



ASOS Plc
(the "Company")

Schedule of Matters Reserved for the Board

The Board of Directors of ASOS Plc (the "Board") has collective responsibility to promote the long-term success of the Company and is accountable to stakeholders for ensuring that the Group is appropriately managed and achieves the strategic objectives it sets, in a way that is supported by the right culture, values and behaviours throughout the ASOS Plc Group (the "Group").

The following schedule identifies the matters reserved for the Board. The Board may delegate specific authorities to Committees but such delegation and the terms of reference must be approved by the Board.

1. Responsibility for the overall leadership of the Company and setting the Company's purpose, values and standards including monitoring and promoting the desired culture and assessing how culture is embedded throughout the business.
2. Determining the Company's strategy and reviewing performance against the strategy.
3. Oversight of the Company's operations, ensuring competent and prudent management, maintenance of rigorous management and internal control systems, adequate accounting and other records, and compliance with statutory and regulatory obligations.
4. Any decision to cease to operate all or any material part of the Group's business.
5. Any extension of the Group's activities into a material new business or geographic areas.
6. Major changes to the Company's corporate structure including, but not limited to, reduction of capital, share issues (except to satisfy employee share plans), share buy backs and the use of treasury shares.
7. Any changes to the Company's listing or its status as a plc.
8. Approval of the annual report & accounts including Corporate Governance report and Directors' Remuneration Report, half yearly report and any preliminary announcement of the final results.
9. Approval of all shareholder circulars, resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
10. Approval of the Delegation of Authority and any material changes, including in particular the CEO's authority limits.

11. Ensure that there is a formal annual performance review of the Board, its Committees, the Chair and individual Directors.
12. All transactions or financial commitments exceeding the CEO's authority limits under the Delegation of Authority including
 - a. Acquisitions, disposals, real estate and other corporate transactions above £10m per transaction;
 - b. Plant expenditures, royalties or other expenditure above £10m;
 - c. Approval of tax transactions above £10m;
 - d. Approval of non-standard or negotiated revenue transactions above £10m.
13. Approval of the Group's budget and any material changes.
14. Approval of all uncapped performance guarantees and all other ASOS Plc guarantees for which approval has not been delegated.
15. Approval of material group accounting policies following recommendation from the Audit Committee.
16. Considering and authorising conflicts of interest, declared by the Directors as permitted by the Company's Articles of Association.
17. Setting interim dividends, recommending final dividends to shareholders and approving financial statements.
18. Determination of Board structure, size and composition, including the appointment, re-appointment or, if necessary, removal of a Director of the Board on the recommendation of the Nomination Committee.
19. Appointment and removal of the Company Secretary.
20. Appointment, reappointment and removal of the external auditor, to be put to shareholders in a general meeting following the recommendation of the Audit Committee.
21. Ensuring adequate succession planning for the Board and senior management.
22. Determining the remuneration of the Non-executive Directors, subject to the Articles of Association and shareholder approval, as appropriate.
23. Consider the balance of interests between stakeholders, including but not limited to employees, shareholders, customers, suppliers and communities.
24. Approving the written division of responsibilities between the Chair and the CEO, and the responsibilities of the Senior Independent Director.

25. Overseeing the Group's overall corporate governance arrangements.
26. Determining the independence of Directors, in the context of its corporate governance obligations.
27. Approval of Group policies and reports published externally, including but not limited to:
 - a. Share Dealing Policy;
 - b. Board Diversity Policy;
 - c. Modern Slavery Statement;
 - d. Tax Strategy;
 - e. Gender Pay Gap Report;
 - f. Whistleblowing Policy;
 - g. Anti-Bribery & Corruption Policy;
 - h. Health & Safety Policy.
28. Ensuring effective engagement with shareholders and stakeholders and encouraging participation with these parties.
29. Determining the nature and extent of the significant risks the Company is willing to take in achieving its strategic objectives.
30. Monitoring the Company's risk management and internal control framework and, at least annually, carrying out a review of its effectiveness.
31. Conducting a robust assessment of the Company's emerging and principal risks at least annually.
32. Establishing Board Committees, approving their terms of reference and any material changes thereto.
33. Receiving reports from the Board's Committees on their activities.
34. Ensuring appropriate arrangements are in place for the workforce to raise concerns in confidence and, if they wish, anonymously; routinely reviewing these arrangements and reports arising therefrom; and ensuring that arrangements are in place for proportionate and independent investigation of such matters and for follow-up action.
35. Approval of any political donations (as defined by the Companies Act 2006).
36. Approval of overall levels of insurance for the Group including Directors' and Officers' Liability insurance and indemnification of Directors.
37. Approval of this Schedule of Matters reserved for the Board.

Approved by the Board on 22 January 2026.