



FRASERS GROUP PLC
Unit A
Brook Park East
Shirebrook
NG20 8RY

OPEN LETTER TO BOOHOO SHAREHOLDERS

12 December 2024

Dear fellow boohoo shareholders,

Summary

Frasers Group plc, Mike Ashley and Mike Lennon are seeking to address the governance concerns raised by boohoo group plc and, as such, Frasers is willing to provide boohoo with the governance commitments set out in the appendix to this letter, should Mr. Ashley and Mr. Lennon be appointed to the board of boohoo (the “**Board**”).

We have now responded to all of the requested governance commitments set out in boohoo’s announcement on 10 December 2024. As part of this, we have confirmed that Frasers, Mr. Ashley and Mr. Lennon will sign up to all market-standard and customarily accepted governance protocols. There are a small number of commitments which boohoo is demanding which have no basis in law and are not deemed acceptable corporate practice. As far as we are aware, none of the current boohoo directors have made the same commitments.

We are doing this despite the fact that boohoo has grossly exaggerated any perceived conflicts and governance concerns as a thinly-veiled excuse not to appoint Mr. Ashley and Mr. Lennon as directors of boohoo. It is not because perceived conflicts would cause real issues. Even the published opinion of a King’s Counsel made clear that there are no competition law issues with regards to Mr. Ashley’s appointment. In Frasers’ view, what this boils down to is that Mahmud Kamani, boohoo’s Executive Vice Chair, does not want Mr. Ashley or Mr. Lennon appointed, as he fears this would dilute his influence over the Board.

Mike Ashley has unrivalled retail expertise and boohoo’s Board has even admitted in private that his background and experience would bring significant benefits for all shareholders. If appointed to the Board, both Mr. Ashley’s and Mr. Lennon’s sole objective would be to support CEO Dan Finley as he develops and implements his strategy to return value for all shareholders.

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If boohoo shareholders vote for the resolutions to appoint Mr. Ashley and Mr. Lennon on 20 December 2024, they will be appointing the UK's leading retailer to the Board. This opportunity may not come again.

Frasers firmly believes that these appointments are in the best interests of boohoo, all of its shareholders and all of its stakeholders.

Governance commitments from Frasers

There are well-established legal protocols that can be, and are, put in place to manage existing and potential future conflicts of interest of individual directors. Frasers has previously put forward a market-standard and robust governance protocol, a copy of which can be [found at Section E here](#), which Mr. Ashley and Mr. Lennon have already stated that they are willing to sign up to. The provisions of this protocol are customary and, as far as we are aware, more than Alistair McGeorge, a director and the Deputy Chairman of boohoo, gave to Revolution Beauty when he joined its board as the Chairman. We note that boohoo is the largest shareholder of Revolution Beauty, with c.27%, and also a direct competitor of Revolution Beauty.

boohoo put forward an unreasonable list of purported governance requirements that it wants from Frasers. These requirements are a massive overreach, with no basis in law, any rulebook or acceptable corporate practice.

Further, as far as Frasers is aware, none of the existing boohoo directors have signed up to any similar commitments, despite commercial interests in companies which compete with and/or have interests in boohoo. That Mr. Kamani is supposedly willing to provide the same commitments is laughable. Many of the commitments of Mr. Kamani fall away with the agreement of the Board, a board that in practice is in his grip.

Notwithstanding all of these points, in addition to the protocol that Mr. Ashley and Mr. Lennon have already said they are willing to sign up to, in response to boohoo's request, Frasers is willing to provide boohoo with the governance commitments set out in the appendix to this letter, should Mr. Ashley and Mr. Lennon be appointed to the Board.

F R A S E R S G R O U P

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A vote for Mike Ashley and Mike Lennon

The fundamental point is that you need to vote to appoint Mr. Ashley and Mr. Lennon to the Board, as the best and most credible path to profits. Failure to vote, or voting against these resolutions, will only result in further value destruction for all shareholders and further loss of money.

We therefore ask shareholders to **VOTE IN FAVOUR** of the proposed resolutions to appoint Mr. Ashley and Mr. Lennon as directors of boohoo at the shareholder meeting (the “**Shareholder Meeting**”) which Frasers requisitioned, with a meeting date set for Friday 20 December 2024. Failure to vote, or voting against these resolutions, will only result in further value destruction for all shareholders.

Frasers and boohoo are not competing businesses

For the reasons set out in this letter, there are no real governance or conflicts concerns, or competition law or other regulatory issues, with regard to Mr. Ashley’s or Mr. Lennon’s appointments to the Board.

There is virtually no overlap between the two businesses. House of Fraser is the only one of Frasers’ brands that could be considered a retail competitor of one of boohoo’s brands, Debenhams. However, Debenhams is an online marketplace with no bricks and mortar stores, unlike House of Fraser. House of Frasers represents a more upmarket brand offering than Debenhams’ current position in the market. Any crossover between the two businesses is tiny.

ASOS has also been mentioned in this context. Frasers has minority, non-controlling stakes in several businesses. Of these investments, ASOS is the only brand which is conceivably a competitor of boohoo. Frasers is not an insider of ASOS, it is only a shareholder, and Frasers only has access to the same information provided to any other shareholder. Frasers is not ASOS’ largest shareholder. No person appointed by Frasers is a director of ASOS. Mr. Ashley is not a director of ASOS. We do not consider there to be any competition concerns with regard to Frasers’ minority shareholding in ASOS.

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Similar situations have been easily navigated

The request from Frasers for Board representation is one that is frequently made by significant shareholders and is entirely manageable. There are many examples of companies taking large positions in other companies in similar spaces, and then obtaining a board seat:

- e&, a global telecoms group, is the largest shareholder of Vodafone, with c.15%. e& and Vodafone appear to compete in the telecoms space. This presented no barrier to the CEO of e& being appointed to the Vodafone board as a director earlier this year with, so far as we can see, none of the boohoo-requested protocols being required.

Does the boohoo Board really believe that its perspective on what is necessary and appropriate to manage conflicts and governance is better than that of Vodafone, a FTSE top 30 company?

Even more relevant, boohoo itself is also an example of a company that has a significant stake in another company obtaining a board seat:

- Alistair McGeorge, a director and the Deputy Chairman of boohoo, is on the board and in fact the Chairman of Revolution Beauty (a company of which boohoo is the largest shareholder, with c.27%). boohoo and Revolution Beauty appear to compete in the beauty products space.

On what real basis has the boohoo Board objected to Mr. Ashley's and Mr. Lennon's appointments, when at the same time, it has appointed one of its own directors be the chair of a competitor in which it is the largest shareholder? This is blatant hypocrisy.

boohoodeservesbetter.com

Frasers reminds its fellow shareholders that it has established a dedicated website where they can easily access all relevant information and materials with regard to Frasers' solution to the chaos at boohoo: www.boohoodeservesbetter.com.

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Conclusion

For the reasons set out above, including the governance commitments that Frasers, Mr. Ashley and Mr Lennon are willing to give, there are no real governance or conflicts concerns, or competition law or other regulatory issues, with regard to Mr. Ashley's or Mr. Lennon's appointments to the Board.

Shareholders have lost money and there is justified disappointment with and distrust of the current leadership, in particular Mr. Kamani. With the appointments of Mr. Ashley and Mr. Lennon, boohoo has the potential to become a valuable and profitable business.

Boohoo urgently needs a reset, and the upcoming Shareholder Meeting is your opportunity finally to unlock its incredible potential. Join us in helping boohoo get back on track.

VOTE IN FAVOUR of the proposed resolutions at the Shareholder Meeting.

Yours sincerely,

Signed by:

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Chris Wootton
Director
For and on behalf of **Frasers Group plc**

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Appendix – Frasers' Additional Governance Commitments

Requested Governance Commitment	Frasers' Position
An indemnity from Frasers in relation to any loss that boohoo suffers if the representations and undertakings in relation to information sharing in breach of competition law are breached.	Frasers is willing to provide this.
An undertaking from Frasers that any transactions involving boohoo and Frasers are conducted on arm's length commercial terms with its nominated director(s) playing no role in related board discussions or decision making.	Frasers is willing to agree not to be involved in decision-making at boohoo in relation to Frasers.
A statement from Frasers that it has no intention to make an offer for the Company or to purchase any of its assets.	<p>This is not a normal or appropriate request.</p> <p>However, Frasers is willing to provide a statement that it will not purchase any of boohoo's assets unless a proper, fair and transparent process has been run independently by the boohoo board, all key milestones are publicly disclosed, a fairness opinion is obtained from an independent adviser and Frasers emerges from this process as the best buyer.</p> <p>None of Frasers, Mike Ashley or Mike Lennon think that any brands, in particular Debenhams and Pretty Little Thing, should be sold in the foreseeable future.</p>
An undertaking that for so long as a Frasers' nominee sits on the Board and for up to 12 months after such date as they leave the Board, Frasers will not, without the agreement of the Board:	
a) announce an offer or possible offer for boohoo or purchase or seek to purchase any of its assets;	Please see Frasers' response on this point immediately above.
b) acquire any boohoo shares, debt or other securities;	Please see Frasers' response on this point above.

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c) seek to merge boohoo with a competitor;	Any decision to seek to merge boohoo with a competitor will need to be in the best interests of all shareholders and one that is taken by the full board of boohoo.
d) take any action which might reasonably be expected to result in boohoo being unable to operate as an independent business;	Frasers, Mike Ashley and Mike Lennon are committed to boohoo being independently run by its own board.
e) seek to disrupt the commercial strategy of boohoo;	Frasers is not seeking to disrupt the commercial strategy of boohoo. Frasers' and Mike Ashley's interests are in creating value for all boohoo shareholders.
f) seek the appointment of any other nominee to the board of boohoo; or	Frasers has no current intention to seek the appointment of another nominee to the board of boohoo, but Frasers needs to reserve this right in the interests of all boohoo shareholders.
g) requisition any general meeting of boohoo.	Frasers has no current intention to requisition another general meeting of boohoo, but Frasers needs to reserve this right in the interests of all boohoo shareholders.

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