

ASOS PLC

TERMS OF REFERENCE - NOMINATION COMMITTEE

1. Membership

- 1.1 The Committee shall comprise at least three members, each of whom shall be appointed by the Board. The majority of members of the Committee shall be independent non-executive directors of the Company.
- 1.2 Only members of the Committee have the right to attend Committee meetings. Other individuals (i.e. the Chief Executive) and external advisors may be invited to attend the meeting, in whole or in part where it is deemed appropriate or their attendance is required, although they will withdraw for confidential sessions.
- 1.3 Appointments to the Committee shall be for a period of three years, extendable by no more than two additional three year periods, as long as the criterion for membership of the Committee is continued.
- 1.4 The Board shall appoint the Chairman of the Committee, who should either be the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman the present members shall elect one of themselves to chair the meeting. The Chairman of the Board shall not chair the Committee when the Committee is selecting his successor.

2. Secretary

The Company Secretary or other person nominated by the Company Secretary shall be the Secretary of the Committee and shall be invited to attend meetings.

3. Quorum

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Meetings

- 4.1 The Committee shall meet formally at least once a year and such other times as the Chairman of the Committee may require.
- 4.2 Any member may participate in a meeting of the Committee by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind normally made or taken at a physical meeting of the committee in accordance with these terms of reference can accordingly be made or taken

even if no persons participating are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the head office is located.

5. Notice of Meetings

- 5.1 A meeting of the Committee may be called by the Company Secretary at the request of the Chairman of the Committee.
- 5.2 Notice of each meeting of the Committee, confirming the venue, time and date, and enclosing an agenda of items for discussion, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, at least 3 working days prior to the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

6. Minutes

- 6.1 The Secretary shall keep appropriate records of all meetings of the Committee as well as minutes of the proceedings and all decisions made.
- 6.2 Minutes of the meetings shall be circulated promptly to all members of the Committee. Once approved, minutes shall be available to all other members of the Board on requested to the Company Secretary unless it would be inappropriate to do so.

7. Annual General Meeting

The Committee Chairman should attend the Annual General Meeting to answer any questions on the Committee's activities.

8. Duties

The Committee should carry out the duties below for the parent company, subsidiary undertakings and the group as a whole, as appropriate.

The Committee shall:

- 8.1 regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any changes;
- 8.2 give full consideration to succession planning for all directors and other senior executives of the Company who directly report to any director (the "**Senior Executives**"), taking into account the challenges and opportunities facing the Company, the leadership needs of the organisation and the skills and expertise needed on the Board and amongst the Senior Executives in the future, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

- 8.3 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- 8.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the markets in which it operates;
- 8.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 8.6 before any appointment or change is recommended by the Committee to the Board or made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and in the light of this prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - 8.6.1 use open advertising or the services of external advisers to facilitate the search;
 - 8.6.2 consider candidates from a wide range of backgrounds;
 - 8.6.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position;
- 8.7 for the appointment of a Chairman, the Committee should prepare a job specification, including the time commitment expected. A proposed Chairman's other significant time commitments and business interests should be established by the Committee and disclosed to the Board before the appointment and any changes to the Chairman's commitments or interests should be similarly established by the Committee and reported to the Board as they arise;
- 8.8 prior to the appointment of a director, the proposed appointee should be required to disclose to the Committee any other business interests that may result in a conflict of interest and be required to report to the Committee any future business interests that could result in a conflict of interest;
- 8.9 ensure that on appointment the Board, and Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- 8.10 review the results of the Board performance evaluation process that relate to the composition of the Board;
- 8.11 review annually the time required from non-executive directors to perform their duties for the Company, to assess whether the non-executive Directors are spending enough time to fulfil their duties.
- 8.12 Work and liaise as necessary with all other board committees.

The Committee shall also make recommendations to the Board as and when appropriate or required concerning:

- 8.13 formulating plans for succession for both Executive and Non-Executive Directors and in particular for the key roles of Chairman and Chief Executive;
- 8.14 suitable candidates for the role of senior independent director;
- 8.15 membership of the Audit and Remuneration Committees, and any other Board committees as appropriate, in consultation with the Chairman of those committees;
- 8.16 the re-appointment of any non-executive director at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- 8.17 the re-election by shareholders of directors under the annual re-election provisions currently adopted by the Company or the retirement by rotation provisions in the Company's Articles of Association, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board;
- 8.18 any matters relating to the continuation on office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract;
- 8.19 the appointment of any director to executive or other office in the Company.

9. Reporting Responsibilities

- 9.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall produce a report to be included in the Company's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the company.
- 9.4 The report referred to in 9.3 above should include a statement of the board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

10. Other Matters

The Committee shall:

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3 give due consideration to laws and regulations, the provisions of Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate;
- 10.4 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

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