

# NOTICE OF ANNUAL GENERAL MEETING

## ASOS Plc

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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, but not the enclosed Form of Proxy, 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.

The Company, incorporated and registered in England and Wales (registered number 4006623), gives notice that its Annual General Meeting will be held at the offices of ASOS.com Limited at Greater London House, Hampstead Road, London NW1 7FB on 15 January 2015 at 11.00am, to consider, and, if thought fit, to pass the following resolutions, of which resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions.

### ORDINARY BUSINESS

1. To receive and adopt the Annual Report and Accounts of the Company for the financial year ended 31 August 2014 together with the Directors' Report and Auditors' Report on those accounts.
2. To approve the Directors' Remuneration Report for the financial year ended 31 August 2014.
3. To elect Hilary Riva as a Director of the Company.
4. To elect Rita Clifton as a Director of the Company.
5. To re-elect Nick Beighton as a Director of the Company.
6. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next General Meeting of the Company at which the Company's accounts are laid.
7. To authorise the Directors to determine the amount of the Auditors' remuneration.

### SPECIAL BUSINESS

8. That the rules of the ASOS Long-Term Incentive Scheme (the 'ALTIS') referred to in the explanation of resolutions section of this notice and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:
  - 8.1 make such modifications to the ALTIS as they may consider appropriate to take account of best practice and for the implementation of the ALTIS and to adopt the ALTIS as so modified and to do all such other acts and things as they may consider appropriate to implement the ALTIS; and
  - 8.2 establish further plans based on the ALTIS but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the ALTIS.
9. That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot any 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 £525,608.21 This authority shall expire (unless renewed, varied or revoked by the Company in General Meeting) at the earlier of the conclusion of the next Annual General Meeting of the Company or 28 February 2016 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 Companies Act 2006.

- 10.** That the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 9 above or by way of sale of treasury shares as if section 561(1) of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to allotments of equity securities:
- 10.1** 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;
- 10.2** (otherwise than pursuant to paragraph 10.1) up to an aggregate maximum nominal amount of £146,002; and such power shall expire upon expiry of the general authority conferred by Resolution 9 above, 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 Companies Act 2006 did not apply.
- 11.** That the Company be and is, pursuant to section 701 of the Companies Act 2006, generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares of 3.5 pence each in the capital of the Company ('Ordinary Shares') provided that:
- 11.1** the maximum number of Ordinary Shares hereby authorised to be purchased is 4,171,494 being 5 per cent. of the issued ordinary share capital as at 1 December 2014, being the last practicable date prior to the publication of this Notice;
- 11.2** the minimum price (exclusive of associated expenses) which may be paid for an Ordinary Share is 3.5 pence;
- 11.3** the maximum price (exclusive of associated expenses) which may be paid for an Ordinary Share shall not be more than an amount equal to 105 per cent. 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
- 11.4** the authority hereby conferred shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 28 February 2016 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.

By order of the Board



Andrew Magowan  
Company Secretary

Registered Office  
Greater London House  
Hampstead Road  
London NW1 7FB

4 December 2014

## EXPLANATION OF RESOLUTIONS

The notes on the following pages explain the proposed resolutions. Please refer to the Directors' Report in the Company's Annual Report and Accounts for the Directors' recommendations for voting on each of the proposed resolutions.

### Resolution 1 – Financial Statements and Directors' Report

The Company is required to present the accounts for the year ended 31 August 2014 and the reports of the Directors and Auditors to the Annual General Meeting for approval. These are contained in the Company's Annual Report and Accounts for the year ended 31 August 2014. Shareholders will have the opportunity to put questions on the Annual Report and Accounts 2014 to the Directors at the Annual General Meeting.

### Resolution 2 – Directors' Remuneration Report

Shareholders will have the opportunity to cast an advisory vote on the Directors' Remuneration Report for the year ended 31 August 2014. The report is set out in full on pages 36 to 45 of the Annual Report and Accounts.

### Resolution 3 – Election of Hilary Riva as a Director

In accordance with the Company's Articles of Association (the 'Articles'), shareholders will be asked to elect Hilary Riva as a Director of the Company. A brief biography for Hilary can be found on page 31 of the Annual Report and Accounts.

### Resolution 4 – Election of Rita Clifton as a Director

In accordance with the Articles, shareholders will be asked to elect Rita Clifton as a Director of the Company. A brief biography for Rita can be found on page 31 of the Annual Report and Accounts.

### Resolution 5 – Re-election of Nick Beighton as a Director

In accordance with the Articles, shareholders will be asked to re-elect Nick Beighton as a Director of the Company. A brief biography for Nick can be found on page 30 of the Annual Report and Accounts.

### Resolutions 6 and 7 – Auditors' Re-appointment and Remuneration

Shareholders will be asked to confirm the re-appointment of PricewaterhouseCoopers LLP as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next General Meeting at which the Company's accounts are laid, and to grant authority to the Directors to determine their remuneration.

### Resolution 8 – ASOS Long-Term Incentive Scheme (ALTIS)

Following a review of incentive arrangements by the Remuneration Committee, the Remuneration Committee is proposing a new long-term incentive arrangement, the ASOS Long-Term Incentive Scheme (the 'ALTIS'). Under this share-based incentive scheme, the senior executives (including the Executive Directors) may be granted awards over ordinary shares each year with a face value of up to 200 per cent. of base salary (300 per cent. of base salary in exceptional circumstances). For awards to such senior executives the underlying shares would normally vest three years from the grant of the award, subject to the grantee's continued service and to the extent to which stretching performance conditions are achieved. The performance conditions for the first awards under the ALTIS to the Executive Directors will be based in part on fully diluted Earnings Per Share growth targets and in part on relative Total Shareholder Return performance compared to the FTSE All Share General Retailers Sector, in each case measured over three financial years of the Company.

The Remuneration Committee believes that the introduction of the ALTIS will provide a well-balanced incentive package with the annual bonus plan, providing a focus on sustainable longer-term performance goals and superior shareholder returns. This provides a strong alignment of interest between senior executives and the long-term interests of shareholders. A summary of the principal terms of the ALTIS is set out in the Appendix to this Notice of Meeting.

### Resolution 9 – Authority to Allot Ordinary Shares

The shareholders are asked to approve the Resolution allowing the Directors to allot ordinary shares. This is similar to the authority granted at the Company's last Annual General Meeting which the new authority replaces. The Resolution would give the Directors the 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 £525,608.21 (representing approximately 18 per cent. of the entire issued share capital of the Company as at 1 December 2014, being the latest practicable date prior to publication of this document and which 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 Annual General Meeting of the Company or 28 February 2016. 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.

### Resolution 10 – Disapplication of Pre-emption Rights

The shareholders are asked to approve the Resolution which gives the Directors the power to allot equity securities or sell treasury shares for cash, without first having to offer such securities to existing shareholders in proportion to their existing shareholdings. This is similar to the authority granted at the Company's last Annual General Meeting which the new authority replaces. The authority would be limited to allotments or sales in connection with (a) a rights issue, open offer or other pre-emptive offer or (b) up to an aggregate maximum nominal amount of £146,002 (representing approximately 5 per cent. of the entire issued share capital of the Company as at 1 December 2014, being the latest practicable date prior to publication of this document). The authority granted by this Resolution will expire upon the expiry of Resolution 9, being at the earlier of the conclusion of the next Annual General Meeting of the Company or 28 February 2016.

### Resolution 11 – Market Purchase of Own Shares

The shareholders are asked to approve the Resolution which grants the Company the ability to purchase its own shares. This is similar to the authority granted at the Company's last Annual General Meeting which the new authority replaces. The authority will be limited for the Company to make market purchases of up to 4,171,494 ordinary shares, being 5 per cent. of the entire issued share capital as at 1 December 2014, being the latest practicable date prior to publication of this document. The authority will be kept under review and the Company will only exercise the power of purchase after careful consideration and when the Company is satisfied that to do so is in its best interests under the circumstances. The authority granted by this Resolution will expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 28 February 2016.

## NOTES TO RESOLUTIONS

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote (including on a poll) instead of that shareholder. A proxy need not be a shareholder of the Company but must attend the Annual General Meeting in person. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder.
2. To be effective, the relevant Form of Proxy must be completed and lodged with the Company's Registrars, Capita Asset Services, of PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 48 hours before the time of the Annual General Meeting (excluding non-working days) together with the original of any power of attorney or other authority under which the Form of Proxy is signed. In the case of a corporation, the Form of Proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised. You may only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Completion and return of the relevant Form of Proxy enclosed herewith will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the Annual General Meeting 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 his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the Annual General Meeting.
4. As an alternative to completing the hard copy Form of Proxy, 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 11.00am on 13 January 2015 (or if the Annual General Meeting is adjourned, no later than 48 hours before the time of any adjourned Annual General Meeting, excluding non-working days). CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the Annual General Meeting 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. 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 Annual General Meeting (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. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those members registered in the Register of Members of the Company at 6.00pm on 13 January 2015 (or if the Annual General Meeting is adjourned, members entered on the Register of Members of the Company no later than 48 hours before the time fixed for the adjourned Annual General Meeting) shall be entitled to attend, speak and vote at the Annual General Meeting 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 6.00pm on 13 January 2015 shall be disregarded in determining the rights of any person to attend, speak or vote at the Annual General Meeting.
8. Copies of all service agreements under which the Directors are employed together with a copy of the draft rules of the proposed ALTIS are available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) and 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 Annual General Meeting for 15 minutes prior to and during the Annual General Meeting.
9. Except as provided above, members who have general queries about the Annual General Meeting should write to the Company Secretary at the Company's registered office. You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

### Summary of the principal terms of the ASOS Long-Term Incentive Scheme (the 'ALTIS')

#### Operation

The Remuneration Committee of the Company (the 'Committee') will supervise the operation of the ALTIS.

#### Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the ALTIS at the discretion of the Committee.

#### Grant of awards

The Committee may grant awards to acquire ordinary shares in the Company ('Shares') within six weeks following the Company's announcement of its results for any period. The Committee may also grant awards within six weeks of shareholder approval of the ALTIS or at any other time when the Committee considers there are sufficiently exceptional circumstances which justify the granting of awards. It is intended that the first awards will be made shortly following the approval and adoption of the ALTIS.

The Committee may grant awards as conditional shares, nil (or nominal) cost options or as forfeitable shares. The Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although it does not currently intend to do so.

An award may not be granted more than ten years after shareholder approval of the ALTIS.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

#### Individual limit

An employee may not receive awards in any financial year over Shares having a market value in excess of 200 per cent. of his annual base salary in that financial year. In exceptional circumstances, such as recruitment, this limit is increased to 300 per cent. of an employee's annual base salary.

The Committee may, at its discretion, decide to grant awards that are not subject to any performance conditions to eligible employees who are not Directors of the Company at the time of grant (such awards being known as 'restricted share awards' or 'RSAs'). RSAs will count towards the 200 per cent. and 300 per cent. individual limit described above.

#### Performance conditions

The vesting of awards granted to Executive Directors of the Company will be subject to performance conditions set by the Committee. The vesting of awards granted to senior executives who are not Directors of the Company at the time of grant will normally be subject to performance conditions. RSAs will not be subject to any performance conditions.

The performance conditions applying to the first awards granted under the ALTIS to the Company's Executive Directors shall comprise two independent conditions based on:

- (a) compound annual fully diluted Earnings Per Share ('EPS') growth over the three financial years of the Company ending on or around 31 August 2017 (the '2017 financial year' and the 'EPS Condition'); and
- (b) a relative Total Shareholder Return ('TSR') based condition measuring the Company's TSR performance against that of a comparator group of companies comprising the constituents of the FTSE All Share General Retailers Index (the 'Comparator Group') over a period of three years starting on 1 September 2014 (the 'TSR Condition').

The EPS Condition shall apply to 70 per cent. of the total number of Shares held under an award. That part of an award subject to the EPS Condition shall only vest if compound annual fully diluted EPS growth over the three years to the end of the 2017 financial year is at least equal to 10 per cent.; thereafter the part of such awards subject to the EPS Condition shall vest in accordance with the table below.

Compound annual EPS growth for the three years to the end of the 2017 financial year	Percentage of award subject to the EPS Condition that vests
Below 10%	0%
10%	25%
Between 10% and 20%	Between 25% and 100%
20% or more	100%

The TSR Condition shall apply to 30 per cent. of the total number of Shares held under such awards. For the purposes of the TSR Condition the Committee will compare the TSR of the Company over the performance period against the TSR performance of each member of the Comparator Group over the same period. If, at the end of the performance period the Company's TSR is notionally ranked at least median against the members of the Comparator Group, the part of such awards subject to the TSR Condition shall vest in accordance with the table below.

<b>Rank of the Company's TSR</b>	<b>Percentage of award subject to the TSR Condition that vests</b>
Below median	0%
Median	25%
Between median and upper quartile	Pro rata between 25% and 100% based on rankings plus interpolation between intermediate rankings
Upper quartile or above	100%

The TSR performance of a company shall be calculated by reference to three month averaging periods prior to the start and end of the performance period.

The Committee can set different performance conditions from those described above for future awards. The Committee may also vary or waive the performance conditions applying to existing awards if an event has occurred which causes the Committee to consider that it would be appropriate to amend or replace the performance conditions, provided the Committee considers the varied or replacement conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

### ***Vesting of awards***

Awards granted to senior executives (including Executive Directors) normally vest three years after grant to the extent that any applicable performance conditions have been satisfied and provided that the participant is still employed in the Company's group. Options are then exercisable up until the tenth anniversary of grant unless they lapse earlier.

Shorter vesting periods may apply in the case of awards to others, including the Committee may, at its discretion, approve the grant of an RSA on the condition that it shall normally vest (in whole or part) on a vesting date (or dates) before the third anniversary of the date of grant.

### ***Dividend equivalents***

The Committee may decide that participants will receive a payment (in cash and/or Shares) on or shortly following the vesting of their awards, of an amount equivalent to the dividends that would have been paid on those Shares between the time when the awards were granted and the time when they vest. This amount may assume the reinvestment of dividends. Alternatively, participants may have their awards increased as if dividends were paid on the Shares subject to their award and then reinvested in further Shares.

### ***Leaving employment***

As a general rule, an award will lapse upon a participant ceasing to hold employment or be a Director within the Company's group. However, if a participant ceases to be an employee or a Director because of his death, injury, disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Committee, then his award will vest on the date when it would have vested if he had not ceased such employment or office. The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which any performance conditions have been satisfied over the original performance period; and (ii) the pro-rating of the award to reflect the reduced period of time between either the date of grant of the award or the start of the performance period (if any) and the date of cessation relative to the original vesting period(s) or the performance period (if any), although the Committee can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

If a participant ceases to be an employee or Director in the Company's group for one of the 'good leaver' reasons specified above, the Committee can decide that his award will vest when he leaves, subject to: (i) the extent to which any performance conditions have, in the opinion of the Committee, been satisfied by reference to the date of cessation; and (ii) pro-rating by reference to the time of cessation as described above.



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### **Corporate events**

In the event of a takeover, scheme of arrangement or winding up of the Company (not being an internal corporate reorganisation) all awards will vest early either on the date of the relevant corporate event or an earlier date as chosen by the Committee, subject to: (i) the extent that any performance conditions have been satisfied at that time; and (ii) the pro-rating of the awards to reflect the reduced period of time between either the date of grant of the award or the start of the performance period (if any) and the date of the relevant corporate event relative to the original vesting period(s) or performance period (if any), although the Committee can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may decide that awards will vest on the basis which would apply in the case of a takeover as described above.

### **Recovery and withholding**

The ALTIS includes provisions under which the Committee may, at its discretion, reduce the number of Shares held under an award at any time before it vests (withholding) and/or seek to recover some or all of any shares or cash acquired and/or received by a participant with the period of three years starting on the date an award vests (recovery).

### **Participants' rights**

Awards of conditional shares and options will not confer any shareholder rights until the awards have vested or the options have been exercised and the participants have received their Shares. Holders of awards of forfeitable Shares will have shareholder rights from when the awards are made except they may be required to waive their rights to receive dividends.

### **Rights attaching to Shares**

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

### **Variation of capital**

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

### **Overall ALTIS limits**

The ALTIS may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than 13 per cent. of the issued ordinary share capital of the Company under the ALTIS and any other employee share scheme adopted by the Company. Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors decide that they need not count.

### **Alterations to the ALTIS**

The Committee may, at any time, amend the ALTIS or the terms of an award in any respect.

### **Overseas schemes**

The shareholder resolution to approve the ALTIS will allow the Board to establish further schemes for overseas territories, any such scheme to be similar to the ALTIS, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further schemes are treated as counting against the limits on individual and overall participation in the Scheme.

