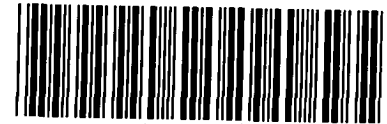


Company number 13332420

SPECIAL RESOLUTION
OF
ASOS Payments Holding Limited
(the "Company")

THURSDAY



A06 *ABIG2YW0* 08/12/2022 #245
COMPANIES HOUSE

Passed on 30 November 2022

The following resolution was duly passed as a special resolution on 30 November 2022 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be modified by incorporating the below additional provision into the Articles of Association of the Company as a new article/provision (54):

Notwithstanding anything contained in these articles,

- Any and all liens over Shares granted to the company pursuant to these articles are hereby expressly disappplied (and, if necessary, released) for the purposes of and to the extent they impinge on whatsoever any Secured Bank Enforcement Share Transfer, notwithstanding, for the avoidance of doubt, that any share capital is partly paid or not fully paid up.
- The Directors shall not decline to register any Secured Bank Enforcement Share Transfer, nor may they suspend registration thereof.
- With respect to a Secured Bank Enforcement Share Transfer, no transferor of any Shares to a Secured Bank or its nominee or delegate, and no Secured Bank or its nominee or delegate, shall be required to offer the Shares which are or are to be the subject of any transfer aforesaid to any shareholder for the time being of the company, any no such shareholder shall have any right under these articles or otherwise to require such Shares to be transferred to them, whether for consideration or not.
- the option right in article 28 may not be exercised under any circumstances, without the express written consent of each and every Secured Bank to which Shares have been charged and is hereby disappplied to the extent that it in any case operates to restrict any Secured Bank Enforcement Share Transfer.
- the shareholder written consent for the purposes of article 28 is hereby given for any Secured Bank Enforcement Share Transfer.
- the stapling requirement in clause 38 is hereby disappplied for any Secured Bank Enforcement Share Transfer.
- any other article which may grant or create an option to purchase, pre-emption or similar right or other restriction on transfer or disposal which would operate to restrict any Secured Bank Enforcement Share Transfer or granting of security over any Shares is hereby disappplied to the extent of such operation.

For the purposes these article modifications,

Secured Bank means any bank, institution or other person or entity to whom Shares have been mortgaged or charged (or any nominee of such bank or institution (including any security agent)) by way of security. A certificate by any official of such bank, institution, or person or entity that the relevant Shares are so secured shall be conclusive evidence of such fact.

Secured Bank Enforcement Share Transfer means:

- i. any transfer of Shares where such transfer is executed by or in favour of any Secured Bank or where such transfer is effected upon the enforcement of a security in favour of any Secured Bank and includes any registration of any member which is a Secured Bank;
- ii. any transfer executed by a receiver or manager appointed by or on behalf of any such Secured Bank under any such security;
- iii. any transfer to any such Secured Bank or to any nominee or delegate of such Secured Bank pursuant to any such security.

Signed

Director

A handwritten signature in black ink, appearing to be 'John Doe', written over the 'Director' label.