



**ASOS Plc**  
**Greater London House**  
**Hampstead Road**  
**London**  
**NW1 7FB**

23 October 2019

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

Dear Shareholder

I take pleasure in sending you the notice of this year's Annual General Meeting (AGM) for shareholders of ASOS Plc (the Company) which will be held at Greater London House, Hampstead Road, London NW1 7FB on Wednesday 27 November 2019 at 12.00 noon. Explanatory notes on all the resolutions accompany this Notice of Meeting (the Notice). Registration will open at 11.30am.

In accordance with best practice, all of the Directors are offering themselves for annual re-election, or in the case of Mat Dunn, Mai Fyfield, Karen Geary and Luke Jensen, election, following their appointment to the Board during the year. Biographical details of the Directors offering themselves for election and re-election are set out in the notes to the resolutions which follow this Notice.

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

If you would like to vote on the resolutions but cannot attend the AGM, please appoint a proxy electronically by no later than 12.00 noon on Monday 25 November 2019. Information on how to appoint a proxy electronically is given in note 2 on page 7 of this document. As outlined in last year's letter to shareholders, you will not receive a paper Form of Proxy for this year's AGM. In the event that you do require a paper Form of Proxy, you will be able to request this from our Registrars, Link Asset Services.

All resolutions will be put to a poll. This reflects best practice and will ensure that shareholders have their votes taken into account in a way that is proportionate to their beneficial shareholdings, which the Board considers is a more democratic method of voting. Shareholders who attend the AGM will still have the opportunity to ask questions and form a view on any points raised before voting on each resolution. If you are unable to attend the AGM, it will be webcast live on our website: [www.asosplc.com](http://www.asosplc.com).

The poll results will be announced after the AGM has concluded on Wednesday 27 November 2019, or as soon as reasonably practicable thereafter.

Yours faithfully

**Adam Crozier**

Chair  
ASOS Plc

# NOTICE OF ANNUAL GENERAL MEETING 2019

## ASOS Plc (the Company)

Company number: 4006623

**Notice is hereby given that this year's Annual General Meeting of ASOS Plc will be held at Greater London House, Hampstead Road, London NW1 7FB on Wednesday 27 November 2019 at 12.00 noon, to consider and, if thought fit, to pass the following resolutions, of which Resolutions 1 to 15 (inclusive) and Resolution 18 will be proposed as ordinary resolutions and Resolutions 16 and 17 will be proposed as special resolutions.**

### Report and Accounts

1. To receive the Annual Report and Accounts of the Company for the financial year ended 31 August 2019 together with the Directors' Report, Strategic Report and Auditors' Report on those accounts.

### Remuneration Report

2. To approve the Directors' Remuneration Report for the financial year ended 31 August 2019.

### Directors

3. To re-elect Adam Crozier as a Director of the Company.
4. To re-elect Nick Beighton as a Director of the Company.
5. To elect Mat Dunn as a Director of the Company.
6. To re-elect Rita Clifton as a Director of the Company.
7. To re-elect Ian Dyson as a Director of the Company.
8. To elect Mai Fyfield as a Director of the Company.
9. To elect Karen Geary as a Director of the Company.
10. To elect Luke Jensen as a Director of the Company.
11. To re-elect Hilary Riva as a Director of the Company.
12. To re-elect Nick Robertson as a Director of the Company.

### Auditors

13. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.
14. To authorise the Directors to determine the amount of the auditors' remuneration.

### Directors' authority to allot shares

15. That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the Act) to exercise all powers of the Company to allot any Ordinary Shares in the Company (Ordinary Shares) and to grant rights to subscribe for or convert any security into Ordinary Shares up to an aggregate maximum nominal amount of £564,470.

This authority shall expire (unless renewed, varied or revoked by the Company in a general meeting) at the earlier of the conclusion of the next AGM of the Company or 28 February 2021, save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the expiry of such authority and the Directors may allot Ordinary Shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company previously granted to the Directors pursuant to section 551 of the Act.

### **Directors' authority to disapply pre-emption rights**

**16.** That, if Resolution 15 is passed, the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 15 and/or by way of sale of treasury shares for cash as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to allotments of equity securities:

16.1 in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of holders of Ordinary Shares, where the equity securities respectively attributable to the interests of all holders of Ordinary Shares are proportionate as nearly as may be practicable to the respective number of Ordinary Shares held or deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange;

16.2 (otherwise than pursuant to paragraph 16.1) up to an aggregate maximum nominal amount of £146,776, such power shall expire upon expiry of the general authority conferred by Resolution 15, save that the Company may, before such expiry, make offers or arrangements which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired. The authority granted by this resolution shall replace all existing authorities previously granted to the Directors to allot equity securities for cash or by way of a sale of treasury shares as if section 561(1) of the Act did not apply.

### **Authority to make market purchases of own shares**

**17.** That the Company be and is, pursuant to section 701 of the Act, generally and unconditionally authorised to make one or more market purchases (as defined in section 693(4) of the Act) of Ordinary Shares of 3.5 pence each in the capital of the Company provided that:

17.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 4,193,613;

17.2 the minimum price (exclusive of associated expenses) which may be paid for an Ordinary Share is 3.5 pence;

17.3 the maximum price (exclusive of associated expenses) which may be paid for an Ordinary Share shall be the higher of:

i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and

ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out;

17.4 the authority hereby conferred shall expire on the earlier of the conclusion of the next AGM of the Company or 28 February 2021, save that the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of such authority which will or may be completed wholly or partly thereafter and a purchase of Ordinary Shares may be made in pursuance of any such contract.

### **Political donations**

**18.** That, in accordance with sections 366 and 367 of the Act, the Company and any company which is, or becomes, a subsidiary of the Company at any time during the period for which this resolution has effect, be authorised to: (a) make donations to political parties and/or independent election candidates; (b) make political donations to political organisations, other than political parties; and (c) incur political expenditure, as such terms are defined in Part 14 of the Act, during the period beginning on the date of the passing of this resolution and ending on the date of the Company's next AGM, provided that the aggregate of all expenditure under paragraphs (a), (b) and (c) shall not exceed £100,000 in total.

By order of the Board



**Anna Suchopar**

Company Secretary  
23 October 2019

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

Registered in England and Wales 4006623

# EXPLANATION OF RESOLUTIONS

The notes on the following pages explain the proposed resolutions.

## Key

- A** Audit Committee
- N** Nomination Committee
- R** Remuneration Committee

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

The Company must present the accounts for the year ended 31 August 2019 and the reports of the Directors and auditors to the AGM for approval. These are contained in the Company's Annual Report and Accounts for the year ended 31 August 2019.

## DIRECTORS' REMUNERATION REPORT (Resolution 2)

Shareholders will have the opportunity to cast an advisory vote on the Directors' Remuneration Report for the year ended 31 August 2019. The report is set out in full on pages 51 to 69 of the Annual Report and Accounts 2019.

## ANNUAL ELECTION AND RE-ELECTION OF DIRECTORS (Resolutions 3 to 12)

Mat Dunn, Mai Fyfield, Karen Geary and Luke Jensen will stand for election at this year's AGM and, in order to comply with best practice, the remaining Directors will retire and offer themselves for re-election, to take effect at the conclusion of the AGM. A brief biography for each of these Directors is set out below:

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### Adam Crozier

Chair

**N**

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**Appointed** November 2018

**Experience** Adam is currently chairman of Whitbread plc and Vue International. Previous non-executive directorships include Stage Entertainment BV, G4S plc, Debenhams plc and Camelot Group plc.

Adam has had over 20 years' experience as a chief executive officer across four different industries, most recently as the chief executive officer of ITV plc from April 2010 to June 2017. Over that time he has built a strong track record in turning around troubled organisations and for his ability to build and lead successful management teams. Under Adam's leadership, ITV was transformed into one of the most successful and dynamic media and content companies in the world and its financial performance improved dramatically.

Before joining ITV, Adam was chief executive of Royal Mail, where over seven years he led its modernisation and transformed it from a heavily loss-making position to profitability. Prior to Royal Mail he was chief executive officer of The Football Association

between 2000 and 2002 and Joint chief executive officer of Saatchi & Saatchi from 1995-2000.

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### Nick Beighton

Chief Executive Officer

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**Appointed** Chief Financial Officer in April 2009 and Chief Executive Officer in September 2015

**Experience** Nick is a chartered accountant, who qualified at KPMG and has been Chief Executive Officer of ASOS since 2015.

He joined the Company as Chief Financial Officer in 2009 and took the expanded role of Chief Operating Officer in 2014. During his tenure, ASOS has grown both in the UK and around the world. Today, ASOS is one of the leading fashion destinations for 20-somethings globally, trading in almost every country in the world. Before ASOS, Nick was head of finance at Matalan in 1999, later moving into the role of business change and IT director. He joined the Matalan retail board in 2003. In 2005, Nick joined the board of Luminar Entertainment Group as finance director, and became a member of the EU eCommerce Task Force and the Future Fifty Programme Advisory Panel. Nick is also a member of the Retail Sector Council and is a trustee of the ASOS Foundation.

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### Mat Dunn

Chief Financial Officer

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**Appointed** April 2019

**Experience** Mat is a chartered management accountant with over 15 years of post-qualification experience. He has significant international experience in both developed and developing markets, as well as experience leading major commercial and functional improvement and transformation programmes.

Before ASOS, Mat held various financial planning, management and leadership positions at SABMiller PLC from 2002, before joining EMI Music Limited as chief financial officer of their Global Catalogue division in 2009. He returned to SABMiller PLC in 2010, where he held the role of chief financial officer of Asia until 2014 before becoming chief financial officer of South African Breweries Limited from 2014 until 2015. In 2015, Mat joined the board of Britvic plc as chief financial officer.

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**Rita Clifton** (A) (N) (R)  
Independent Non-executive Director

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**Appointed** April 2014

**Experience** Rita is chair of BrandCap, the global brand consultancy, as well as being a portfolio chair and non-executive director. Her current roles include the board of Nationwide Building Society and senior independent director of Ascential plc, the specialist global information company. Previous non-executive directorships include Dixons Retail plc, Bupa, Emap Plc and Populus, the market research firm. Rita started her career in advertising, becoming vice chairman and strategy director at Saatchi & Saatchi. She joined Interbrand as chief executive officer of the London office in 1997, becoming chairman in 2002. She's a fellow of WWF-UK, the conservation and environmental protection charity, and has been a member of the government's Sustainable Development Commission. Rita has also chaired the sustainability charity TCV and sits on the Assurance and Advisory Board for BP's carbon offsetting programme, Target Neutral. In 2014, Rita was awarded a CBE for services to the advertising industry.

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**Ian Dyson** (A) (N) (R)  
Senior Independent Director and Chair of the Audit Committee

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**Appointed** October 2013

**Experience** Ian is the senior independent director of Flutter Entertainment plc (formerly Paddy Power Betfair plc) and chairman of the audit committees of Intercontinental Hotels Group PLC and SSP Group plc. He has more than 20 years' experience in the public market arena and has held both executive and non-executive directorships at FTSE 100 and FTSE 250 companies. He was group finance and operations director of Marks & Spencer Group plc from 2005 to 2010 before becoming chief executive of Punch Taverns plc in 2010. Before that, Ian was group finance director of Rank Group Plc and was formerly a non-executive director and chair of the audit committee of Misy's Plc.

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**Mai Fyfield** (A) (R)  
Independent Non-executive Director

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**To be appointed** 1 November 2019

**Experience** Mai was chief strategy and commercial officer at Sky plc until October 2018, responsible for leading strategy and Sky's commercial partnerships across the Sky Group. During her time at Sky, she was a key player in the growth and diversification of the business and has extensive international and digital experience. Prior to joining Sky in

1999, Mai spent eight years working as an economic advisor to blue-chip companies in a number of different industries, both in the UK and the US. Mai is currently a non-executive director of Roku, a US listed entity, Nationwide Building Society and BBC Commercial Holdings Limited.

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**Karen Geary** (A) (N) (R)  
Independent Non-executive Director

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**Appointed** October 2019

**Experience** Karen is a former FTSE 100 HR Director with an extensive track record in the technology industry. Between 1998 and 2013, Karen was with The Sage Group plc, where she built the HR function and was a member of the executive committee from 2004. Between 2014 and 2016, Karen was chief people officer at Wandisco, Inc., based in the US. She was most recently with Micro Focus International, the FTSE 100 software company, as chief human resources officer, having initially joined the business as a non-executive director and chair of the remuneration committee in 2016.

Karen brings over 20 years of executive leadership experience across start-up and listed blue chip organisations, as well as international HR and business transformation experience across a variety of industries, particularly in Europe and the US. Karen is currently non-executive director at National Express Group plc.

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**Luke Jensen** (A) (N)  
Independent Non-executive Director

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**To be appointed** 1 November 2019

**Experience** Luke is currently chief executive officer of Ocado Solutions, a position he has held since 2017 and joined the Board of Ocado Group plc, the FTSE 100 listed online grocer and technology company, in 2018. Prior to this, Luke was a senior advisor at Boston Consulting Group between 2015 and 2017, and between 2008 and 2014, Luke held various roles at J Sainsbury plc, including group development director, where he was responsible for online and all customer facing digital activities. Luke brings extensive experience in logistics, strategy and technology in the retail sector, on an international scale.

Luke is currently non-executive director of Hana Group, a global provider of in-store Asian cuisine corners with fresh and ready-to-go meals.

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**Hilary Riva** (A) (N) (R)  
Independent Non-executive Director and Chair of the Remuneration Committee

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**Appointed** April 2014

**Experience** Hilary joined Shepherd Neame, Britain's oldest brewer, as a non-executive director in April 2016. She is also a director of the property business, Swan Quay LLP and The Alexander Centre Community Interest Company. Hilary resigned from the board of Shaftesbury Plc in February 2019 and from the board of London & Partners Limited in November 2017. Between 1996 and 2001, Hilary was a member of the management board of Arcadia serving as managing director of Evans, Topshop, Principles, Wallis, Dorothy Perkins and Warehouse. In 2001, as managing director of Rubicon Retail, she jointly led the management buy-out of Principles, Hawkshead, Warehouse and Racing Green from Arcadia. Following the sale of Rubicon in 2005, Hilary joined the British Fashion Council as chief executive officer on a pro bono basis. Hilary stood down in 2009 having put in place the industry engagement, strategic plan, financial resources and management structure to provide a sustainable future for the organisation. Hilary was awarded an OBE for services to the fashion industry in 2008.

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**Nick Robertson**  
Founder and Non-executive Director

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

**Experience** Nick's career began in 1987 at the advertising agency Young & Rubicam. In 1991, he moved to Carat, the UK's largest media planning and buying agency. In 1995, he co-founded Entertainment Marketing Ltd, a marketing services business. He is Chairman of the ASOS Foundation, a registered charity funded by ASOS which works to improve the lives of young people in the UK and overseas through long-term partnerships with established local charities. Nick was awarded an OBE in 2011 for his achievements in the world of fashion retailing.

## Explanation of resolutions continued

### **APPOINTMENT OF AUDITORS (Resolution 13)**

The auditors of a company must be re-appointed at each general meeting at which accounts are laid, to hold office until the conclusion of the next such meeting. It is proposed that PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which the accounts are laid.

### **AUDITORS' REMUNERATION (Resolution 14)**

This Resolution 14 gives authority to the Directors, in accordance with standard practice, to determine the auditors' remuneration.

### **AUTHORITY TO ALLOT SHARES (Resolution 15)**

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

This Resolution 15 seeks to renew the existing authority under section 551 of the Act which would otherwise expire at the AGM, to give the Board authority to allot Ordinary Shares in the Company and to grant rights to subscribe for or convert any security into Ordinary Shares in the Company up to an aggregate maximum nominal amount of £564,470 (representing 16,127,725 Ordinary Shares of 3.5 pence each). This amount represents approximately 19% of the issued ordinary share capital of the Company (excluding treasury shares) as at 18 October 2019, being the latest practicable date prior to the publication of this document, and is the maximum amount of authority which the Directors may seek without exceeding the Company's authorised share capital.

The authority granted by this resolution will expire at the earlier of the conclusion of the next AGM of the Company or 28 February 2021. As at 18 October 2019, being the latest practicable date prior to publication of this document, no Ordinary Shares are held by the Company in treasury.

The Company is proposing this resolution to give the Directors flexibility to allot Ordinary Shares in the Company and to grant rights to subscribe for or convert any security into Ordinary Shares in the Company. The Board has no present intention to exercise the authority sought under Resolution 15, except in connection with the Company's employee share schemes.

### **DISAPPLICATION OF PRE-EMPTION RIGHTS (Resolution 16)**

Under section 561(1) of the Act, if the Directors wish to allot Ordinary Shares, or grant rights to subscribe for, or convert securities into Ordinary Shares, or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions however, when the Directors need the flexibility to finance business opportunities by the issue of new shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless shareholders have first waived their pre-emption rights. This Resolution 16 seeks to renew the authority given to the Board which would otherwise expire at the forthcoming AGM, to allot equity securities for cash on a non-pre-emptive basis, (a) pursuant to a rights issue, or (b) up to an aggregate nominal amount of £146,776 (representing 4,193,613 Ordinary Shares of 3.5 pence each). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 18 October 2019, being the latest practicable date prior to the publication of this document. The authority granted by this resolution will expire upon the expiry of Resolution 15, being at the earlier of the conclusion of the next AGM of the Company or 28 February 2021.

### **AUTHORITY TO MAKE MARKET PURCHASES OF OWN SHARES (Resolution 17)**

This Resolution 17 will give the Company the ability to purchase its own shares up to a specified amount. This is a renewal of the authority granted at last year's AGM. The authority will be limited to market purchases of up to 4,193,613 Ordinary Shares, being 5% of the issued ordinary share capital (excluding treasury shares) as at 18 October 2019, being the latest practicable date prior to the publication of this document.

This resolution sets out the minimum and maximum prices that the Company can pay for the Ordinary Shares. The authority will be kept under review and the Company will only exercise the power to purchase after careful consideration and when the Company is satisfied that to do so is in the best interests of the Company and its shareholders under the circumstances. Assuming no further Ordinary Shares were issued, this figure would represent approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company if the full authority proposed by this resolution was used. The authority granted by this resolution will expire at the earlier of the conclusion of the next AGM of the Company or 28 February 2021. Any Ordinary Shares purchased would be either held as treasury shares or cancelled.

### **POLITICAL DONATIONS (Resolution 18)**

The Act requires companies to obtain shareholders' authority before they can make donations to EU political organisations or incur EU political expenditure. The Company's policy is that it does not, directly or through any subsidiary, make donations to any political party or incur other political expenditure. The authorities we are requesting from shareholders are not designed to change this. However, the Act defines political donations and political expenditure very broadly and, as a result, may cover activities that form part of normal relationships and which are accepted as a way of engaging with stakeholders and opinion-formers to ensure that companies' issues and concerns are considered and addressed. Activities of this nature are not designed to support any political party or to influence public support for a particular party and would not be thought of as political donations in the ordinary sense of those words. Accordingly, this resolution is proposed to ensure that the Company and its subsidiaries do not, because of any uncertainty as to the activities covered by the Act, unintentionally commit any technical breach of the Act. Under the Act, this authority may be for a period of up to four years. However, in line with corporate governance best practice, the Company is seeking the authority on an annual basis. In the financial year ended 31 August 2019, the Company and its subsidiaries did not incur any expenditure pursuant to equivalent authorities.

## Notes to resolutions

1. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend, speak and vote (including on a poll) in their place. A proxy need not be a shareholder of the Company but must attend the AGM in person. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder.
2. A shareholder can appoint a proxy electronically at [www.asosplcshares.com](http://www.asosplcshares.com). For an electronic proxy appointment to be valid, an appointment must be received by no later than 12.00 noon on 25 November 2019 (or if the AGM is adjourned, no later than 48 hours before the time of any adjourned AGM, excluding non-working days). You may only appoint a proxy using the procedure set out in these notes. Appointing a proxy electronically, or any CREST Proxy Instruction as described in note 4, will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will be nullified automatically.
3. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the AGM.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the AGM by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/en/about/our-rules.html](http://www.euroclear.com/en/about/our-rules.html) and 'login as a guest' when prompted).

The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent RA10 no later than 48 hours before the AGM (excluding non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
6. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
7. To be entitled to attend and vote at the AGM (and for the purposes of the determination by the Company of the votes they may cast), shareholders registered in the Register of Members of the Company at the close of business on 25 November 2019 (or, if the AGM is adjourned, the close of business on the date which is two days before the date of the adjourned AGM) shall be entitled to attend, speak and vote at the AGM in respect of the number of Ordinary Shares registered in his or her name at that time. Changes to entries on the Register of Members of the Company after the close of business on 25 November 2019 shall be disregarded in determining the rights of any person to attend, speak or vote at the AGM.
8. Voting for all resolutions at this year's AGM will be conducted by way of poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. On arrival at the AGM all those entitled to vote will be required to register and collect a poll card. In order to facilitate these arrangements, it would be helpful if shareholders would arrive at the AGM in good time. Shareholders will be given instructions on how to fill in the poll card at the meeting.

## Notes to resolutions continued

9. Copies of all service agreements under which the Directors are employed are available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excepted). Copies of these documents and the terms and conditions of appointment of the Non-executive Directors of the Company will also be available at the place of the AGM for 15 minutes prior to and during the AGM.
10. Except as provided above, members who have general queries about the AGM should write to the Company Secretary at our registered office. You may not use any electronic address provided either in this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.
11. As at 18 October 2019, being the latest practicable date prior to publication of this document, the Company's issued share capital consists of 83,872,275 Ordinary Shares. The Company currently has no shares in treasury. Therefore, the total number of voting rights in the Company as at 18 October 2019 (being the latest practicable date prior to the publication of this document) is 83,872,275.



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