Nomination Committee Report



Members

- Natasja Laheij (Chair)
- William Barker
- Wei Gao
- José Manuel Martínez Gutiérrez

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

→ See table on page 73 for attendance at the Nomination Committee meetings.

Dear Shareholder,

I am pleased to present the Nomination Committee ('Committee') Report for the year ended 30 August 2026.

The Committee's focus during the year has been on ensuring the Board and its Committees continue to possess the appropriate balance of skills, experience, independence and diversity required to support ASOS's strategy and long-term success. A particular area of focus has been succession planning at both Board and senior leadership level, together with strengthening our understanding of the capabilities required for the future at all career levels.

Board and Committee changes

As reported last year, Jørgen Lindemann stepped down from the Board on 21 November 2025, when I was appointed Chair of the Board and Chair of the Nomination Committee. Having previously served as Senior Independent Director, Chair of the Audit Committee and as a member of the Remuneration and Nomination Committees, there were consequential changes to the composition of the Board and Committees.

José Manuel Martínez Gutiérrez was appointed Senior Independent Director and joined the Nomination Committee with effect from 21 November 2025.

To support compliance with Provision 24 of the 2024 Code which recommends that the Chair of the Company should not be a member of the Audit Committee, the Nomination Committee engaged H.I. Executive Consulting, an executive search firm with no other connection to ASOS or its Directors, to assist in identifying a new independent Non-executive Director with the recent and relevant financial experience required to chair the Audit Committee. The Committee also used its existing network to ensure a diverse range of candidates.

The Committee agreed a candidate brief reflecting the Board's and Audit Committee Chair's desired skills, experience and diversity priorities. A longlist of candidates was reviewed, from which a shortlist was developed. The Chair and members of the Nomination Committee met with shortlisted candidates to assess their suitability for the role and evaluate how their skills, experience and personal attributes would complement the existing Board and support the Company's future strategic priorities.

Following a thorough search and interview process, the Committee concluded that Jon Kamaluddin was the preferred candidate and recommended his appointment as an Independent Non-executive Director, Chair of the Audit Committee and member of the Remuneration Committee to the Board. Following Board approval, Jon joined ASOS on 1 December 2025. Jon brings a depth of relevant industry knowledge and financial experience across international ecommerce and payments and is a valuable addition to our Board.

The Board agreed it to be in the best interests of the Company for me to remain as Audit Committee Chair for the short period from my appointment as Chair on 21 November 2025 until a new Audit Committee Chair was in place, to maintain appropriate continuity of financial expertise and leadership and a smooth handover, although no Audit Committee meetings were held during this period. I also stepped down from the Remuneration Committee on 1 December 2025 to coincide with Jon's appointment.

Induction

A tailored induction programme was provided to Jon to support his transition into the Board and Committees. The programme included:

- Meetings with the Chair, Chief Executive Officer, Chief Financial Officer, General Counsel & Company Secretary, Chief Information Security Officer, Director of Financial Control and Tax, Head of Internal Audit and Risk and the Head of Data Privacy and Compliance.
- Briefings on the Group's strategy, financial performance, governance framework, principal risks and key stakeholder matters.
- Meetings with other members of the senior leadership team covering key operational, commercial and functional areas of the business.
- Receipt and review of Board and Committee papers from the previous 12 months.
- Briefings on the responsibilities of the Audit Committee and Remuneration Committee, including meetings with relevant Committee members and management.
- Introductions to key external advisers, including the Company's external auditors, brokers and lawyers.

Nomination Committee Report cont.

Board skills and succession planning

The Committee is responsible for ensuring the Board maintains an appropriate balance of skills, knowledge, experience and diversity and for overseeing orderly Board succession planning.

During the year, the Committee undertook a comprehensive review of Board skills and expertise and developed a refreshed Board skills matrix. The Committee identified core areas of expertise considered important to the future success of the Company, including product and fashion expertise, global e-commerce operations, logistics and supply chain, financing and debt structuring, governance and regulatory matters, emerging technologies, people and culture, sustainability, and brand and customer.

The Committee discussed the relative importance of these capabilities for both the business and the Board and used the review to inform succession planning considerations. The exercise highlighted the importance of maintaining an appropriate balance of skills whilst ensuring that the Board continues to evolve alongside the Group's strategic priorities. A framework for ongoing review was agreed, and we will continue to monitor succession plans annually.

Following notification from Christine Cross that she did not intend to seek re-election at the next AGM, the Committee commenced the search for a successor Remuneration Committee Chair. H.I. Executive Consulting is assisting the Committee in this search.

Annual review of the Board and Committees

In accordance with its Terms of Reference and the Code, the Committee conducted its annual review of the Board and its Committees.

The review considered Board balance and composition, diversity, Committee memberships, independence, tenure and governance effectiveness. The Committee concluded that the Board continues to benefit from a strong range of skills, backgrounds and perspectives and, subject to appointing a new Remuneration Committee Chair, remains appropriately constituted to support the Company's strategic priorities.

In January 2026, the Committee also reviewed Committee memberships and considered future changes which may be appropriate as succession plans develop. The skills matrix will continue to support these discussions and help ensure that Committee memberships remain appropriately balanced.

Non-executive Director re-appointments

The Committee reviewed the tenure and continued contribution of Non-executive Directors whose appointment terms fell due during the year.

Following its review, the Committee recommended the renewal of the three-year terms for Marie Gulin-Merle, Wei Gao, José Manuel Martínez Gutiérrez, Anna Maria Rugarli and William Barker. The Board approved the extension to the terms of the above-named Directors who were issued extension letters accordingly. The appointment expiration dates of our Board can be viewed on page 104.

Time commitment and conflicts of interest

The Committee undertakes an annual review of the time commitments and external appointments of Non-Executive Directors, considering both the quantity and type of external appointments held. Following review, the Committee remained satisfied that all Non-Executive Directors continue to devote sufficient time to the Company and that no Director is considered over-boarded.

The Committee also reviewed potential conflicts of interest and concluded that, aside from the previously disclosed potential conflict arising from William Barker's relationship with Camelot Capital Partners, there were no conflicts affecting Directors' independence or judgement.

Leadership succession

The Committee continued to oversee Management Committee and senior leadership succession planning, undertaking regular reviews to ensure key appointments and talent pipelines remained aligned with the delivery of the Group's strategic priorities. The Committee considered both short and longer-term succession plans for key roles, focusing on leadership continuity, internal talent development and the retention of critical skills and expertise.

Talent management and culture

The Committee continued to oversee talent management, recruitment and employee engagement practices as part of its broader remit. During the year, management provided updates of initiatives designed to strengthen performance management, improve organisational capability and support the development of a high-performance culture. The Committee reviewed enhancements to the Group's performance framework, recruitment processes and leadership assessment tools, together with progress in attracting, developing and retaining talent.

The Committee also received updates on the development of the Group's employee value proposition. Read more about our approach to building and supporting a high performance culture on page 46.

Employee engagement

The Committee continues to monitor employee engagement and the effectiveness of management's response to employee feedback.

During the year, the Committee reviewed the evolution of the Group's "Your Voice Matters" engagement programme, which has transitioned from an annual survey to a continuous listening model. The Committee noted positive results year-on-year in several areas, including strategic direction, collaboration and employee development.

Diversity, equity and inclusion

The Board remains committed to maintaining diversity in its broadest sense and ensuring that appointments are made on merit from a diverse pool of candidates, taking account of the skills, experience, independence and perspectives required by the Board. The Committee considers diversity an important component of effective succession planning and Board effectiveness.

Inclusion remains a core strength of ASOS and continues to be one of the highest-scoring themes in colleague feedback. Rather than treating inclusion as a separate initiative, we have further embedded inclusive behaviours and practices across our leadership, talent and performance frameworks, recognising that diverse perspectives and an inclusive culture underpin innovation, engagement and long-term business performance.

The gender and ethnicity balance across our Board, Management Committee and Senior Leaders is set out below. 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.

Committee effectiveness

The effectiveness review confirmed that the Committee continues to provide effective oversight of Board and executive succession, talent and culture, while supporting the Board's focus on maintaining the leadership, skills and diversity required for the Group's next phase.

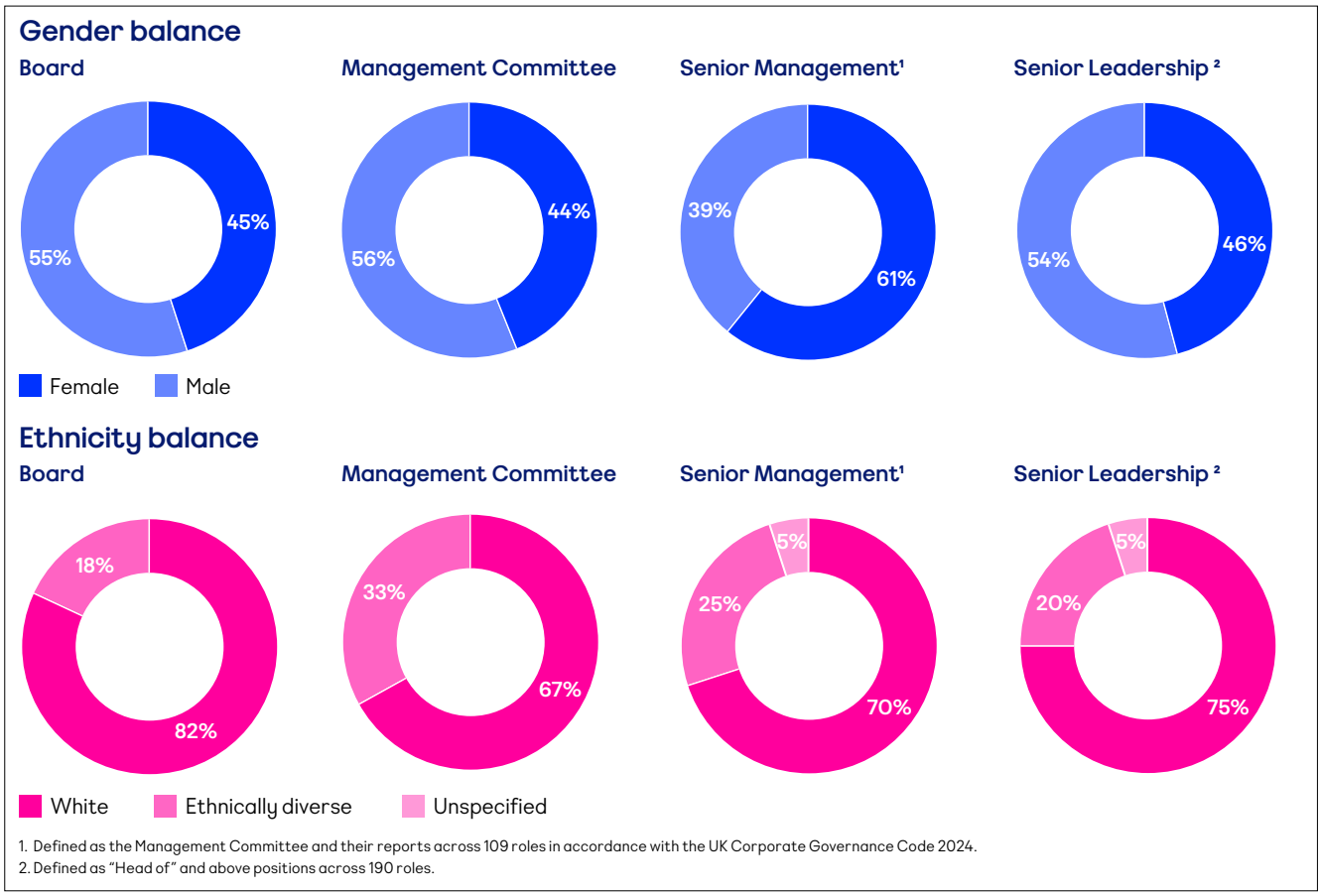
Board Diversity Policy

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.

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.

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.

As at our financial period end of 30 August 2026, the gender and ethnicity balance across our Board and Senior Leaders' roles was:



1. Defined as the Management Committee and their reports across 109 roles in accordance with the UK Corporate Governance Code 2024.
2. Defined as "Head of" and above positions across 190 roles.

The data required by UK Listing Rule 6.6.6 for the Board of Directors and executive management as at 30 August 2026, is set out on page 108.

Looking ahead

The Committee's priorities for the coming year will include:

- progressing the appointment of a successor Remuneration Committee Chair;
- continuing to embed the Board skills assessment framework and using it to inform succession planning;
- overseeing Board and senior leadership succession plans;
- monitoring talent development, recruitment and employee engagement initiatives; and
- ensuring the Board continues to maintain an appropriate balance of skills, experience, independence and diversity.

On behalf of the Board, I would like to thank my fellow Committee members and management for their continued support throughout the year.

Natasja Laheij
Nomination Committee Chair
05 November 2026