

# NOTICE OF ANNUAL GENERAL MEETING

# ASOS PLC

**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 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 to the person who now holds the shares.**

ASOS plc (the "Company") incorporated and registered in England and Wales (registered number 4006623) gives notice that the Annual General Meeting of the Company will be held at the offices of J.P. Morgan Cazenove, 20 Moorgate, London, EC2R 6DA on 29 September 2011 at 14.30 to consider, and if thought fit, to pass the following resolutions, of which resolutions 1 to 6 will be proposed as ordinary resolutions and of which resolutions 7 and 8 will be proposed as special resolutions:

## **Ordinary Business**

- 1 To receive and adopt the accounts of the Company for the financial year ended 31 March 2011 together with the Directors' Report and Auditors' Report on those accounts.
- 2 To re-elect Karen Jones as a director of the Company.
- 3 To re-elect Nicholas Robertson as a director of the Company.
- 4 To re-elect Mary Turner as a director of the Company.
- 5 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 Annual General Meeting of the Company to be held in 2012 and the directors be authorised to fix their remuneration.

## **Special Business**

- 6 THAT the directors of the Company (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 shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate maximum nominal amount of £720,259. This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company to be held in 2012 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 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.
- 7 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 6 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:
  - 7.1 in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders, where the equity securities respectively attributable to the interests of all shareholders are proportionate as nearly as may be 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 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;

- 7.2 (otherwise than pursuant to paragraph 7.1) up to an aggregate maximum nominal amount of £138,987;

and such power shall expire upon expiry of the general authority conferred by Resolution 6 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 to allot equity securities for cash as if section 561(1) of the Companies Act 2006 did not apply previously granted to the Directors.

- 8 THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 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:

- 8.1 the maximum number of ordinary shares hereby authorised to be purchased is 3,971,057 Ordinary Shares being 5 per cent of the issued ordinary share capital at the date of the passing of the resolution;
- 8.2 the minimum price (exclusive of associated expenses) which may be paid for an Ordinary Share is 3.5 pence;
- 8.3 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
- 8.4 the authority hereby conferred shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2012 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**

**Nicholas Beighton**

Company Secretary

18 August 2011

**Registered Office**

Greater London House

Hampstead Road

London

NW1 7FB

## NOTES

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder of the Company but must attend the meeting in person. A shareholder may appoint more than one proxy in relation to the 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 proxy form must be completed and lodged with the Company's registrar, Capita Registrars, whose address is, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 48 hours before the meeting 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 can 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 proxy form enclosed herewith will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
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 meeting.
4. As an alternative to completing the hard-copy proxy form, a shareholder can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid an appointment must be received by no later than 14.30 on 27 September 2011.
5. 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 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 the 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 meeting. 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).

6. 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).
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 18.00 on 27 September 2011 (or if the Annual General Meeting is adjourned, members entered on the Register of Members of the Company not 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 their name at that time. Changes to entries on the Register of Members of the Company after 18.00 on 27 September 2011 shall be disregarded in determining the rights of any person to attend, speak or vote at the Meeting.
8. Copies of all service agreements under which the directors of the Company are employed are available for inspection at the Company's registered office during normal business hours on any week day (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 meeting.
9. Except as provided above, members who have general queries about the meeting should write to the Company Secretary at the address of our registered office. You may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.