

**Company No. 11941376**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTION**

**of**

**BOOHOO HOLDINGS LIMITED**

(the "**Company**")

**8 March 2023**

(the "**Circulation Date**")

We, the undersigned, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006 (the "**Act**")), irrevocably agree to the following resolution of the Company having effect as an ordinary resolution in accordance with the articles of the association of the Company and Chapter 2 of Part 13 of the Act:

**ORDINARY RESOLUTION**

- 1) THAT the loans from the Company's subsidiary, boohoo.com UK Limited (the "**Subsidiary**") to (a) Carol Kane, Shaun McCabe and John Lyttle, being directors of the Subsidiary and the Company, and (b) Samir Kamani, being a connected person of Mahmud Kamani, a director of the Subsidiary and the Company, details of which are set out in a memorandum dated 8 March 2023 which was circulated with this resolution, are hereby approved in accordance with the requirements contained in sections 197(2) and 200(3) of the Companies Act 2006.

Date: 8 March 2023

.....

Signed by.....

For and on behalf of

**BOOHOO GROUP PLC**

## NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By Hand: delivering the signed copy to the directors at boohoo holdings limited, 49-51 Dale Street, Manchester, United Kingdom, M1 2HF.
- Post: returning the signed copy by post to the directors at boohoo holdings limited, 49-51 Dale Street, Manchester, United Kingdom, M1 2HF.
- Email: by attaching a scanned copy of the signed document to an email and sending it to [emma.woollard@boohoo.com](mailto:emma.woollard@boohoo.com). Please enter "Written resolution dated 8 March 2023" in the email subject box.

If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Unless, within 28 days of the date of the resolution, sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.