long-standing relationships, and wholesale suppliers, and therefore the risk of default and write-offs due to bad debts is considered to be low.

The Group has no significant concentration of credit risk, as exposure is spread over a large number of counterparties and customers. The credit risk on liquid funds is considered to be low, as the Group Treasury Policy limits the total value that can be placed with each approved counterparty to minimise the risk of loss.

The Group considers its maximum exposure to credit risk to be as follows:

	2025 £m	2024 £m
Trade and other receivables[1]	**42.3**	48.3
Cash and cash equivalents	**318.9**	391.0
Derivative financial assets	**1.3**	9.8
	362.5	449.1

1 Trade and other receivables excludes prepayments and VAT receivables.

23.4 Interest rate risk

Interest rate risk is the risk of increased costs arising from adverse movements in interest rates. Interest on financial instruments is classified as fixed rate if interest resets on the instruments are less frequent than once every 12 months. Interest on financial instruments is classified as floating rate if interest resets on the instruments occur every 12 months or more frequently.

The Group is exposed to cash flow interest rate risk on the £150.0m term loan, which incurs interest linked to SONIA. The Group's remaining borrowings pay fixed coupons.

The mix of the Group's financial assets and liabilities at the balance sheet date are as follows:

	2025			2024		
	Fixed £m	**Floating £m**	**Total £m**	Fixed £m	Floating £m	Total £m
Cash and cash equivalents	**–**	**318.9**	**318.9**	–	391.0	391.0
Borrowings	**(349.8)**	**(153.8)**	**(503.6)**	(497.9)	(190.2)	(688.1)
	(349.8)	**165.1**	**(184.7)**	(497.9)	200.8	(297.1)

The Group considers that a 100bps movement in interest rates is a reasonable measure of volatility. The sensitivity analysis has been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt portfolio are all constant as at 31 August 2025. The sensitivity of floating rate balances to a change of 100bps in the interest rate (or such lesser amount as would result in a zero rate of interest) at the balance sheet date is shown below:

	2025 Impact on pre-tax profit £m	2024 Impact on pre-tax profit £m
Change in floating rate +/-100bps	**1.7/(1.7)**	1.9/(1.9)

23.5 Foreign currency risk

The Group operates internationally and is therefore exposed to foreign currency transaction risk, primarily on sales denominated in Euros and US Dollars as well as on US Dollar denominated purchases. The Group's presentational currency is pound Sterling, therefore the Group is also exposed to foreign currency translation risks due to movements in foreign exchange rates on the translation of non-sterling assets and liabilities.

The primary use of forward exchange and option contracts for sales and inventory purchases per the Group's hedging policy is to hedge material currency exposures with layered hedges over an 18-month period, with up to 100% coverage of the net unmatched exposure for the six months immediately preceding the forecast cash flows, and coverage decreasing between months seven and 18. These forward foreign exchange contracts are classified as Level 2 derivative financial instruments under IFRS 13 *Fair Value Measurement*.

23 Financial risk management cont.

The following table illustrates the hypothetical sensitivity of the Group's reported profit before tax and other comprehensive income to a 10% increase and decrease in the value of each of these currencies relative to pound Sterling at the reporting date, assuming all other variables remain unchanged. The sensitivity rate of 10% is deemed to represent a reasonably possible change based on historic exchange rate volatility.

The following assumptions were made in calculating the sensitivity analysis:

- Exchange rate fluctuations on currency derivatives that form part of an effective cash flow hedge relationship affect the fair value reserve in equity and the fair value of the hedging derivatives, with no impact on the income statement.
- All hedge relationships are fully effective.

The sensitivities are calculated with reference to a single moment in time and are subject to change due to a number of factors including fluctuating trade payable, cash balances and changes in the currency mix. In addition, each of the sensitivities is calculated in isolation whilst, in reality, foreign currencies do not move independently. Positive figures represent an increase in profit before tax or in other comprehensive income.

	2025		2024	
	Profit before tax £m	**Other comprehensive income £m**	Profit before tax £m	Other comprehensive income £m
Sterling strengthens by 10% against:				
US dollar	**2.0**	**(10.9)**	(0.1)	(6.3)
Euro	**(3.0)**	**18.5**	(5.6)	20.6
Sterling weakens by 10% against:				
US dollar	**(2.4)**	**13.3**	0.1	7.7
Euro	**3.7**	**(22.6)**	6.9	(25.2)

24 Financial instruments

24.1 Financial instruments by category

The carrying amounts of the Group's financial assets, financial liabilities, and derivative financial instruments as at the balance sheet date are as follows:

2025	**Amortised cost £m**	**Fair value through profit or loss £m**	**Total £m**
Derivative financial assets	**–**	**1.3**	**1.3**
Cash and cash equivalents	**318.9**	**–**	**318.9**
Trade and other receivables[1]	**42.3**	**–**	**42.3**
Derivative financial liabilities	**–**	**(10.1)**	**(10.1)**
Lease liabilities	**(224.5)**	**–**	**(224.5)**
Trade and other payables[2]	**(542.1)**	**–**	**(542.1)**
Borrowings	**(503.6)**	**–**	**(503.6)**
	(909.0)	**(8.8)**	**(917.8)**
2024			
Derivative financial assets	–	9.8	9.8
Cash and cash equivalents	391.0	–	391.0
Trade and other receivables[1]	48.3	–	48.3
Derivative financial liabilities	–	(7.1)	(7.1)
Lease liabilities	(289.6)	–	(289.6)
Trade and other payables[2]	(601.3)	–	(601.3)
Borrowings	(688.1)	–	(688.1)
	(1,139.7)	2.7	(1,137.0)

1 Trade and other receivables excludes prepayments and VAT receivables.
2 Trade and other payables excludes deferred revenue and any amounts in relation to taxation.

Derivative financial instruments are currently held at fair value on the balance sheet – all are within Level 2 of the fair value hierarchy.

Financial Statements
Notes to the Consolidated Financial Statements cont.

24 Financial instruments cont.

24.2 Carrying amount versus fair value

Set out below is a comparison of the carrying amount and the fair value of financial instruments that are carried in the financial statements at a value other than fair value. The fair value of financial assets and liabilities are based on prices available from the market on which the instruments are traded. Where market values are not available, the fair values of financial assets and liabilities have been calculated by discounting expected future cash flows at prevailing interest rates. The fair values of cash and cash equivalents, trade and other receivables, and trade and other payables are considered to approximate to their book values.

2025	Fair value hierarchy	Carrying amount £m	Fair value £m
Convertible bond	**1**	**(343.3)**	**(338.3)**
Nordstrom loan	**2**	**(6.5)**	**(3.0)**
Term loan	**2**	**(153.8)**	**(151.8)**
		(503.6)	**(493.1)**
2024			
Convertible bond	1	(478.1)	(358.3)
Nordstrom loan	2	(19.8)	(9.6)
Term loan	2	(190.2)	(200.8)
		(688.1)	(568.7)

Fair value hierarchy is defined as:

- Level 1 fair value measurements are derived from quoted market prices (unadjusted) in active markets for identical assets or liabilities at the balance sheet date. This level includes listed equity securities and debt instruments on public exchanges;
- Level 2 fair value measurements are derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments is determined by discounting expected cash flows at prevailing interest rates; and
- Level 3 fair value measurements are derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

24.3 Offsetting financial instruments

There are no financial assets and financial liabilities that are offset in the balance sheet.

24.4 The effects of hedge accounting on the Group's financial position and performance

The table below provides a breakdown of the Group's cash flow hedges as well as derivatives not in a formal hedge accounting relationship:

	2025			2024		
		Fair value			Fair value	
	Notional £m	Asset £m	Liability £m	Notional £m	Asset £m	Liability £m
Foreign currency derivatives						
Inventory hedges	**124.2**	**0.7**	**(4.8)**	122.1	1.4	(4.7)
Capex hedges	**–**	**–**	**–**	13.2	–	(0.7)
Sales hedges	**206.1**	**0.6**	**(4.0)**	292.3	8.4	(0.8)
Derivatives not in a formal hedging relationship						
Foreign currency derivatives	**225.6**	**–**	**(1.3)**	238.7	–	(0.9)
Total		**1.3**	**(10.1)**		9.8	(7.1)

There is an economic relationship between the hedged items and the hedging instruments as the terms of the foreign exchange contracts match the terms of the expected highly probable forecast transactions (i.e. notional amount and expected payment date). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the foreign exchange contracts are identical to the hedged risk components. Hedge effectiveness is determined at inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. To test the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks. Hedge ineffectiveness can arise from:

- Differences in the timing of the cash flows of the hedged items and the hedging instruments;
- The counterparties' credit risk differently impacting the fair value movements of the hedging instrument compared to the hedged items; and
- Changes to the forecasted cash flows of the hedged item.

The derivatives have been fair valued at 31 August 2025 with reference to forward exchange rates, with the resulting value discounted back to present value.

24 Financial instruments cont.

24.5 Maturity profile of hedging instruments

The table below analyses the Group's derivative financial instruments into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

2025	1 to 6 months	6 to 12 months	More than one year
US dollar (highly probable forecast purchases)			
Notional amount (in £m)	**70.3**	**38.0**	**15.9**
Average GBP: USD contract rate	**1.30**	**1.30**	**1.34**
Euro (highly probable forecast sales)			
Notional amount (in £m)	**111.2**	**70.4**	**20.7**
Average GBP: EUR contract rate	**1.17**	**1.16**	**1.14**
Other (highly probable forecast sales)			
Notional amount (in £m)	**3.8**	**–**	**–**
Average GBP: Other contract rate		**Various currencies**	
2024			
US dollar (highly probable forecast purchases)			
Notional amount (in £m)	82.9	37.7	14.7
Average GBP: USD contract rate	1.28	1.27	1.27
Euro (highly probable forecast sales)			
Notional amount (in £m)	113.3	88.2	23.9
Average GBP: EUR contract rate	1.15	1.16	1.15
Other (highly probable forecast sales)			
Notional amount (in £m)	38.3	24.8	3.8
Average GBP: Other contract rate		Various currencies	

24.6 Impact of change in value of hedged items on cash flow hedge reserve

2025	Change in value of hedged item for calculating hedge ineffectiveness £m	Change in value of hedging instrument for calculating hedge ineffectiveness £m	Cumulative impact on cash flow hedge reserve £m
Hedges of foreign currency sales	**(0.4)**	**0.4**	**(3.3)**
Hedges of foreign currency inventory purchases	**3.7**	**(3.7)**	**(3.5)**
Hedges of foreign currency purchases of Property, plant and equipment	**0.1**	**(0.1)**	**–**
2024			
Hedges of foreign currency sales	(6.7)	6.7	7.6
Hedges of foreign currency inventory purchases	4.6	(4.6)	(2.3)
Hedges of foreign currency purchases of Property, plant and equipment	0.6	(0.6)	0.9

Financial Statements
Notes to the Consolidated Financial Statements cont.

24 Financial instruments cont.

24.7 Analysis of fair value movements in cash flow hedge reserve by risk category

2025	Opening £m	FV movements recognised in OCI £m	Amounts reclassified £m	Closing £m	Reclassification recognised in
Hedges of foreign currency sales	7.6	0.4	(11.3)	(3.3)	Revenue
Hedges of foreign currency inventory purchases	(2.3)	(3.7)	2.5	(3.5)	Inventory
Hedges of foreign currency purchases of Property, plant and equipment	0.9	(0.1)	(0.8)	–	Property, plant and equipment
Tax	(0.2)	3.3	–	3.1	
	6.0	(0.1)	(9.6)	(3.7)	
2024					
Hedges of foreign currency sales	14.8	6.7	(13.9)	7.6	Revenue
Hedges of foreign currency inventory purchases	4.5	(4.6)	(2.2)	(2.3)	Inventory
Hedges of foreign currency purchases of Property, plant and equipment	2.1	(0.6)	(0.6)	0.9	Property, plant and equipment
Tax	(4.2)	4.0	–	(0.2)	
	17.2	5.5	(16.7)	6.0	

Material accounting policies

Derivative financial instruments

The Group uses derivative financial instruments to hedge its exposure to foreign exchange risks. These derivative financial instruments are designated as cash flow hedges, are initially measured at fair value on the contract date and then measured at fair value at subsequent reporting dates. To qualify for hedge accounting, the Group documents, at the inception of the hedge, the hedging risk management strategy, the relationship between the hedging instrument and the hedged item or transaction, the nature of the risks being hedged and an assessment of the effectiveness of the hedging relationship, to ensure it is highly effective on an ongoing basis.

Changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows are recognised directly in other comprehensive income, and the ineffective portion is recognised immediately in the income statement. Where the hedged item subsequently results in the recognition of a non-financial asset such as inventory or property, plant and equipment, the amounts accumulated in other comprehensive income are included in the initial cost of the asset. For all other cash flow hedges, the amounts accumulated in other comprehensive income are recognised in the consolidated income statement when the hedged item or transaction affects the income statement.

Where derivatives do not qualify for hedge accounting, any changes in the fair value of the derivative financial instrument are recognised in the income statement as they arise.

25 Share-based payments

The Group incurred a cost of £3.7m (2024: £3.4m) net of capitalised costs totalling £0.7m (2024: £1.2m) in relation to share-based payments during the year.

25.1 Save As You Earn (SAYE) scheme

Under the terms of the SAYE scheme, the Board grants options to purchase ordinary shares in the Company to employees who enter into an HMRC-approved SAYE scheme for a term of three years. Options are granted at a 20% discount to the average mid-market closing price of the shares on the three business days preceding the date of offer and are normally exercisable for a period of six months after completion of the SAYE contract. These option grants are settled on exercise either through the issue of new ordinary shares or through a transfer of shares from the Employee Benefit Trust.

Movements in SAYE options during the year are shown below:

	2025		2024	
	Number of options	**Weighted average exercise price (pence)**	Number of options	Weighted average exercise price (pence)
Outstanding at beginning of year	**1,975,503**	**374**	1,345,993	350
Granted	**629,665**	**291**	1,663,748	312
Lapsed	**(759,108)**	**312**	(1,032,956)	560
Exercised	**(7,358)**	**312**	(1,282)	225
Outstanding at end of year	**1,838,702**	**343**	1,975,503	374
Exercisable at end of year	**–**	**–**	169	532

The weighted average share price at the date of exercise for options exercised during the year was 424 pence (2024: 351 pence). The weighted average remaining contractual life of outstanding options at 31 August 2025 was 1.8 years (2024: 2.6 years).

The fair value of options granted during the year was calculated using the Black-Scholes model, assuming the following inputs:

	2025	2024	
	Grant 1	Grant 1	Grant 2
Share price (pence)	**382**	400	344
Exercise price (pence)	**291**	312	317
Expected volatility (%)	**65**	64	63
Expected life (years)	**3.0**	3.6	3.5
Risk-free rate (%)	**4.0**	4.0	4.1
Dividend yield	**–**	–	–
Weighted average fair value of options (pence)	**207**	225	174

Volatility has been estimated by taking the historical volatility in the Company's share price over a three-year period.

25.2 ASOS Long-Term Incentive Scheme (ALTIS)

Under the terms of the ALTIS, certain Executive Directors and Senior Leaders may be granted conditional awards, the base value of which is calculated as a fixed multiple of salary, and will only vest to the extent the related performance targets, as detailed in the Directors' Remuneration Report on page 95, are met. These awards are settled on exercise either through the issue of new ordinary shares or through a transfer of shares from the Employee Benefit Trust.

Movements in ALTIS awards during the year are shown below:

	2025	2024
Outstanding at beginning of year	**2,930,151**	1,820,720
Granted	**–**	1,797,919
Lapsed	**(658,597)**	(540,136)
Exercised	**(23,571)**	(148,352)
Outstanding at end of year	**2,247,983**	2,930,151

No additional ALTIS awards were granted during the year, as the scheme was replaced by the Value Creation Plan (VCP). Refer to page 96 in the Directors' Remuneration Report for more information.

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25 Share-based payments cont.

25.3 Restricted Stock Unit (RSU)

Certain Executive Directors and Senior Leaders may be granted conditional awards, the base value of which is calculated as a fixed multiple of salary, and will only vest to the extent the members remain in employment to the end of the vesting period. These RSUs are granted under the ALTIS rules and will be equity-settled.

Movements in RSU awards during the year are shown below:

	2025	2024
Outstanding at beginning of year	**1,316,295**	229,866
Granted	**602,648**	1,296,199
Lapsed	**(313,618)**	(58,031)
Exercised	**(225,443)**	(151,739)
Outstanding at end of year	**1,379,882**	1,316,295

The fair value of awards granted during the year was calculated with reference to the grant-date share price as follows:

Date of grant	Fair value of awards (pence)	2025	2024
31.01.24	378	–	860,947
25.04.24	378	–	435,252
06.12.24	367	**602,648**	–
		602,648	1,296,199

25.4 Value Creation Plan (VCP)

Under the terms of the VCP, Executive Directors and certain Senior Leaders are granted conditional awards, the value of which is determined by reference to an allocated portion of a pool equal to 5.50% of the growth in the Company's share price above a threshold of £6.70. Awards are granted as nil-cost options and will only vest to the extent the relevant performance conditions, as detailed in the Directors' Remuneration Report on page 102, are met. These awards are settled on exercise either through the issue of new ordinary shares or through a transfer of shares from the Employee Benefit Trust.

Awards vest in tranches between August 2027 and August 2029, and are exercisable quarterly. For awards exercised on or after 29 November 2029, a free cash flow underpin applies, whereby the pool value is calculated using the higher of the actual share price or a substituted share price derived from Group free cash flow performance in FY29.

Due to the structure of the VCP, the number of awards granted is not fixed at grant date and is determined at exercise based on the pool value and share price. Accordingly, movements are disclosed as an allocation of the pool. At the balance sheet date, 4.35% of the maximum 5.50% pool has been allocated to participants.

Movements in VCP awards during the year are shown below:

	2025
Outstanding at beginning of year	–
Granted	**5.19%**
Lapsed	**(0.84%)**
Exercised	–
Outstanding at end of year	**4.35%**

Lapsed awards during the year relate to participants who left the Group prior to vesting.

The fair value of awards granted during the year was calculated using the Monte Carlo model, applying the following inputs:

	2025		
	Grant 1	Grant 2	Grant 3
Share price (pence)	**356**	**316**	**360**
Exercise price (pence)	–	–	–
Expected volatility (%)	**41.2**	**47.1**	**48.0**
Expected life (years)	**5.6–5.7**	**5.1**	**4.9–5.0**
Risk-free rate (%)	**4.3**	**4.0**	**4.1**
Dividend yield (%)	–	–	–
Portion of VCP pool granted	**4.30%**	**0.28%**	**0.62%**
Total fair value of awards granted (£)	**5,008,661**	**254,455**	**727,779**

Volatility has been estimated by taking a weighted average of the historical volatility of the Company's share price over a one-year and six-year period, to take into account both the current position of the Company and historical volatility.

25 Share-based payments cont.

Material accounting policies

Share-based payments

The Group issues equity-settled share-based payments to certain employees, whereby employees render services in exchange for shares or rights over shares of the Parent Company.

The fair value of the employee services rendered is determined by reference to the fair value of the shares awarded or options granted, excluding the impact of any non-market vesting conditions. All share options are valued using an option-pricing model. This fair value is charged to the income statement over the vesting period of the share-based payment scheme with a corresponding increase in equity.

The value of the charge is adjusted in the income statement over the remainder of the vesting period to reflect expected and actual levels of share awards vesting, with the corresponding adjustments made in equity.

26 Related party transactions

26.1 Key management personnel

The aggregate compensation to key management personnel, being the Directors of ASOS Plc (Executive and Non-executive) and the members of the Management Committee was as follows:

	2025 £m	2024 £m
Short-term employee benefits	**7.1**	5.7
Post-employment benefits	**0.4**	0.3
Share-based payments charge	**1.4**	0.8
Joining costs and loss of office costs	**1.6**	0.2
	10.5	7.0

Components of the highest-paid Director's remuneration are detailed in the Directors' remuneration table on page 100.

26.2 Transactions with other related parties

During the year, the Group made purchases of inventory, net of VAT, totalling £59.2m (1 September 2024: £59.7m) from Aktieselskabet af 5.5.2010, a company which has a significant shareholding in the Group. At 31 August 2025, the amount due to Aktieselskabet af 5.5.2010 was £12.8m (1 September 2024: £11.2m).

Additionally, the Group incurred fees, net of VAT, totalling £16.1m (1 September 2024: not applicable) payable to 24.8.2024 Limited, a new associate of the Group in the year and a subsidiary of Heartland A/S. At 31 August 2025, the amount due to 24.8.2024 Limited was £5.4m (1 September 2024: not applicable). Refer to Note 14 for more details.

During the year, the Group made purchases of inventory, net of VAT, totalling £1.0m (1 September 2024: £0.6m) from entities under the control of Frasers Group plc, a company which has a significant shareholding in the Group. At 31 August 2025, the amount due to the Frasers Group was £0.1m (1 September 2024: £0.1m).

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Notes to the Consolidated Financial Statements cont.

27 Analysis of net debt

Group net debt comprises cash and cash equivalents less any borrowings drawn down at year end (including accrued interest), but excluding outstanding lease liabilities.

	2025 £m	2024 £m
Borrowings	**(503.6)**	(688.1)
Leases	**(224.5)**	(289.6)
Liabilities from financing activities	**(728.1)**	(977.7)
Cash and cash equivalents	**318.9**	391.0
Net debt	**(409.2)**	(586.7)
Net debt APM (ex-leases)	**(184.7)**	(297.1)

The table below sets out the movements in liabilities arising from financing activities:

	Lease liabilities £m	**Borrowings £m**	**Liabilities from financing activities £m**
As at 2 September 2024	**(289.6)**	**(688.1)**	**(977.7)**
Cash flows from financing activities			
Repayments of principal	**25.7**	**63.3**	**89.0**
Interest paid	**6.4**	**32.4**	**38.8**
Repurchase of convertible bond	**–**	**140.6**	**140.6**
Financing fees paid	**–**	**4.9**	**4.9**
Non-cash movements			
Movement in lease liabilities	**42.2**	**–**	**42.2**
Foreign exchange impacts	**(2.8)**	**–**	**(2.8)**
Debt modification gain	**–**	**8.1**	**8.1**
Accrued interest	**(6.4)**	**(64.8)**	**(71.2)**
As at 31 August 2025	**(224.5)**	**(503.6)**	**(728.1)**
As at 4 September 2023	(329.0)	(672.8)	(1,001.8)
Cash flows from financing activities			
Repayments of principal	25.5	0.5	26.0
Interest paid	5.5	37.1	42.6
Non-cash movements			
Movement in lease liabilities	9.9	–	9.9
Foreign exchange impacts	4.0	–	4.0
Accrued interest	(5.5)	(52.9)	(58.4)
As at 1 September 2024	(289.6)	(688.1)	(977.7)

28 Commitments and contingencies

28.1 Capital commitments

Capital expenditure committed at the reporting date but not yet incurred is as follows:

	2025 £m	2024 £m
Fixtures and fittings	**0.3**	15.9
Intangible assets	**45.8**	54.9
	46.1	70.8

28.2 Subsidiary audit exemptions

The following UK subsidiary undertakings are exempt from the requirements of the Companies Act 2006 (the Act) relating to the audit of individual accounts by virtue of Section 479A of the Act.

Name	**Company number**	**Name**	**Company Number**
ASOS Global Limited	07817472	ASOS Transaction Services Limited	08207408
ASOS Marketplace Limited	07289272	ASOS Ventures Limited	09356546
ASOS Payments Holding Limited	13332420	Covetique Ltd	07491491
ASOS Payments UK Limited	13337408	Crooked Tongues Limited	06579850
ASOS Projects Limited	08218702	Eight Paw Projects Limited	07990751

The following UK subsidiary undertakings are exempt from the requirements of the Companies Act 2006 (the Act) relating to the audit of individual accounts by virtue of Section 480 of the Act.

Name	**Company number**	**Name**	**Company Number**
Mornington & Co (No.1) Limited	08506761	Mornington & Co (No.2) Limited	08506877

28.3 Contingent liabilities

From time to time, the Group is subject to various legal proceedings and claims that arise in the ordinary course of business, which due to the fast-growing nature of the Group and its e-commerce base, may concern the Group's brand and trading name or its product designs. All such cases brought against the Group are robustly defended and a liability is recorded only when it is probable that the case will result in a future economic outflow which can be reliably measured.

The Group is subject to assessments from an overseas customs authority in relation to import duty for prior financial periods. The Group has appealed these assessments on the basis that the prior calculations comply with World Trade Organisation-compliant customs valuation methods. At the balance sheet date, the appeal process remains ongoing. Based on legal advice and management's assessment, the maximum exposure is considered immaterial, and any payments on account in excess of this are expected to be fully recoverable.

29 Post balance sheet events

In November 2025, the Group entered into agreements to refinance its term loan facilities. The refinancing will become effective in December 2025, at which point the Group's existing £150.0m term loan will be repaid and the associated revolving credit and accordion facilities with Bantry Bay will be terminated.

The new financing arrangements, provided by a syndicate of private lenders, are comprised of a £150.0m senior term loan and an £87.5m Delayed Draw Term Loan facility. These new facilities will mature in November 2030.

Financial Statements
Company Balance Sheet

	Note	31 August 2025 £m	1 September 2024 £m
Non-current assets			
Investments in subsidiaries	C3	**74.5**	70.5
Amounts due from subsidiary undertakings	C4	**646.0**	845.6
		720.5	916.1
Current assets			
Cash and cash equivalents		**0.2**	–
Amounts due from subsidiary undertakings	C4	**72.5**	1.6
		72.7	1.6
Current liabilities			
Trade and other payables		**(0.7)**	–
Amounts due to subsidiary undertakings	C5	**(72.5)**	(1.6)
Borrowings	C6	**(11.7)**	–
		(84.9)	(1.6)
Non-current liabilities			
Amounts due to subsidiary undertakings	C5	**(0.1)**	(476.4)
Borrowings	C6	**(259.1)**	–
		(259.2)	(476.4)
Net assets		**449.1**	439.7
Equity			
Called up share capital	C7	**4.2**	4.2
Share premium	C7	**322.6**	322.6
Convertible bond reserve		**8.7**	58.9
Retained earnings	C8	**113.6**	54.0
Total equity		**449.1**	439.7

The profit after tax for the year was £11.9m (2024: £nil). The notes on pages 170 to 173 form an integral part of these financial statements.

The financial statements of ASOS Plc, registered number 04006623, on pages 168 to 173, were approved by the Board of Directors and authorised for issue on 21 November 2025 and were signed on its behalf by:

José Antonio Ramos Calamonte
Chief Executive Officer

Aaron Izzard
Chief Financial Officer

Company Statement of Changes in Equity

	Called up share capital £m	Share premium £m	Convertible bond reserve £m	Retained earnings £m	Total £m
As at 2 September 2024	**4.2**	**322.6**	**58.9**	**54.0**	**439.7**
Profit for the year and total comprehensive income	**–**	**–**	**–**	**11.9**	**11.9**
Share-based payments charge	**–**	**–**	**–**	**0.4**	**0.4**
Share-based payments contribution	**–**	**–**	**–**	**4.0**	**4.0**
Repurchase and refinance of convertible bond	**–**	**–**	**(50.2)**	**43.3**	**(6.9)**
As at 31 August 2025	**4.2**	**322.6**	**8.7**	**113.6**	**449.1**
As at 3 September 2023	4.2	322.6	58.9	49.4	435.1
Share-based payments contribution	–	–	–	4.6	4.6
As at 1 September 2024	4.2	322.6	58.9	54.0	439.7

Retained earnings includes the share-based payments reserve.

Financial Statements
Notes to the Company Financial Statements

C1 Basis of preparation

The Parent Company's financial statements are prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101) and the Companies Act 2006 as applicable to companies using FRS 101. The financial year represents the 52 weeks to 31 August 2025 (prior financial year: 52 weeks to 1 September 2024). Within these financial statements, 2025 refers to the 52 weeks to 31 August 2025, or as at 31 August 2025; and 2024 refers to the 52 weeks to 1 September 2024, or as at 1 September 2024.

The disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- The requirements of IAS 7 to present a cash flow statement;
- The requirements of paragraph 17 of IAS 24 *Related Party Transactions* (IAS 24), to disclose information related to key management personnel, and the requirements of IAS 24 to disclose related party transactions between two or more members of a group for wholly owned subsidiaries;
- The requirements of paragraphs 30 and 31 of IAS 8 to disclose information assessing the possible impact of new standards issued but which are not yet effective;
- The requirements of IFRS 7 and IFRS 13 for disclosure of financial instruments and fair values;
- The requirements of IFRS 2 to disclose information related to share-based payment arrangements; and
- The requirements of IAS 1 to present comparative information in respect of certain assets and the disclosure information related to capital management.

The financial statements are presented in pound Sterling, rounded to the nearest £0.1m unless otherwise stated. They have been prepared on the going concern basis under the historical cost convention.

The Directors have taken advantage of the exemption available under Section 408 of the Companies Act 2006 and not presented an income statement nor a statement of comprehensive income for the Company alone.

Amendments to published standards

The Company adopted the following accounting standards and amendments during the year with no material impact:

- Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback;
- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current, and Non-current liabilities with Covenants; and
- Amendments to IAS 7 and IFRS 7 – Supplier Finance Arrangements.

The application of these new interpretations and amendments did not have a material impact on the financial statements.

C2 Significant accounting judgements and estimates

The preparation of the Company's financial statements requires the use of judgements, estimates and assumptions in applying the Company's accounting policies to determine the reported amounts of assets, liabilities, income and expenses.

Estimates and judgements are continually reviewed and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the current circumstances. Actual results may differ from these estimates. Any revisions to accounting estimates are applied prospectively. None of the estimates and judgements used in preparation of the Company financial statements are considered significant.

C3 Investments in subsidiaries

In accordance with IFRS 2 *Share-based Payment*, ASOS.com Limited (a subsidiary of the Company) is required to recognise share-based payment arrangements involving equity instruments where ASOS.com Limited has remunerated those providing services to the entity in this way. ASOS Plc makes contributions to ASOS.com Limited equal to the charge for the share-based payment arrangement which is reflected as an increase in ASOS Plc's capital contribution to ASOS.com Limited. For the period from 2 September 2024 to 31 August 2025, ASOS.com Limited recognised a charge of £4.0m (2024: £4.6m) in respect of share-based payment arrangements. Accordingly, this is included within investment additions within the table below.

	2025 £m	2024 £m
At the beginning of the year	**70.5**	65.9
Additions	**4.0**	4.6
At the end of the year	**74.5**	70.5

An impairment test over the investment in subsidiaries was performed at year end, with no impairments identified. Where value-in-use calculations have been used to estimate the recoverable amounts of the investments, sensitivity analysis has been performed. The analysis indicates that there is sufficient headroom such that a reasonably possible change to key assumptions would not result in any impairment in any of the Company's investments in subsidiaries.

Material accounting policies

Investments in subsidiaries

Investments in subsidiaries are carried at cost less any impairment loss in the financial statements of the Company. At each reporting period end, the Company assesses the carrying amounts of its investments to determine whether there is any indication of impairment. Where such an indication exists, the Company makes an estimate of the recoverable amount. If the recoverable amount of the investment is less than its carrying amount, the investment is written down to its recoverable amount. Any impairment loss is immediately recognised in the income statement.

C4 Amounts due from subsidiary undertakings

	2025 £m	2024 £m
Current	**72.5**	1.6
Non-current	**646.0**	845.6
	718.5	847.2

Included within non-current amounts due from subsidiary undertakings are interest-bearing amounts of £343.3m (2024: £478.1m). The remainder is non-interest bearing. All amounts are repayable on demand.

Receivable balances with Group companies are reviewed for potential impairment based on the ability of the counterparty to meet its obligations. No impairment losses were recognised in the year.

Material accounting policies

Amounts due from subsidiary undertakings

Amounts due from subsidiary undertakings are initially recognised at fair value and are subsequently measured at amortised cost using the effective interest rate method less any provision for impairment.

C5 Amounts due to subsidiary undertakings

	2025 £m	2024 £m
Current	**72.5**	1.6
Non-current	**0.1**	476.4
	72.6	478.0

Current amounts due to subsidiary undertakings represent the term loan with Cornwall (Jersey) Limited, which mirrors the terms of the Convertible Bonds due in April 2026. Refer to Note 20 of the Group financial statements for further information.

Material accounting policies

Amounts due to subsidiary undertakings

Amounts due to subsidiary undertakings are recognised initially at fair value, and subsequently at amortised cost using the effective interest rate method.

Financial Statements
Notes to the Company Financial Statements cont.

C6 Borrowings

	2025 £m	2024 £m
Current	**11.7**	–
Non-current	**259.1**	–
	270.8	–

Borrowings consist of the new Convertible Bonds due 2028, which were issued at par and carrying a fixed annual coupon of 11%, payable semi-annually in arrears. Refer to Note 20 of the Group financial statements for further information.

Material accounting policies

Convertible debt

Convertible bonds are classified as compound instruments, consisting of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt, and is subsequently recorded at amortised cost using the effective interest method until extinguished on conversion or maturity of the bonds, and is recognised within borrowings. The difference between the proceeds of issue of the convertible bond and the fair value assigned to the liability component, representing the embedded option to convert the liability into equity of the Group, is included in equity as a separate category.

Issue costs are apportioned between the liability and equity components of the convertible bonds where appropriate based on their relative carrying values at the date of issue. The portion relating to the equity component is charged directly against equity.

C7 Share capital and share premium

	2025		2024	
	Ordinary shares		Ordinary shares	
	Number	**£m**	Number	£m
Called up share capital				
Allotted, issued and fully paid ordinary shares of 3.5p	**119,519,975**	**4.2**	119,334,341	4.2
Share premium account				
Share premium		**322.6**		322.6

The movements in the called up share capital and share premium are as follows:

	Ordinary shares Number	Share Capital £m	Share Premium £m
As at 2 September 2024	**119,334,341**	**4.2**	**322.6**
Allotted in respect of share incentive schemes	**185,634**	**–**	**–**
As at 31 August 2025	**119,519,975**	**4.2**	**322.6**
As at 4 September 2023	119,236,850	4.2	322.6
Allotted in respect of share incentive schemes	97,491	–	–
As at 1 September 2024	119,334,341	4.2	322.6

Material accounting policies

Share capital and share premium

Ordinary shares are classified as equity instruments. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

C8 Retained earnings

	2025 £m	2024 £m
At the beginning of the year	**54.0**	49.4
Profit for the year and total comprehensive income	**11.9**	–
Share-based payments charge	**0.4**	–
Share-based payments contribution	**4.0**	4.6
Repurchase and refinance of convertible bond	**43.3**	–
At the end of the year	**113.6**	54.0

C9 Contingent liabilities and guarantees

Contingent liabilities

Refer to Note 28 of the Group financial statements.

Guarantees

Via the statutory audit exemptions as disclosed on page 167, ASOS Plc will guarantee all outstanding liabilities that the relevant subsidiaries are subject to as at the financial period ended 31 August 2025 in accordance with Section 479C of the Act, as amended by the Companies and Limited Liability Partnerships (Accounts and Audit Exemptions and Change of Accounting Framework) Regulations 2012. In addition, ASOS Plc will guarantee any contingent and prospective liabilities that these subsidiaries are subject to.

Financial Statements
Related Undertakings of the ASOS Group

In accordance with Section 409 of the Companies Act 2006 and Schedule 4 of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, a full list of related undertakings, registered office address and the percentage of share class owned as at 31 August 2025 are disclosed below. All shares held are ordinary shares unless otherwise stated.

Name of company	Country of incorporation	Proportion of ordinary shares held	Holding	Nature of business
ASOS Intermediate Holdings Limited	UK	100%	Direct	Holding company
Mornington & Co (No. 1) Limited	UK	100%	Direct	Vehicle for implementation of ALTIP
Mornington & Co (No. 2) Limited	UK	100%	Direct	Vehicle for implementation of ALTIP
ASOS.com Limited[1,2]	UK	100%	Indirect	Internet retailer
Crooked Tongues Limited	UK	95%	Indirect	Internet retailer
Covetique Limited	UK	100%	Indirect	Discontinued internet marketplace
ASOS Marketplace Limited	UK	100%	Indirect	Discontinued internet marketplace
ASOS Global Limited	UK	100%	Indirect	Holding company
Eight Paw Projects Limited	UK	100%	Indirect	Brand management company
ASOS US, Inc.	US	100%	Indirect	Employer of marketing staff based in the US
ASOS Germany GmbH	Germany	100%	Indirect	Employer of supply chain staff based in Germany
ASOS France SAS	France	100%	Indirect	Non-trading company
ASOS Transaction Services France SAS	France	100%	Indirect	Payment processing company
ASOS Australia Pty Limited	Australia	100%	Indirect	Non-trading company
ASOS Canada Services Limited	Canada	100%	Indirect	Non-trading company
ASOS Transaction Services Limited	UK	100%	Indirect	Holding company
ASOS Transaction Services Australia Pty Limited	Australia	100%	Indirect	Payment processing company
ASOS US Sales LLC	US	100%	Indirect	Payment processing company
ASOS Projects Limited[3]	UK	100%	Indirect	Holding company
ASOS Ventures Limited	UK	100%	Indirect	Non-trading company
ASOS (Shanghai) Commerce Co. Limited	China	100%	Indirect	Discontinued internet retailer
ASOS Payments UK Limited	UK	100%	Indirect	Payment processing company
ASOS Payments Europe B.V.	Netherlands	100%	Indirect	Payment processing company
ASOS Payments Holding Limited	UK	100%	Indirect	Holding company
Cornwall (Jersey) Limited	Jersey	100%	Indirect	Vehicle for issue of convertible bond
ASOS Holdings Limited	UK	90%	Indirect	Brand management company
24.8.2024 Limited	UK	25%	Indirect	Brand management company

1 ASOS.com Limited has a 7.2% interest in Needle and Thread Design Holdings Limited.
2 ASOS.com additionally has a branch registered in the Netherlands.
3 ASOS Projects Limited has a 2.9% interest in Action Artificial Intelligence Limited.

All controlled UK incorporated entities share the same registered office as ASOS Plc. The registered offices of controlled non-UK entities and associates are detailed below:

Entity	Registered office
ASOS US, Inc.	300 Creek View Road, Suite 209, Newark, DE 19711
ASOS Germany GmbH	An der Anhalter Bahn 6, 14979 Grossbeeren, Germany
ASOS France SAS	TMF France SAS, 3-5 Rue Saint Georges, 75009 Paris, France
ASOS Transaction Services France SAS	TMF France SAS, 3-5 Rue Saint Georges, 75009 Paris, France
ASOS Australia Pty Limited	MUFG Corporate Governance, Tower 4, 727 Collins Street, Docklands, VIC 3008, Australia
ASOS Canada Services Limited	777 Dunsmuir Street, Suite 1700, Vancouver, BC V7Y 1K4, Canada
ASOS Transaction Services Australia Pty Limited	MUFG Corporate Governance, Tower 4, 727 Collins Street, Docklands, VIC 3008, Australia
ASOS US Sales LLC	300 Creek View Road, Suite 209, Newark, DE 19711
ASOS (Shanghai) Commerce Co. Limited	Unit 506A Level 5, No. 2911 Zhongshan North Road, Putuo District, Shanghai, China
ASOS Payments Europe B.V.	Suites 2.02 and 2.03, Prinsengracht 769, 1017 JZ Amsterdam, The Netherlands
Cornwall (Jersey) Limited	47 Esplanade, St Helier, Jersey, JE1 0BD
24.8.2024 Limited	Unit A, 10 Fashion Street, London, United Kingdom, E1 6PX

Alternative Performance Measures (APMs)

The Group uses the below non-IFRS performance measures to allow shareholders to better understand the underlying financial performance and position of the Group. These should not be seen as substitutes for IFRS measures of performance and may not allow a direct comparison to other companies.

Performance measure	Closest IFRS measure	Definition	How ASOS uses this measure
Like-for-like revenue growth	Revenue	Like-for-like revenue growth reflects constant currency revenue, which includes retail sales and income from other services, less adjusting items and the impact of foreign exchange translation.	This measure is presented as a means of eliminating the effects of exchange rate fluctuations on the year-on-year reported results.

	2025 £m	2024 £m	Growth %
Revenue	**2,477.8**	2,905.8	(15%)
Adjusting items (Note 3)	**(13.0)**	(9.8)	
Impact of foreign exchange translation	**28.1**	–	
Like-for-like revenue growth	**2,492.9**	2,896.0	(14%)

	2024 £m	2023 £m	Growth %
Revenue	2,905.8	3,549.5	(18%)
Adjusting items (Note 3)	(9.8)	(11.5)	
Impact of foreign exchange translation and LFL financial years[1]	60.7	–	
Like-for-like revenue growth	2,956.7	3,538.0	(16%)

1 Removing the impact of four fewer trading days in FY24.

Performance measure	Closest IFRS measure	Definition	How ASOS uses this measure
Retail sales	Revenue	Internet sales recorded net of an appropriate deduction for actual and expected returns, relevant vouchers, discounts and sales taxes.	A measure of the Group's trading performance focusing on the sale of products to end customers. Used by management to monitor overall performance across markets, and the basis of key internal metrics such as GMV and ABV.
		Retail sales exclude income from delivery receipt payments, marketing services, commission on partner-fulfilled sales, revenue from wholesale sales and jobber income.	A reconciliation of this measure is included in Note 4.
Gross merchandise value (GMV)	Revenue	Retail sales excluding adjusting items plus revenue attributable to Flexible Fulfilment partners, net of returns and excluding sales tax.	This measure reflects the increasing shift to Flexible Fulfilment models and is used as an indicator of top-line performance.

	2025 £m	2024 £m
GMV	**2,456.3**	2,817.8
Less revenue attributable to partners	**(123.2)**	(68.9)
Adjusted retail sales	**2,333.1**	2,748.9
Adjusting items	**6.4**	–
Reported retail sales	**2,339.5**	2,748.9

Performance measure	Closest IFRS measure	Definition
Like-for-like GMV growth	Revenue	Like-for-like GMV growth eliminates the effect of exchange rate fluctuations on the year-on-year GMV metric.

	2025 £m	2024 £m	Growth %
GMV	**2,456.3**	2,817.8	(13%)
Impact of foreign exchange translation	**27.0**	–	
Like-for-like GMV growth	**2,483.3**	2,817.8	(12%)

	2024 £m	2023 £m	Growth %
GMV	**2,817.8**	3,405.1	(17%)
Impact of foreign exchange translation and LFL financial years[1]	**58.9**	–	
Like-for-like GMV growth	**2,876.7**	3,405.1	(16%)

1 Removing the impact of four fewer trading days in FY24.

Financial Statements
Alternative Performance Measures (APMs) cont.

Performance measure	Closest IFRS measure	Definition	How ASOS uses this measure
Adjusted revenue	Revenue	Revenue excluding the impact of adjusting items.	A measure of the Group's revenue and gross profitability, excluding the impact of any adjusting items.
Adjusted gross margin	None	Gross profit divided by revenue and excluding the impact of adjusting items.	Reconciliation is shown below:

	2025 £m	2024 £m
Revenue	**2,477.8**	2,905.8
Adjusting items (Note 3)	**(13.0)**	(9.8)
Adjusted revenue	**2,464.8**	2,896.0
Gross profit	**1,166.7**	1,162.5
Adjusting items (Note 3)	**(4.7)**	94.8
Adjusted gross profit	**1,162.0**	1,257.3
Gross margin	**47.1%**	40.0%
Adjusted gross margin %	**47.1%**	43.4%

Performance measure	Closest IFRS measure	Definition	How ASOS uses this measure
Adjusted cost to serve	None	Operating expenses (excluding depreciation and amortisation and excluding adjusting items) as a percentage of adjusted revenue.	Adjusted cost to serve reflects the underlying profitability of the business and demonstrates discipline on cost structure.

	2025 £m	2024 £m
Operating expenses	**1,395.5**	1,496.4
Less depreciation and amortisation (per cash flow)	**(166.9)**	(172.3)
Less impairment (per cash flow)	**(138.2)**	(119.9)
Less adjusting operating expenses (Note 3)	**(195.6)**	(155.6)
Add back adjusting depreciation and amortisation (Note 3)	**4.5**	10.7
Add back adjusting impairment (Note 3)	**136.8**	119.9
	1,036.1	1,179.2
Adjusted revenue	**2,464.8**	2,896.0
Adjusted cost to serve	**42.0%**	40.7%

Performance measure	Closest IFRS measure	Definition	How ASOS uses this measure
Adjusted EBIT	Operating profit / (loss)	Profit/(loss) before tax, interest, and any adjusting items excluded from adjusted profit/(loss) before tax (see below).	A measure of the Group's underlying profitability for the year, excluding the impact of any transactions outside of the ordinary course of business and not considered to be part of ASOS' usual cost / income base. Used by management to monitor the performance of the business each month.
Adjusted profit / (loss) before tax	Profit / (loss) before tax	Adjusted profit/(loss) before tax excludes items recognised in reported profit/(loss) before tax which, if included, could distort comparability between years.	

	2025 £m	2024 £m
Operating loss	**(212.3)**	(331.9)
Adjusting items excluding finance costs (Note 3)	**180.1**	250.4
Adjusted EBIT	**(32.2)**	(81.5)
Net finance costs (Note 8)	**(69.3)**	(47.4)
Add back adjusting finance costs (Note 3)	**3.3**	2.9
Adjusted loss before tax	**(98.2)**	(126.0)
Add back adjusting items (Note 3)	**(183.4)**	(253.3)
Loss before tax	**(281.6)**	(379.3)

Performance measure	Closest IFRS measure	Definition	How ASOS uses this measure
Adjusted EBITDA	Operating profit / (loss)	Adjusted EBIT above, adjusted for depreciation, amortisation and impairments.	Adjusted EBITDA is used to review the Group's profit generation and the sustainability of ongoing capital reinvestment and finance costs.
Adjusted EBITDA margin	None	Adjusted EBITDA divided by adjusted revenue.	
Net cash / (debt)	None	Cash and cash equivalents less the carrying value of borrowings (including accrued interest) drawn down at year-end, but excluding outstanding lease liabilities.	A measure of the Group's liquidity. Information is included in Note 27. A reconciliation is included below:
Free cash flow	Operating cash flow	Free cash flow is net cash generated from operating activities, adjusted for payments to acquire intangible and tangible assets, the payment of the principal portion of lease liabilities and net finance expenses.	A measure of the cash generated by the Group outside cash flows relating to M&A and financing transactions, which allows management to better assess the cash being generated by the business. A reconciliation to the cash flow statement is shown below:

	2025 £m	2024 £m
Adjusted EBIT (above)	**(32.2)**	(81.5)
Add back depreciation and amortisation (per cash flow)	**166.9**	172.3
Add back impairment (per cash flow)	**138.2**	119.9
Less adjusting depreciation and amortisation (Note 3)	**(4.5)**	(10.7)
Less adjusting impairment (Note 3)	**(136.8)**	(119.9)
Adjusted EBITDA	**131.6**	80.1
Revenue	**2,477.8**	2,905.8
Adjusting items (Note 3)	**(13.0)**	(9.8)
Adjusted revenue	**2,464.8**	2,896.0
Adjusted EBITDA margin %	**5.3%**	2.8%

	2025 £m	2024 £m
Cash and cash equivalents	**318.9**	391.0
Borrowings	**(503.6)**	(688.1)
Lease liabilities	**(224.5)**	(289.6)
Net borrowings	**(409.2)**	(586.7)
Add back lease liabilities	**224.5**	289.6
Net debt	**(184.7)**	(297.1)

	2025 £m	2024 £m
Cash generated from operations (per cash flow)	**159.1**	228.0
Purchase of tangible and intangible assets	**(85.9)**	(133.5)
Repayment of principal portion of lease liabilities	**(25.7)**	(25.5)
Net interest paid	**(33.4)**	(31.3)
Free cash flow	**14.1**	37.7

Financial Statements
Alternative Performance Measures (APMs) cont.

Performance measure	Closest IFRS measure	Definition	How ASOS uses this measure
Other working capital movements (per Financial Review)	None	Removes working capital and cash movements relating to adjusting items.	To provide a reconciliation of the working capital movement in the Financial Statements to the other working capital movement in the Financial Review.

	2025 £m	2024 £m
(Increase) / decrease in other working capital (per Financial Review)	**(67.1)**	12.1
Comprises:		
Working capital per cash flow (excluding inventory)	**(42.4)**	7.1
Working capital relating to adjusting items (see below)	**(24.7)**	5.0
	(67.1)	12.1
Working capital relating to adjusting items:		
Adjusting items (Note 3)	**(183.4)**	(253.3)
Add back adjusting impairment (Note 3)	**136.8**	119.9
Add back adjusting amortisation (Note 3)	**4.5**	10.7
Add back commercial operating model change (Cost of sales) (Note 3)	**8.3**	104.6
Add back share of the associate's adjusting result (Note 3)	**3.0**	–
Less gain on disposal of brands	**(13.8)**	–
Less refinancing gain	**(2.6)**	–
Add back adjusting finance costs (Note 3)	**3.3**	2.9
Adjusting working capital before cash impacts	**(43.9)**	(15.2)
Cash impact of adjusting items (Note 3)	**19.2**	20.2
Working capital relating to adjusting items	**(24.7)**	5.0

The Group has added Gross Merchandise Value (GMV) and Like-for-like GMV growth as APMs this year to reflect the increasing shift to flexible fulfilment models.

Company Information

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Donate your shares to charity

If you have only a small number of shares which are uneconomical to sell you may wish to donate them to charity free of charge through ShareGift (Registered Charity 10528686).

Find out more at www.sharegift.org.uk or by telephoning **020 7930 3737**.

Share fraud warning

Share fraud includes scams where investors are called out of the blue and offered shares that often turn out to be worthless or non-existent, or an inflated price for shares they own. These calls come from fraudsters operating in “boiler rooms” that are mostly based abroad.

While high profits are promised, those who buy or sell shares in this way usually lose their money.

The Financial Conduct Authority (FCA) has found most share fraud victims are experienced investors who lose an average of £20,000, with around £200m lost in the UK each year.

Protect yourself

If you are offered unsolicited investment advice, discounted shares, a premium price for shares you own, or free company or research reports, you should take these steps before handing over any money:

- Get the name of the person and organisation contacting you.
- Check the Financial Services Register at http://www.fca.org.uk to ensure they are authorised.
- Use the details on the FCA Register to contact the firm.
- Call the FCA Consumer Helpline on **0800 111 6768** if there are no contact details on the Register or you are told they are out of date.
- Search our list of unauthorised firms and individuals to avoid doing business with.

Remember: if it sounds too good to be true, it probably is!

If you use an unauthorised firm to buy or sell shares or other investments, you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme (FSCS) if things go wrong.

Report a scam

If you are approached about a share scam you should tell the FCA using the share fraud reporting form at http://www.fca.org.uk/scams, where you can find out about the latest investment scams. You can also call the Consumer Helpline on **0800 111 6768**.

If you have already paid money to share fraudsters you should contact Action Fraud on **0300 123 2040**.

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