ANNUAL REPORT AND FINANCIAL STATEMENTS

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FOR THE YEAR ENDED **29 FEBRUARY 2024**

boohoo group plc

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boohoo group plc

Founded in Manchester in 2006, boohoo is an inclusive and innovative global brand targeting young, value-orientated customers, pushing boundaries to bring its customers up-to-date and inspirational fashion, 24/7.

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"THIS YEAR MARKS THE GROUP'S TEN-YEAR ANNIVERSARY SINCE OUR IPO IN 2014. THIS IS A FANTASTIC BUSINESS, AND I AM HIGHLY CONFIDENT IN OUR ABILITY TO DELIVER STRONG FINANCIAL PERFORMANCE IN THE NEXT TEN-YEAR PHASE OF OUR JOURNEY."

MAHMUD KAMANI
GROUP EXECUTIVE CHAIRMAN

CHAIRMAN'S STATEMENT

Dear shareholders,
This year marks the group's ten-year anniversary since our IPO in 2014. As I reflect on our journey, the group has grown at a remarkable pace, evolving from one UK focused fashion brand targeting 16–25-year-olds, to a portfolio of 5 core brands addressing a diverse global customer base across fashion, beauty and home products.

However, there is no mistaking that this year has been challenging, and I have felt this personally as a founder, executive chairman and shareholder. A volatile macro environment, with high interest rates and a cost-of-living crisis, severely tested all aspects of our business. In response, I led the group on a significant journey of transformation, meticulously scrutinising every aspect of our operations.

In the first half of the year, we revisited our key areas of strategic focus. We implemented a series of decisive and robust strategic initiatives, which have proven instrumental in unlocking operational efficiencies and optimising costs.

1. **Customer First:** At the start of the financial year the group had 13 brands in its portfolio. We took a decisive but difficult decision to simplify the organisation of the business and approach, with the number of core brands now standing at five. Our new core brand strategy means we can streamline costs and concentrate our resources in the right places. The core brands now include boohoo, boohooMAN, PrettyLittleThing, Karen Millen and Debenhams. Debenhams is home to the group's much loved fashion labels Wallis, Coast, Burton, Dorothy Perkins, Oasis, Miss Pap and Warehouse, and NastyGal joined the PrettyLittleThing family.

   A much-loved heritage brand, Debenhams has been a British institution for over 240 years. Known by everyone in the UK, we are leveraging this great consumer recognition and transforming Debenhams into the Great British Digital Department store.

   Debenhams is a significant strategic opportunity, through its capital-light marketplace model driving high margin growth, and robust customer proposition across fashion, home, and beauty. We are committed to refining the marketplace model, expanding the offering internationally and leveraging emerging technologies to innovate in the e-commerce space. Debenhams is poised for significant and sustainable success, with plans to grow its offering to over 10,000 brands by the end of 2024.

   Directing our focus, energy and resources to the five core brands ensures we continue to capture consumer attention and generate demand across a diverse customer base.

2. **Investing for Growth:** We completed the final phase of the major warehouse automation installation in Sheffield in 2023, and the benefits of automation are beginning to materialise across the group. We also launched the US distribution centre in 2023, upgrading the group's proposition with next-day and express delivery options to our US customer.
3. **Delivering sustainable return on investment:** We identified, and are on track to deliver, more than £125 million of annualised cost savings to support the group's investment programme.

In the second half of the year, we conducted a thorough examination of our business operations, assessing operational workflows and cost structures. This introspective analysis enabled the group to identify areas for improvement and opportunities to enhance efficiency. In response to the findings, the board implemented a series of initiatives aimed at optimising costs while maintaining operational excellence, such as streamlining processes and leveraging technology to drive productivity.

To reflect the current market conditions, we moved all UK fulfilment to the Sheffield and Burnley distributions centres to fully utilise their automation capacity, and ceased all operations at the sites in Daventry and Wellingborough.

By fortifying the group's financial foundations and enhancing operational agility, we are now positioned to capitalise on emerging opportunities and navigate evolving market dynamics.

Leadership changes

Alistair McGeorge joined me as Deputy Chairman and non-executive director in March 2023. His extensive expertise and dedication have been instrumental in leading significant transformations within the group. The board also welcomed John Goold joined as non-executive director and Chair of the Audit Committee in April 2023, and Stephen Morana as Chief Financial Officer in February 2024. With Stephen's background as a former non-executive director of boohoo group, together with his experience in consumer-centric and technology-driven enterprises, he brings invaluable insight to the group's future endeavours.

Outlook

The group has delivered key strategic initiatives during the year, giving it a strong foundation for sustainable growth. The group's medium term EBITDA margin target of 6-8% remains unchanged.

I take great comfort that several positive themes have started to emerge as the year has progressed. By focusing on cost management and profitable growth, we have established a robust foundation for future sustainable growth and cash generation. This gives me confidence that boohoo will emerge from the worst of this disruption as a continued leader of the global fashion industry.

As we look ahead, I am highly engaged and working harder than ever to deliver value for our stakeholders. The group continues to demonstrate resilience and agility in navigating challenging market dynamics. This is a fantastic business, and I am highly confident in our ability to deliver strong financial performance in the next ten-year phase of our journey.

None of this would be possible without the unwavering support from the boohoo family. As the group continues its journey, I am filled with confidence knowing that we have such a talented and dedicated team by our side.

Mahmud Kamani
Group Co-Founder and Executive Chairman

SUMMARY OF FY24 PERFORMANCE

The group delivered key operational and strategic projects during the period ending 29 February 2024, including developing a clear brand strategy, completing the final phase of automation in Sheffield, opening a US Distribution centre, and a transformational cost saving programme. The group continues to be a fashion forward, digital, leader with a disruptive business model and strong market share.

The year to February 2024 saw continued economic challenges, however through a focus on cost control the group has delivered an improvement in Adjusted EBITDA margin [1], and the medium-term adjusted EBITDA margin [1] target of 6-8% remains unchanged. The investment cycle is now complete, and the group is beginning to see the operational and financial benefits materialise across the business. The group's attention now turns to maximising the returns on these investments and driving efficiencies.

Overview of FY24 Performance

- Clear brand strategy with an increased focus on the group's five core brands (boohoo, boohooMAN, PrettyLittleThing, Karen Millen and Debenhams) which generate demand across a diverse, global customer base.
- Strong growth of Debenhams marketplace. Its capital-light, stockless model is driving high margin growth and expanding customer proposition with over 3,500 brands onboarded, providing exceptional choice across fashion, beauty, and home.
- Strategy to improve profitability across the group's labels by transitioning them over to the Debenhams marketplace beginning to show results, with improved performance in H2 2024.
- On track to deliver more than £125 million of annualised cost savings across cost of goods, supply chain and overheads in FY24 and FY25, supporting a disciplined reinvestment programme.
- Successful completion of the Sheffield automation project, delivering enhanced efficiency and capacity.
- US distribution centre launched, upgrading the group's proposition with next day and express delivery options for US customers.
- Leadership team strengthened with the appointment of Stephen Morana as CFO in February 2024.

	2024 £ million	2023 £ million	Change
Gross Merchandise Value (GMV)[1]	**1,808.9**	2,086.2	(13%)
Revenue	**1,461.0**	1,768.7	(17%)
Gross profit	**756.1**	895.2	(16%)
Gross margin	**51.8%**	50.6%	120bps
Operating costs[8]	**698.8**	832.0	(16%)
Adjusted measures[3]:			
Adjusted EBITDA[4]	**58.6**	63.3	(7%)
% of revenue	**4.0%**	3.6%	40bps
Adjusted EBIT[5]	**(18.0)**	6.9	(24.9)
% of revenue	**(1.2%)**	0.4%	(1.6%)
Adjusted loss before tax[6]	**(31.0)**	(1.6)	(29.4)
Diluted loss per share[7]	**(2.86p)**	(0.02p)	(2.84p)
Statutory measures:			
Loss before tax	**(159.9)**	(90.7)	(69.2)
Diluted loss per share	**(11.48p)**	(6.13p)	(5.35p)
Net (debt)/cash[2] at year end	**(95.0)**	5.9	(100.9m)

Notes:

(1) GMV is all merchandise sold to customers after cancellations and returns, including VAT, carriage receipts and premier subscription income
(2) Net (debt)/cash is cash less borrowings, excluding lease liabilities.
(3) Adjusted measures, which are not statutory measures, show the underlying performance of the group excluding large, non-cash and exceptional items (see note 1).
(4) Adjusted EBITDA is calculated as loss before tax, interest, depreciation, amortisation, share-based payment charges and exceptional items.
(5) Adjusted EBIT is calculated as loss before tax, interest, amortisation of acquired intangible assets, share-based payment charges and exceptional items.
(6) Adjusted loss before tax is calculated as loss before tax, excluding amortisation of acquired intangible assets, share-based payment charges and exceptional items.
(7) Adjusted loss per share is calculated as diluted earnings per share, adding back amortisation of acquired intangible assets, share-based payment charges and exceptional items.
(8) Operating costs is defined as Distribution & Administrative Costs excluding depreciation, amortisation, exceptional items & share based payments

GMV REPORTING

GMV represents the total value of all merchandise sold to customers. This excludes cancellations and returns and includes carriage receipts and any subscription income. Revenue will only include the commission element of a marketplace sale whilst GMV will include the total value of merchandise sold to customers.

With the addition of the marketplace commission only revenue model, GMV provides a consistent indication of growth across the group. The marketplace model generates lower revenue but is 100% margin with zero cost of sales, driving enhanced profitability through a stockless model.

FINANCIAL HIGHLIGHTS

- GMV down 13% vs FY23 to £1,809 million as group performance continued to be impacted by a difficult macro-economic environment. Positive trend in the performance of Core Brands (boohoo, boohooMAN, PrettyLittleThing, Karen Millen, Debenhams External Marketplace), with decline slowing from (9%) in H124 to (4%) in H224, showing a clear improvement in trajectory
- Revenue of £1,461 million, down 17% vs FY23 reflecting our increased focus on profitability and difficult market conditions. Revenue growth was also impacted by the growth of marketplace with its commission-only revenue model
- Gross margin 51.8%, up 120bps vs FY23, reflecting the growth of marketplace and cost savings driven by deflation as well as freight and raw material price decreases
- Operating costs of £699 million, down 16% vs FY23 driven by the actions taken under the ongoing cost saving programme
- Inventory has increased by £29.9 million YOY, largely driven by the investment in inventory to support the opening of the US Distribution centre
- Adjusted EBITDA margin improved to 4.0%, up 40bps vs FY23, reflecting improvements in gross margin, cost reduction initiatives and value unlocked from automation investment. Adjusted EBITDA4 of £58.7 million, down 7% vs FY23
- Inventory has increased by £29.9 million vs FY23, largely driven by the investment in inventory to support the opening of the US Distribution centre
- £64.8 million capital expenditure invested in infrastructure for future growth, including the Sheffield automation project and the US distribution centre both of which were delivered on time and on budget
- Net Debt of £(95.0) million down by £(101.0)m, driven by our investments in US inventory and capital expenditure
- Robust balance sheet with £123.7 million of land and buildings, £200.3 million of fixtures and fittings, £208.0 million of inventory and £29.9 million investments held

OUR GROUP

A HOUSE OF BRANDS FASHIONING THE FUTURE GENERATION

Since its IPO in 2014 the group has evolved from one UK fashion focused brand targeting 16–25-year-olds, to a portfolio of 5 core brands, addressing a diverse global customer base across a range of fashion, beauty and home products.

boohoo

boohoo
boohoo offers the most up-to-date fashion at incredible prices with unbeatable choice, great quality and excellent service. The brand's core values are fun, fashion, social and inclusive. This translates into a product range for every young woman around the world.

boohooMAN

boohooMAN
Combining cutting-edge design with an affordable price tag, boohooMAN brings young men the latest styles and looks in a youthful package, 24/7.

PRETTYLITTLETHING
FASHION · BEAUTY · LIFESTYLE

PrettyLittleThing
PrettyLittleThing is a youthful trend leader in online women's fashion, offering a wide range of products at great prices, supported by an engaging global social media presence. The brand aims to help every girl feel like a celebrity with her clothes.

KAREN MILLEN

Karen Millen
Karen Millen preserves its 42-year legacy, whilst remaining a forward-thinking style pioneer. Design and craftsmanship are key, with a focus on both investment pieces and affordable luxury, all product and prints are designed in-house with creativity at the heart of what we do.

Debenhams.com

Debenhams
A digital department store offering fashion, beauty, sport and homeware to our customers. The Debenhams marketplace provides its customers with a unique, differentiated and exclusive mix of brands, extending the group's target addressable market through its capital-light, low-risk marketplace model.

Debenhams is also now the home of much loved and well-known high-street brands; Wallis, Coast, Burtons, Dorothy Perkins, Oasis Miss Pap and Warehouse, who have all been welcomed into the Debenhams family over the last 12 months.

OUR STRATEGY

The group's confidence in the medium-term outlook is unchanged, as it continues to offer customers outstanding choice in fashion, with inclusive ranges and a wide product offering. For the year ahead, the priority and focus for the group is to get back to profitable growth.

The group's vision is to lead the global fashion e-commerce market. What started as one brand, growing extensively in the UK and internationally, is today a platform of five core brands and eight labels servicing over 16 million customers globally. The group has come to the end of its investment cycle, operating two automated warehouses with efficiency benefits beginning to materialise, and a new US distribution centre offering faster, consistent delivery to US customers.

1. CUSTOMER FIRST

Fashion and the customer are the lifeblood of the business. The group offers customers exceptional choice across its extensive brand portfolio. The group delivers for its customers and will continue to invest to improve customer lifetime value through delivery of the latest trends, outstanding value and a great experience.

2. INVESTING FOR GROWTH

The group's investment cycle is complete and it is positioned for profitable growth. Best-in-class logistics have been upgraded through the extensive automation in our Sheffield distribution centre, with the benefits of automation and efficiency beginning to materialise across the group. Comparing the new automated facility vs the manual facility during peak trading period in November highlights include:

- Cost per throughput unit down 47% (£0.38 vs £0)
- 10x pick rate improvement (516 units p/h vs 54 units p/h)
- FTE headcount down 81%

The opening of a local distribution centre in the US during the year is a step change in the group's customer proposition in its second largest market and sets it up for future international growth.

Debenhams marketplace platform is capital light and scalable, and continues to be a key focus for growth. In the year, Debenhams expanded the number of brands that it sells from 1,600 to 3,500.

3. DELIVERING SUSTAINABLE RETURN ON INVESTMENT (ROI)

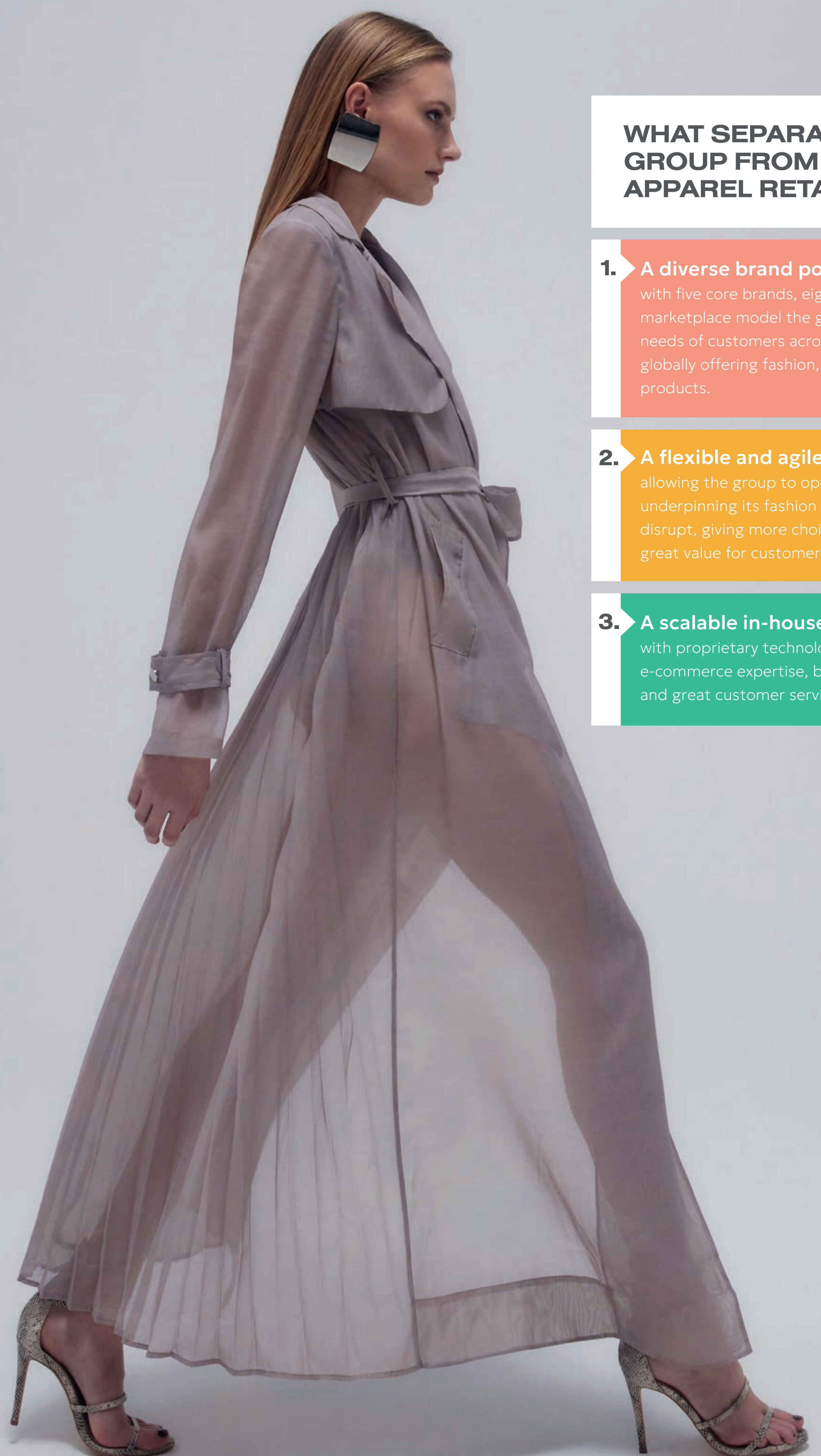
Significant progress has been made on reducing the group's cost base, and it is on track to deliver more than £125 million annualised cost savings across FY24 and FY25. Improving market dynamics and consumer confidence increasing allows the group to be leveraged when growth returns. The group has invested in inventory during the second half of the year to support the opening of its new US Distribution centre. The group continues to work on its product offering in the US to make sure it aligns to the new customer proposition.

The medium term 6% to 8% adjusted EBITDA margin target remains unchanged as the group continues to rebuild its profitability.

OUR COMMITMENT TO ESG

The group is determined to play its part in reducing the environmental impact of clothing and operations through increased focus on sustainability, operating in a socially conscious manner, and upholding high standards of governance.

For more information on our approach to ESG, go to page 64.



WHAT SEPARATES THE GROUP FROM OTHER APPAREL RETAILERS?

1. A diverse brand portfolio, with five core brands, eight labels and marketplace model the group can address the needs of customers across a wide demographic, globally offering fashion, home and beauty products.

2. A flexible and agile sourcing model, allowing the group to operate with speed, underpinning its fashion credentials and ability to disrupt, giving more choice, minimising risk, and great value for customers.

3. A scalable in-house platform, with proprietary technology – offering e-commerce expertise, best in class logistics and great customer service.

WHAT WILL DRIVE OUR PROFITABLE GROWTH?

Extensive, diverse brand portfolio and clear brand strategy
A portfolio of 5 core brands and 8 labels enables the group to address a diverse global customer base. The diversity of our brands reduces risk and gives the group a competitive advantage.

Debenhams: our digital department store
Unlocking Debenhams' significant potential presents upside for market share gains across fashion and new product areas including home, electronics and beauty, all through its capital-light, low-risk marketplace model.

Automation efficiencies
The completion of the state-of-the-art automation project at the Sheffield Distribution centre drives efficiencies and the group's ability to scale easily. During FY24 peak trading there was a 8x pick rate improvement and cost per throughput unit was down 47%.

Cost saving programme
The cost saving programme has already seen benefits in this financial year, with operating costs decreasing and margin improving. As market dynamics and the macroeconomic environment improves, the group is positioned with a cost base to drive profitable growth.

Being closer to our customer
The opening of a US distribution centre drives a step change in the group's proposition and ability to disrupt and grow market share in North America.

Supply chain opportunities
The group continues to look to drive speed, turn inventory faster and utilise cost opportunities. A global supplier base reduces the risk of disruption, and the group continues to work closely with our suppliers to improve quality and build strong relationships.

Using technology to help drive customer engagement
An app-first approach to technology investments will support better engagement, ensuring a shopping experience that matches the group's product offer.

Allowing our customers to grow with us
The group's brands include something for everyone – the boohoo customer of today is the Karen Millen customer of tomorrow. Continued uptake of our loyalty programmes (Premier and Royalty) will help to drive lifetime value.

Our platform and people
The group's technology and infrastructure platform support our brands' growth ambitions. Within the group, our colleagues embody our values: Passionate, Agile, Creative, Commercial, Team.

AREAS OF STRATEGIC IMPORTANCE

The group's focus is to deliver the latest fashion and the right product to the right customer at the right time, with best-in-class customer proposition and service. To this end, there is a plan of continuous investment in systems, infrastructure and technology to ensure the group offers an optimal online shopping experience as it looks to further cement its position as a leader in global fashion e-commerce. The group's strategy rests on five areas of strategic focus.

BRANDS

Strategic focus

The group consists of 5 core brands, which represent the lifeblood of the business, collectively servicing over 16 million customers, globally. The group continues to invest strategically to support and grow the brands in markets and channels where it believes it has opportunity to maximise its potential.

Progress in the year

- Implemented a clear brand strategy for growth, with 5 core brands and 8 labels
- Continued growth of the number of external marketplace partners on the Debenhams marketplace to 3,500 brands on site, providing unparalleled choice across fashion, beauty and home.
- The opening of a US distribution centre drives a step change in our proposition and ability to disrupt and grow market share in North America

PRODUCT

Strategic focus

Product is at the heart of what the group does. Teams take inspiration from the latest trends from around the world, launching hundreds of new products daily. An extensive global sourcing network and focus on short lead time means the group has a supply chain that is scalable and agile.

Progress in the year

- Continued investments to bring quality control and assurance closer to suppliers, enabling improved quality and helping to improve lead times.

CUSTOMER EXPERIENCE

Strategic focus

With over 16 million customers across brands and an extensive social media following, the group is focused on how it captures, uses and optimises customer data. This will support decision making that can drive customer lifetime value and the channels through which the group can understand and acquire customers of the future.

Progress in the year

- Increasing the mix of orders from our customer loyalty programmes by 5% to 35%. Continuing to build a loyal customer base.
- Continued to use customer feedback to formulate product development and improve customer journeys.
- Ran customer focus groups, inviting customers into the business to share their opinions on topics as diverse as sustainability, social media and suiting among others.

PLATFORM

Strategic focus

The group has developed a unique platform, through years of investment in technology and processes, supply chain relationships and with the expertise of a great team of people. This platform enables the group to penetrate markets and expand rapidly, operating multiple brands as it progresses with its ambition to lead the online fashion market.

Progress in the year

- Integration of labels onto the Debenhams platform, giving customers the ability to shop across internal and external brands on the Debenhams website.

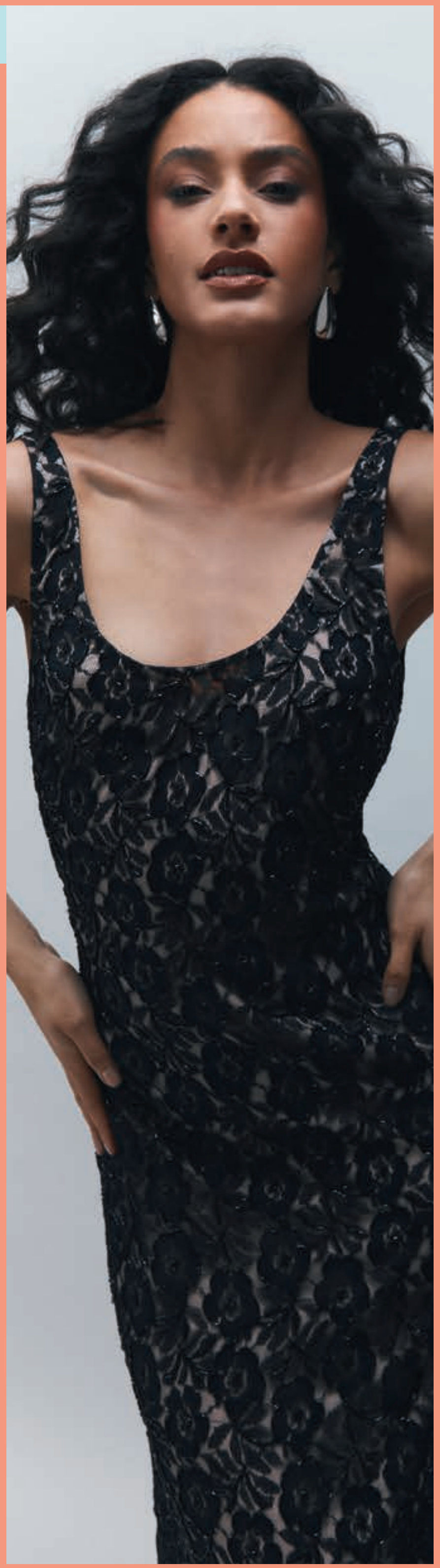
PEOPLE

Strategic focus

People are the fabric of the business. The group wants everyone who works with it, directly or indirectly, to be treated fairly, to have the opportunity to realise their full potential and to be proud to be part of the boohoo family. The group's culture is its greatest USP as an employer. From the moment best talent is welcomed through the door, the group works hard to help them meet their career aspirations.

Progress in the year

- The group's pay frameworks are proudly gender neutral. For the fifth year in a row the median gender pay gap data is in favour of females, with the median female paid 7.9% more than their male counterpart. For the third year running this is also true for the mean gender pay gap, with the average female paid 3.4% more.
- As of the end of February 2024, female colleagues made up 49% of the workforce and they currently hold 40% of senior leadership positions.
- Over 85,000 candidates applied to work for the group over the past year with an average hiring time of 28 days. 21% of vacancies were filled with internal talent.
- The group ran over 80 bespoke behavioural development workshops with over 650 colleagues attending.



STRATEGY IN ACTION

Debenhams.com

Debenhams is iconic. A much-loved British heritage brand, known by everyone in the UK. Nearly everybody has a story to tell about Debenhams and most people in the UK have shopped with Debenhams.

Debenhams was at the forefront of multi-brand retailing and a pioneer of the department store concept as well as creating the blueprint for retail x talent collaborations through Designers at Debenhams which elevated the careers of multiple highly regarded designers such as Julian Macdonald, Matthew Williamson and Jasper Conran to name a few.

Debenhams has been a British institution for over 240 years, playing a small part in the moments that matter in people's lives since its founding in 1778.

Now, Debenhams is on a new journey. Under our ownership it has been repositioned and reinvigorated as Debenhams.com, The Great British Digital Department Store. Offering UK consumers more brands and more choice across Fashion, Home and Beauty. Debenhams.com is a thriving and accessible destination for consumers from ages 16 to 80+.

Consumers can shop from a choice of over 3500 brands. From emerging Gen Z brands like Glow Hub to global leaders in beauty like L'Oreal, Debenhams.com serves multiple generations and a huge variety of needs of our customers. We have recently welcomed back premium beauty brands such as Estée Lauder, Clarins and Mac as well as Boss, Armani and Victoria amongst many other globally loved 3rd party premium fashion brands.

Debenhams is now also the home of much loved and well-known high-street brands; Wallis, Coast, Burtons, Dorothy Perkins, Oasis and Warehouse have all been welcomed into the Debenhams family over the last 12 months. Positioned next to ever green, ever relevant, Debenhams brands like Gorgeous, Mantaray + Debut. We plan to grow our brand offering to over 10,000 brands by the end of 2024..

We have recently worked with household names Allison Hammond, Lisa Snowdon + Sophie Habboo. Alongside legendary designer Dame Zandra Rhodes and viral TikTok sensations, Brookie and Jessie. We aim to engage, represent and empower our audience. Community is at the heart of Debenhams brand, we want our customers to feel included and a part of our brand. We want to ensure our customers fully understand and maximise the value of the products we sell, that we offer convenience and reasons to believe in, and shop with us.

We have evolved our business model. We believe in collaborative commerce. We believe this revolutionised, dynamic ecosystem offers customers, brands and third party sellers the ultimate community experience, flexibility and choice. The introduction of DBZ market place allows brands and 3rd party sellers to reach a much broader audience, complimenting their own d to c strategy whilst benefitting from our established, class leading infrastructure, customer segments and marketing channels.

Customers enjoy an extended range of products and the ultimate shopping experience. Debenhams.com facilitates transactions, provides customer support, and ensures a seamless shopping journey for both buyers and sellers. Debenhams aims to be the brand partner of choice through simple onboarding, scaling, disruptive marketing campaigns and by showcasing brands at their very best.

3,500+ BRANDS AT Debenhams.com

FASHION

GANT
crocs
GUCCI
HOUSE OF HOLLAND
MONSOON
hype.
Timberland
DKNY KIDS
coast
WAREHOUSE
TOM FORD EYEWEAR
LYLE & SCOTT
DP. dorothyperkins
DW Daniel Wellington
Hush Puppies
Ray-Ban
HUNTER
NAUTICA
SUPERGA
SKECHERS
KURT GEIGER
CARVELA
WALLIS
VALENTINO
KAREN MILLEN

BEAUTY

ESTĒE LAUDER
MARC JACOBS
roberto cavalli
NYX
L'ORÉAL PARIS
COACH
DKNY
Calvin Klein
DOLCE & GABBANA
benefit
MAC
ISSEY MIYAKE
Chloé
ARMANI
YSL
MICHAEL KORS
PRADA
CLARINS PARIS
BOSS
VIKTOR&ROLF
JIMMY CHOO
ILLAMASQUA
URBAN DECAY
Diego dalla Palma
LANCÔME PARIS
MAX FACTOR
VERSACE

HOME

smeg
beko
Joseph Joseph
CIRCULON
YANKEE CANDLE
maze
Snuggledown
Virgin wines
Villeroy & Boch 1748
Tefal
Russell Hobbs
LEGO
Catherine Lansfield
bodum
Slumberdown
TOWER

OUR BUSINESS MODEL

DELIVERING VALUE FOR ALL OUR STAKEHOLDERS

The group's relationships and resources, combined with its insights and understanding of changing consumer demands, has helped it to build a business platform that delivers value to all stakeholders.

HOW WE OPERATE

The group designs, sources, markets and sells fashion clothing, home and beauty products to consumers globally. The group brings the latest trends and fashion inspiration to its consumers across the world, delivering the right product to the right customer at the right time.

Design and inspiration
Skilled designers and buyers have their fingers on the pulse of fashion around the world to spot the latest trends.

Sourcing and production
Buyers tap into a global network of approved suppliers to find the best mix of quality and price to deliver outstanding product to customers.

Marketplace Partners
Partnering with brands to build a consumer destination for fashion, home and beauty.

Marketing and customer engagement
The group connects with consumers through social media and innovative advertising, supported by influencers and celebrities, and through engaging websites and apps, offering customers the very best online shopping experience.

Delivery and customer care
Great customer service is provided by a comprehensive choice of delivery options and payment methods, and a highly rated customer service centre takes care of the entire customer journey.

Engagement and repeat
Sophisticated monitoring of marketing and product success enables the group to respond rapidly to consumer demand and optimise customer reach.

RELATIONSHIPS AND RESOURCES

RELATIONSHIPS

Employees
Employees are the group's greatest asset, delivering a truly awesome package of skills and knowledge that enables it to tackle the most challenging feats.

Suppliers
The group has developed a comprehensive network of suppliers from all corners of the world to deliver the product and services that drive our success.

Customers and partners
Customers and partners are the group's lifeblood. The group engages, listens, learns, creates, and repeats successfully. Its partners help it to reach customers, globally.

RESOURCES

Brands
A portfolio of diverse brands with a rich heritage and consumer loyalty, renewed and developed for today, enables the group to grow market share.

Infrastructure
The group as invested millions in state-of-the-art, automated distribution centres and office facilities for its talented teams.

Technology
The group's formidable technology platform comprises best-of-kind systems and enables it to operate a huge volume business with efficiency and accuracy.

Financial
Financial resources from shareholders have been boosted by retained profits that have enabled the group to build a business with the capacity for investment and acquisitions.

Environment
The group's economic health is dependent on the use of natural resources. The group recognises that managing and maintaining these resources is critical for long-term sustainable growth.

VALUE GENERATED FOR STAKEHOLDERS

Employees
Employees have the opportunity to develop their skills and experience in a dynamic business and give them a share in its success through share ownership plans and bonuses.

Suppliers
The group operates with its suppliers in a transparent way, enabling suppliers to participate in its success and working to improve factory standards. The group has invested in building a more visible, more sustainable supply chain of approved partners.

Customers
The group provides customers with great products and value at prices below those of the high street and with a service that is convenient and safe at home.

Community
The group engages with the wider community through charitable work, the Leicester Garment and Textile Workers' Trust and through the provision of jobs in our offices and distribution centres that benefit the local area and our suppliers.

Shareholders
Investors have the opportunity for capital growth from the enlarged group and potential 500 million addressable customer base across the key target markets of the UK, the US and Europe.

See page 81 for how the group engaged with its stakeholders during the year.

OUR CULTURE AND PEOPLE

OUR CULTURE AND VALUES

The group is proud of its unique culture, which is defined by the PACCT (Passion, Agile, Creative, Commercial and Team) values.

It weaves PACCT throughout its people journey at every touchpoint. Its people are the fabric of its business, and its PACCT values shape how its people show up to work each day.

PACCT VALUES

PASSION
We love what we do. Believing in boohoo and believing in ourselves. Each day, we are inspired to be the best we can be. We are committed and focused on giving our customers the experience they want.

AGILE
We are constantly evolving to stay one step ahead. We embrace, change and grab opportunities with both hands. We are lean, efficient and effective.

CREATIVE
We are unique, aspirational and always boohoo. We're not afraid to do things our way and dare to be different. We are creative in thinking and design.

COMMERCIAL
We are confident, decisive and entrepreneurial. We leverage data and our intuition to make bold choices. We always ensure that the customer experience and profit are integral to every decision.

TEAM
We listen and respond where everyone's contribution is valued. Building success through our people and sharing in it together. We always have fun along the way.

Further information on our culture and values can be found in our People Report on page 22.

OUR PEOPLE

The groups' passionate and committed colleagues are central to its success. This year it continued to build on colleagues' experience through enhanced investment in development and empowering our colleagues to embody our PACCT values (Passion, Agility, Creativity, Commerciality and Team). Our boohoo family culture enables our colleagues to learn from each other, be empowered to take on challenges and learn new skills. The group celebrates diversity and its overarching mission is simple.

"A workplace where everyone is respected, their individual differences are valued, and they can be themselves at work, without exception".

Our people strategy is based on six pillars.

1. Listening and engaging with our colleagues
2. Improving our ways of working
3. A greater place to work
4. Your career
5. Recognising and rewarding your achievements
6. Operating at our best

These pillars enable our colleagues to continue to grow, innovate and support the business to drive a more diverse and inclusive workplace in turn providing greater job enrichment and increased engagement at work. Our colleagues are the fabric of our business and make the group the unique and passionate business that it is today.

2023/24 People Activity

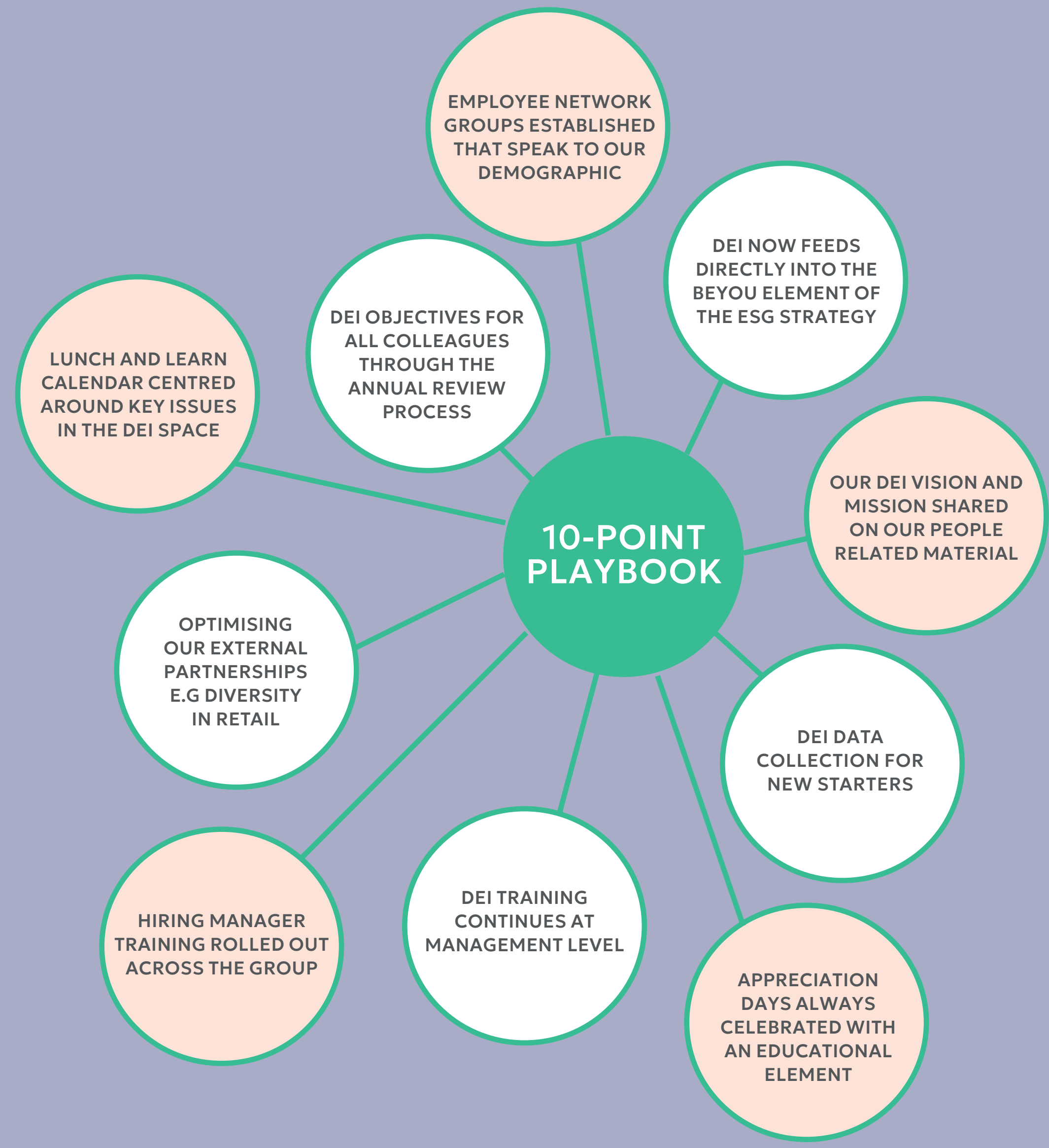
Unlocking diverse teams and driving inclusion without exception

Diversity, Inclusion and Equality (DEI) is a key focus for the group as it recognises this has a direct impact on the day-to-day experience of colleagues. Mandatory DEI training sessions have been completed by all managers across the group, demonstrating our commitment to upskilling colleagues. The content of the training focuses on minimising bias and elevating underrepresented voices in the workplace through powerful media and experiential learning. The sessions have been popular with colleagues and are delivered using a range of methodologies to ensure full transparency and visibility of content and intent.

All colleagues now have a personal DEI goal as part of our Annual Review initiative that they are accountable for delivering in the upcoming months. The group believes that an important part of supporting an inclusive workplace is to drive individual accountability for DEI and give colleagues the opportunity to make meaningful changes to the group's culture.

Listening to a diverse range of voices was a high priority this year. To reinforce this message, the group created opportunities to hear from colleagues across the group to ensure it understands what teams desire from their workplace.

As it continue to evolve our DEI focuses, the group created a "10-point playbook" for DEI change during the first half of FY24. The playbook sets out impactful initiatives for making the group an even more inclusive place to work. The group believes these interventions will not only set firm foundations for DEI but will maintain its momentum to becoming a more diverse and inclusive employer.



Our colleague engagement has received a makeover, reengineered to be more inclusive and to consider the wider diversity within our teams. For example, our social events are now typically held at lunchtimes and include a crafting or wellbeing element in response to the team's recent feedback.

Our DEI partnerships continue to grow attributed to our increased focus on DEI. Some standout relationships for the group this year include:

GAYDIO

The UK biggest LGTBQ radio station

DiR

The go-to partner for providing knowledge and guidance in this field

Love From

An independent business that promotes an alcohol-free lifestyle

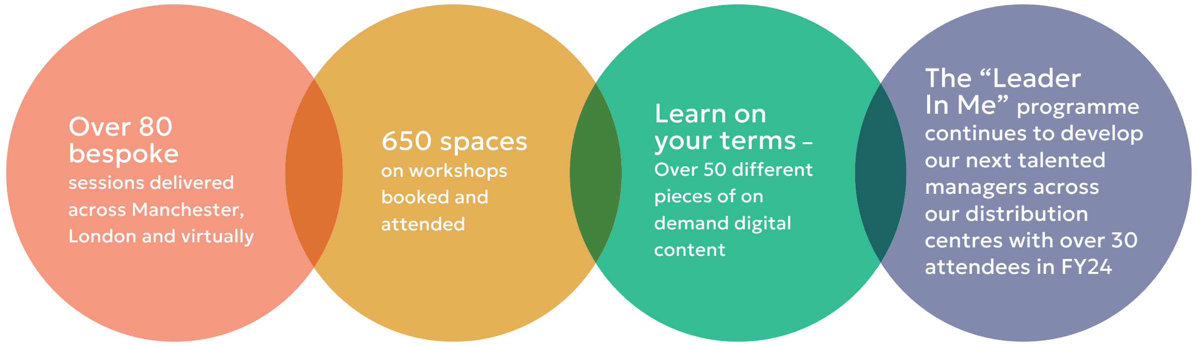
NORTHERN POWER WOMEN

A truly influential business that aims to accelerate gender equality, social mobility and wider inclusion in the North

Empowering our people to be their best

During the year the group invested in developing our innovative Learning Lab, designed to build on colleagues' skills, elevate their capability and evolve their commercial thinking. As the learning culture at the group begins to mature, it is starting to see the fruits of its efforts through increased internal promotions and a reduction in labour turnover.

Learning lab continues to be the ultimate way to learn



The group aims to be inspiring and innovative and, rather than off-the-shelf training, the content for every training session is bespoke and written by our in-house learning and development (L&D) teams. High performance starts at the top with our leadership teams, and the group has ensured that training has strong buy-in from our senior managers who understand the impact that development can make to ensure the teams are performing at a high level.

What's next in the learning space for us?

Over the next year new training courses will include:

- Innovative thinking, Commercial storytelling and leading a multigenerational team
- Building on our on-demand collection to provide the right training at the right time
- The talent development team hosted Spark sessions and Ideas Lab events – creative thinking sessions designed to develop the industries' best thinkers

Talent grows talent.

The group's Supply Chain Mentorship programme continues to be a success. It believes mentoring is inherent to the group and enables new talent to be nurtured and new relationships to flourish. The mentoring relationships focus on career progression and stepping into leadership roles. At present, it has 25 mentees, with plans to double the number of partnerships and expand the scheme to encompass senior supply chain leaders in the year ahead.

Giving our new colleagues the conditions to thrive.

A main focus over the past year was giving new managers the tools they needed to nurture and inspire their teams. A key tactic in this was developing "The New Mangers Club" which aims to give managers a safe space, to feel supported, and to take time to learn about the business. The group's aim is to grow The New Managers Club throughout the next year.

By increasing support for new starters, the group reduced the probation period from 6 to 3 months and added a new suite of documents and training to support the process.

Time and space for our people to create and innovate.

The group likes to give our people a chance to connect with their team and to build relationships throughout the business. Team days are an important part of this and are designed to encourage peer-to-peer networking and cross-department collaboration.

New talent matters.

The group is a proud employer of over 60 apprentices who study a wide range of qualifications, from leadership accreditations to the highly regarded CIMA qualification. The group is committed to expanding the number of learners in 2024/25 and is looking to build further representation in product-focused departments.

The group has further developed its work placement and graduate programmes to ensure new talent is getting the most out of their experience with the group. This is led through increased brand input and structure, meaning the group has had the opportunity to attract top talent from our partner universities and connections.

Graduates are increasingly given the opportunity to develop their career with experience such as presenting their key learnings to the group's senior leadership team. The group believes in creating a supported but stretching space for young talent which in turn, results in improved business relationships and a reduction in attrition. Over the last year, the group has welcomed graduates in its supply chain, marketing and finance departments.

Engagement – getting closer to our colleagues

The group wants every colleague in its business to have an opportunity to share ideas and have their voice heard. The group's ethos is to constantly evolve its ways of working and listening mechanisms are no exception.

CASE STUDY 1 | HAVE YOUR SAY AT BOOHOO

The group took the time to listen to a selection of employees in September 2023 through structured talk back sessions. The feedback raised in the sessions kick started several positive changes, including the creation of the "boohoo board"; a listening forum that shares commercial ideas regarding product opportunities. The senior team are now committed to making these touch bases a regular feature in the calendar.

CASE STUDY 2 | REWARD LISTENING GROUPS

The group held listening sessions to understand what makes a difference for colleagues. The output from the sessions has helped shape its thinking and it has been able to incorporate their ideas into this year's benefits platform update.

CASE STUDY 3 | TALKBACK SESSIONS WITH DEBENHAMS

Interactive sessions were held in the group's London and Manchester Head Offices. They were hosted by the people team and the Debenhams' senior leadership team. The sessions covered 5 key areas that we believe shape team culture:

- Communication & Listening
- Team Building & Empowerment
- Leadership & Personal Development
- Education & Learning
- Psychological Safety & Wellbeing

A robust action plan, owned by Debenhams' senior leadership team, is now in place.

CASE STUDY 4 | CEO FOR THE DAY AT PLT

Across away days last year the group challenged teams with one big question … if you were CEO for the day what would you do? Teams across the business generated a wide range of ideas that have fed into each brand's strategy. This activity played directly into the group's founding principles of being an entrepreneurial business.

CASE STUDY 5 | YOUR VOICE

The group's supply chain teams continue to utilise their "Your Voice" forum. This forum is now in its third year and continues to be sponsored by the group's senior leadership team, connecting supply chain teams with the wider business.

A drive for better data continues this year with the implementation of a group-wide exit interview strategy. The data obtained has led to significant changes to the way the group delivers talent development and has shaped course content. This level of insight has also allowed the group to develop a detailed people dashboard which highlights trends and allows it to take strategic actions around engagement activities.

Team wellbeing is central to how the group operates.

commitment to some of the external challenges teams face. The group has continued to talk about and deliver engagement activities to reduce the stigma that still unfortunately exists around mental health issues in the workplace. Its strategy combines both practical and targeted support for our colleagues. Each pillar represents what people have said matters the most to them when talking about wellbeing at work.

As we look forward to next year, the group will embark on a training programme that upskills its people team to become accredited Mental Health First Aiders, aiming to support colleagues who may need someone to talk to.

Make a difference moments

Engagement activities continue to be a defining characteristic of the boohoo culture. The group continues to push the creative envelope with events and aim to make a difference to colleagues. Looking back over the last 12 months engagement calendar has evolved with a key aim of having inspiring and inclusive events available for all colleagues.

Employee Appreciation day
The jewel in the engagement crown, a day devoted to our wonderful team and a chance to say a heartfelt thank you for all their efforts

Wellbeing fortnight
A 2 week festival that focused on the mind, body and soul from a wellbeing perspective

Happy Holidays
A celebration of being together and spending time with member of the boohoo family with a Christmas twist

The PrettyLittleThing board
A listening forum was launched with colleagues across the business to collate feedback and review brand opportunities

Townhalls
Our regular live business update to keep our teams in the know

Mental Health Awareness Week
A group wide opportunity to put the spotlight on supporting each other and recognising the importance of strong mental health

Insight interviews with John Little
Insightful sit downs with our CEO. The teams have loved a chance to get the inside track on business directly from our leader

Youth Groups
Teams from each of our brands have had ‘an audience’ with the group’s board of directors talking all things Product, Customer, Trends and Culture

Hiring the best

An important focus over the past year has been to improve processes and approach to recruitment, with the goal of building a more diverse team, ensuring the group has recruitment tools that level the playing field for people. This started with aligning brand recruitment guidelines to the group’s PACCT Values and driving efficiencies to internal processes, to reduce the length of the hiring process and improve the experience for applicants.

21% of vacancies are filled with internal talent

85,000 candidates have applied to work for the group over the last 12 months

Average hiring time **28 DAYS**

Colleagues share knowledge with hiring managers through a bitesize video series. By harnessing the power of AI, the group plans to take our recruitment to the next level.

Valuing our people

Over the years the group’s reward proposition has continued to grow and mature, and it is confident that the benefits it offers are impactful and driven by our colleagues. Recognition of long-standing colleagues’ dedicated commitment continues through the group’s long service award proposition. These internal accolades have continued to connect colleagues to the business.

The group has introduced additional opportunities for colleagues to customise their own reward package with their personal lifestyle in mind. For instance, it now offers Virgin Experience vouchers to promote colleagues’ well-being and enables them to plan weekend getaways and day trips. Another new benefit this year is “the Coffee Club,” which aligns with the group’s aim to provide more perks based on the feedback it received about adding small treats to the reward package.

The rewards team feel passionately about making our colleagues’ reward package clear and accessible. On the back of the recent listening sessions, communication of rewards and benefits is clearer and more transparent with a new suite of videos, infographics and a podcast to share the options on offer.

Think equality. Think belonging.

As of the end of February 2024, female colleagues made up 49% of the group’s workforce and hold 40% of senior leadership positions.

The group recognises the benefits that reducing the gender pay gap will bring, including reduced staff turnover rates, boosted team morale, enhanced innovation and productivity, and access to a wealth of diverse talents. Pay frameworks are proudly gender neutral as the group strives for continued gender pay equality. For the fifth year in a row median gender pay gap data is in favour of females, with the median female paid 7.9% more than their male counterpart. For the third year running this is also true for mean gender pay gap, with the average female paid 3.4% more.

The group is passionate about talent at all ages, and it employs people from the age of 18 through to age 70. The average age of a colleague working across the group is 35. The diverse age range of colleagues provides a rich wealth of experience and perspectives across the group and ensures it can truly meet the needs of vast customer profiles.

REVIEW OF THE BUSINESS

PERFORMANCE DURING THE YEAR

OVERVIEW

	2024 £ million	2023 £ million	Change
Gross Merchandise Value (GMV)[1]	1,808.9	2,086.2	(13%)
Revenue	1,461.0	1,768.7	(17%)
Gross profit	756.1	895.2	(16%)
Gross margin	*51.8%*	*50.6%*	*120bps*
Loss before tax	(159.9)	(90.7)	(58.9)
Loss per share	(11.48p)	(6.13p)	(4.76p)
Net (debt)/cash[2] at year end	(95.0)	5.9	(100.9m)
Adjusted measures[3]:			
Adjusted EBITDA[4]	58.6	63.3	(7%)
% of revenue	*4.0%*	*3.6%*	*40bps*
Adjusted EBIT[5]	(18.0)	6.9	(24.9)
% of revenue	(1.2%)	0.4%	(160bps)
Adjusted profit before tax[6]	(31.0)	(1.6)	(29.4)
Diluted loss per share[7]	(2.86p)	(0.02p)	(2.84p)

Notes:
(1) GMV is a non-statutory measure, defined as: All merchandise sold to customers after cancellations and returns, including VAT, carriage receipts and premier subscription income.
(2) Net (debt)/cash is cash less borrowings, excluding lease liabilities.
(3) Adjusted measures, which are not statutory measures, show the underlying performance of the group excluding large, non-cash and exceptional items (see note 1).
(4) Adjusted EBITDA is calculated as loss before tax, interest, depreciation, amortisation, share-based payment charges and exceptional items.
(5) Adjusted EBIT is calculated as loss before tax, interest, amortisation of acquired intangible assets, share-based payment charges and exceptional items.
(6) Adjusted loss before tax is calculated as loss before tax, excluding amortisation of acquired intangible assets, share-based payment charges and exceptional items.
(7) Adjusted loss per share is calculated as diluted earnings per share, adding back amortisation of acquired intangible assets, share-based payment charges and exceptional items.

REVIEW OF THE BUSINESS

GROUP OVERVIEW

GMV was down 13% vs FY23 to £1,808.9 million from £2,086.2 million as group performance continued to be impacted by a difficult macro-economic environment. Group revenues for the period declined by 17% (17% Constant Exchange Rate = "CER") to £1,461.0 million from £1,768.7 million in 2023.

UK revenues declined 16% reflecting the impact of the macro environment on consumer demand, as well as price investments and the previously mentioned increase of the Debenhams marketplace within the sales mix. International revenues declined 20%, with extended delivery times continuing to impact our customer proposition for most of the period and annualisation against strong wholesale comparatives. The group's US distribution centre went live in August with its first brand, PrettyLittleThing, on time and on budget, as part of a phased roll-out of brands into the site. This has transformed the delivery proposition for customers in a key strategic market, and for brands that are operationally live, delivery times have improved by 3 days on average since launch.

The group's core brands, defined as boohoo, boohooMAN, PrettyLittleThing, Karen Millen and Debenhams accounted for 6 percentage points of the group's total revenue decline. Marketplace effect on sales had a 4 percentage points impact a result of the group only recognising the commission income on marketplace sales as opposed to the full value of a product. Strong GMV growth was achieved within the Debenhams marketplace, a capital-light, stockless model, targeting the UK customer, which has driven high margin growth and expanded our customer proposition during the year, with over 3,500 brands onboarded. Labels accounted for 8 percentage points of the group's total revenue decline, following proactive actions taken to target more profitable sales by transitioning them over to the Debenhams marketplace.

Gross product margin was 51.8%, up 120bps on the prior period (2023: 50.6%). Adjusted EBITDA was £58.6 million (2023: £63.3 million), a decrease of 7%. Adjusted EBITDA margin was 4.0%, up 40bps on the prior period (2023: 3.6%). Loss before tax was £159.9 million (2023: £90.7 million). Loss per share was 11.48p (2023: 6.13ps). Adjusted loss per share was 2.86p (2023: 0.02p).

The improvement in adjusted EBITDA margin reflected strong improvements seen across gross margins and distribution costs, which improved by 120bps and 60bps respectively year on year. The improvement in gross margin reflected tighter inventory management and normalisation of freight and other logistics costs. Distribution cost savings were driven by significant efficiencies that have been unlocked from the successful automation of our Sheffield distribution centre and from the rationalisation of the UK warehousing profile following the closure of the group's Daventry site in January.

Other administrative costs reduced by 20% year on year and 50bps as a percentage of net sales, reflective of the tight cost control measures implemented during the year as a result of the group's cost reduction programme. Marketing costs reduced by 3% as spend was optimised across marketing channels but increased by 190bps as a percentage of sales. This reflects the impact of the macro environment on consumer demand, targeted investments in specific growth opportunities as well as underlying inflationary pressures across digital marketing channels. This will be assessed going forwards through optimisation of marketing channels to drive performance as well as brand activation campaigns to drive higher levels of organic and direct traffic.

During the year, the group incurred significant non-recurring costs, which are shown as exceptional items in the financial statements and have not been included in the adjusted performance measures. These items relate to restructuring costs and impairment of assets associated with the closure of the Daventry warehousing facility, set up costs associated with the opening of a warehousing facility in the USA, impairment of the group's acquired intangible assets, dual technology platform running costs associated with the re-platforming of the group's e-commerce front end to its own in-house developed tech stacks, and redundancy costs associated with the group's cost reduction programme. Additional exceptional costs associated with the restructuring of the UK warehousing facilities and dual technology platform running costs are expected to be incurred in the next financial year. These exceptional items amounted to £103.0 million and are detailed in note 1 of the financial statements.

During the year the group recognised a £10.2m gain within other reserves on transition of its investment in Revolution Beauty plc, which was previously accounted for as a financial asset at fair value through other comprehensive income, as irrevocably designated at the time of investment, in accordance with IFRS 9, and is now classified as an investment in associate in accordance with IAS 28. Further details are detailed in note 14 and note 26 of the financial statements.

In accordance with the acquisition agreement entered into with the non-controlling interests of PrettyLittleThing.com Limited and announced on 28 May 2020 16,112,331 Ordinary Shares in boohoo group plc were to be issued subject to the group's share price averaging 491 pence per share over a six-month period, up until a longstop date of 14 March 2024. If this was not met, the consideration was to lapse.

As at 29 February 2024 the issuing condition had not been met and could not have been met before the longstop date of 14 March 2024. As a result the shares to be issued have been derecognised and recycled through other reserves alongside the reserves created upon acquisition of the non-controlling interest in PrettyLittleThing.com Limited. Further details are detailed in note 25 and note 26.

OUR BUSINESS MODEL
DELIVERING VALUE FOR ALL OUR STAKEHOLDERS

While trading conditions have remained challenging due to cost inflation, uncertain consumer demand and normalisation of the channel shift online, the group has a strong business model and clear strategy with which it is focussed on executing to unlock market share, which will allow it to build on its existing strengths of:

- Test and repeat sourcing model that allows our brands to utilise our diverse sourcing base with agility and flexibility whilst minimising excess inventory risk
- Attractive brand portfolio that combines the latest trends with outstanding value for consumers
- 16.2 million unique active customers
- A broad target addressable market of up to 500 million potential customers in key global markets
- Well-invested infrastructure that offers best-in-class, efficient logistics and a strong customer proposition with our first international distribution centre now live, with significant capacity for future growth
- Strong balance sheet with significant liquidity headroom
- Numerous growth opportunities through our brand's direct-to-consumer proposition, Debenhams and other routes to market, including strategic partnerships with select partners globally

Key performance indicators

Active customer numbers in the last 12 months decreased by (10%) to 16.2 million whilst the conversion rate to sale increased slightly by 80bps to 3.82% from 3.74%. Average order value decreased by 3% to £51.68 and the number of items per basket decreased slightly from 2.82 to 2.80. Average order frequency decreased by 3% from 3.08 to 2.99 times p.a. reflecting the impact of the macro environment on consumer demand.

Cash and working capital management

Operating cash inflow was £0.1 million (2023: £130.9 million inflow). The value of inventory held has increased year on year by £29.9 million as a result of the opening of the warehousing facility in the USA, necessitating the maintenance of adequate inventory levels across multiple territories.

Capital expenditure of £64.8 million included a substantial investment in property and distribution centres of £26.9 million, mainly around the opening of the warehousing facility in the USA. Net cash outflow was £100.9 million (2023: £229.6 million inflow). Net debt at the year-end increased to £95.0 million (2023: £5.9 million net cash), with total liquidity of £230.0 million. During the prior year the group rolled forward its revolving capital facility, with a facility of £250m available until March 2026.

The group will continue to make selective investments to support its platform and brands, in line with its internal investment criteria and in a manner that reflects the current macro-economic environment.

PERFORMANCE BY MARKET

UK

The UK market continues to be the largest for the group, accounting for 63% of revenue (2023: 62%). Revenue was £921.5 million declining by 16% on 2023 reflecting the impact of the macro environment on consumer demand, as well as price investments and increase of the Debenhams marketplace within the sales mix. Gross margin improved from 47.9% to 50.0% and return rates have reduced slightly, which is attributable to product mix and the capturing of deflation in our supply chain and pass-through of lower prices to our consumers.

USA

USA revenues declined 18% on the prior year. Delivery times to the USA for most of the period remained elevated compared to pre-pandemic levels, and this has undoubtedly impacted demand. Successful go-live of the group's US distribution centre on time and on budget in August has transformed the delivery proposition for US customers, and there will be a phased roll-out of brands operating in the facility. Return rates have decreased year on year reflecting brand mix. Gross margin reduced from 58.0% to 55.9% reflecting brand mix as well as the impact of duties associated with the new distribution centre.

Rest of Europe

Revenue in the rest of Europe decreased by 20% year on year to £165.8 million (2023: £206.5 million). Gross margin improved slightly from 52.0% to 52.7% and return rates decreased year on year.

Rest of world

Revenue in the rest of the world decreased by 30% on the prior year to £74.6 million (2023: £107.0 million) and was also impacted by annualisation against strong wholesale comparatives. Gross margin improved from 50.7% to 54.8% with return rates decreased year on year.

FINANCIAL REVIEW

REVENUE BY GEOGRAPHICAL MARKET

	2024	2023	Change	Change
	£ million	£ million		CER
UK	**921.5**	1,091.5	(16%)	(16%)
Rest of Europe	**165.8**	206.5	(20%)	(19%)
USA	**299.1**	363.7	(18%)	(18%)
Rest of world	**74.6**	107.0	(30%)	(30%)
	1,461.0	1,768.7	(17%)	(17%)

KPIs	2024	2023	Change
Active customers[1]	**16.2 million**	18.0 million	(10%)
Number of orders	**48.5 million**	55.5 million	(13%)
Order frequency[2]	**2.99**	3.08	(3%)
Conversion rate to sale[3]	**3.82%**	3.74%	2%
Average order value[4]	**£51.68**	£53.32	(3%)
Number of items per basket	**2.80**	2.82	(1%)

(1) Defined as having shopped in the last 12 months on the website and app, including marketplace.
(2) Defined as number of website and app orders in last 12 months divided by number of active customers.
(3) Defined as the percentage of website and app orders taken to internet sessions.
(4) Calculated as gross sales including sales tax divided by the number of orders.

CONSOLIDATED INCOME STATEMENT

	2024	2023	Change
	£ million	£ million	
Gross Merchandise Value (GMV)	**1,808.9**	2,086.2	(13%)
Revenue	**1,461.0**	1,768.7	(17%)
Cost of sales	**(704.9)**	(873.5)	(19%)
Gross profit	**756.1**	895.2	(16%)
Gross margin	***51.8%***	*50.6%*	*120 bps*
Operating costs	**(698.8)**	(832.1)	
Other income	**1.3**	0.2	
Adjusted EBITDA	**58.6**	63.3	(7%)
Adjusted EBITDA margin %	**4.0%**	*3.6%*	*40 bps*
Depreciation	**(48.0)**	(39.5)	
Amortisation of other intangible assets	**(28.6)**	(16.9)	
Adjusted EBIT	**(18.0)**	6.9	(361%)
Adjusted EBIT margin %	***(1.2%)***	*0.4%*	*(160ps)*
Adjusting items:			
Amortisation of acquired intangible assets	**(8.4)**	(12.2)	
Equity-settled share-based payment charges	**(17.5)**	(32.0)	
Exceptional items and impairment	**(103.0)**	(44.9)	
Operating loss	**(146.9)**	(82.2)	(79%)
Finance income	**9.5**	3.5	
Finance expense	**(22.5)**	(12.0)	
Loss before tax	**(159.9)**	(90.7)	(76%)
Tax	**19.0**	15.1	
Loss after tax	**(140.9)**	(75.6)	(86%)
Share of results of associates	**3.1**	-	-
Loss for the year	**(137.8)**	(75.6)	(82%)
Loss per share	**(11.48p)**	(6.13)p	(78%)

Adjusted loss after tax for the year	**(34.3)**	(0.2)	(17,050%)
Amortisation of acquired intangible assets	**(8.4)**	(12.2)	
Share-based payment charges	**(17.5)**	(32.0)	
Exceptional items and impairment	**(103.0)**	(44.9)	
Share of results of associate	**3.1**	-	
Adjustment for tax	**22.3**	13.7	
Loss after tax for the year	**(137.8)**	(75.6)	(82%)
Adjusted loss per share	**(2.86p)**	(0.02p)	(17,529%)

GMV was down 13% vs FY23 to £1,808.9 million from £2,086.2 million and group revenue for the year declined by 17% (17% CER) when compared to the previous year at £1,461.0 million (2023: £1,768.7 million), reflecting the impact of the macro environment on consumer demand.

Adjusted EBITDA, which is not a statutory measure, represents earnings before interest, tax, depreciation, amortisation, non-cash share-based payments charges and exceptional items. It provides a useful measure of the underlying profitability of the business. Adjusted EBITDA decreased by 7% from £63.3 million to £58.6 million and, Adjusted EBITDA margin, increased from 3.6% to 4.0%, reflecting strong improvements seen across gross margins and distribution costs, which improved by 120bps and 60bps respectively year on year.

Operating costs, comprising distribution costs and administrative expenses, excluding depreciation and amortisation, have increased by 80bps to 47.8% of revenue. Other administrative costs reduced by 20% year on year and 50bps as a percentage of net sales, reflective of the tight cost control measures implemented during the year as a result of the group's cost reduction programme. Marketing costs reduced by 3% as spend was optimised across marketing channels but increased by 190bps as a percentage of sales. This reflects the impact of the macro environment on consumer demand, targeted investments in specific growth opportunities as well as underlying inflationary pressures across digital marketing channels.

Adjusted profit/loss after tax, as with Adjusted EBITDA, provides another more consistent measure of the underlying profitability of the business by removing non-cash amortisation of intangible assets relating to the acquisition of new brands (being their trademarks and customer lists), share-based payment charges and exceptional items.

The group recognised a total expense of £17.5 million during the year (2023: £32.0 million) relating to equity-settled share-based payment transactions.

Exceptional items amounted to £103.0 million and are shown in more detail in note 1 of the financial statements. These items relate to restructuring costs and impairment of assets associated with the closure of the Daventry warehousing facility, set up costs associated with the opening of a warehousing facility in the USA, impairment of the group's acquired intangible assets, dual technology platform running costs associated with the re-platforming of the group's e-commerce front end to its own in-house developed tech stacks, and redundancy costs associated with the group's cost reduction programme. Additional exceptional costs associated with the restructuring of the UK warehousing facilities and dual technology platform running costs are expected to be incurred in the next financial year.

A tax credit of £19.0m has been recognised, which represents an effective rate of tax for the year of 11.9% (2023: 16.6%). This is lower than the tax credit calculated when multiplying the loss before tax at the blended UK statutory rate of tax for the year of 24.5% (2023: 19.0%), due to expenditure not deductible for tax purposes, being principally depreciation on buildings and fit-out, disallowable legal claims and share-based payment charges on growth shares.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	2024	2023
	£ million	£ million
Intangible assets	**104.3**	131.5
Property, plant and equipment	**349.3**	371.6
Right-of-use assets	**85.6**	136.4
Financial assets	**0.3**	15.6
Investment in associate	**29.6**	-
Deferred tax asset	**32.1**	23.5
Non-current assets	**601.2**	678.6
Working capital	**(92.8)**	(104.9)
Lease liabilities	**(121.9)**	(138.6)
Net financial assets/(liabilities)	**2.3**	(16.8)
Cash and cash equivalents	**230.0**	330.9
Interest-bearing loans and borrowings	**(325.0)**	(325.0)
Deferred tax liability	**(16.8)**	(24.2)
Net current tax asset	**2.7**	-
Net assets	**279.7**	400.0

There has been a substantial investment in property and distribution centres to facilitate our next phase of growth. Balance sheet strength is maintained with £134.6 million of unencumbered freehold assets. The value of inventory held has increased year on year by £29.9 million as a result of the opening of the warehousing facility in the USA, necessitating the maintenance of adequate inventory levels across multiple territories.

During the period, the group incurred significant non-recurring costs, which are shown as exceptional items in the financial statements and have not been included in the adjusted performance measures. These items include impairment of assets associated with the closure of the Daventry warehousing facility and impairment of the group's acquired intangible assets.

During the year ended 28 February 2023 26.47% of the issued share capital of Revolution Beauty Group plc ("REVB") was acquired. The equity accounting requirements of IAS 28 (Investments in associates and joint ventures) were considered, and it was determined that significant influence did not exist either at the time of initial recognition or as at 28 February 2023. The equity investment was accounted for as a financial asset under IFRS 9 with the option taken to hold at fair value through other comprehensive income, as irrevocably designated at the date of recognition.

On 18 July 2023 the group entered into a settlement agreement with REVB regarding the reconstitution of the REVB board. The group also increased its shareholding in REVB to 27.13%. The equity accounting requirements of IAS 28 were reconsidered, and it was determined that significant influence did exist as a result of the settlement agreement, access to accounting records and reconstitution of the REVB board (including the appointment of Neil Catto, former group CFO and NED, and Alistair McGeorge, who remains a NED on the group's board). As a result the investment has been accounted for as an associate under IAS 28 from 18 July 2023. The investment, which was previously accounted for under IFRS 9, was derecognised and the cumulative gain recognised in other comprehensive income of £10.2m was reclassified to other reserves as a revaluation adjustment in line with IFRS 9 and the group's accounting policy. Under the equity accounting requirements of IAS 28 the group's share of the results of associate for the period from 18 July 2023 to 29 February 2024 is included in the carrying value of the associate in the group statement of financial position and included within the group income statement using the equity method of accounting.

INTANGIBLE AND FIXED-ASSET ADDITIONS

	2024 **£ million**	2023 £ million
Purchased intangible and fixed assets		
Intangible assets		
Trademarks and customer lists	-	-
Software and licences	**32.2**	32.1
	32.2	32.1
Tangible fixed assets		
Distribution centres	**26.9**	46.8
Offices, office equipment, fixtures and fit-outs	**5.7**	12.3
	32.6	59.1
Total intangible and fixed-asset additions	**64.8**	91.2

Liquidity and financial resources

Operating cash inflow was £0.1 million compared to an inflow of £130.9 million in the previous year and free cash outflow after tax was £63.0 million compared to an inflow of £30.7 million in the previous financial year. Capital expenditure and intangible asset purchases were £64.8 million, which includes a £26.9 million investment in our distribution centres to support future growth. The value of inventory held has increased year on year by £29.9 million as a result of the opening of the warehousing facility in the USA, necessitating the maintenance of adequate inventory levels across multiple territories. The closing cash balance for the group was £230.0 million and the net debt balance £95.0 million.

CONSOLIDATED CASH FLOW STATEMENT

	2024 **£ million**	2023 £ million
Loss for the year	**(137.8)**	(75.6)
Share-based payments charge	**17.5**	32.0
Depreciation charges and amortisation	**85.0**	68.6
Impairment charges	**75.7**	13.4
Gain on sale of property, plant and equipment	**(0.1)**	-
Reclassification to profit or loss of discontinued hedge contracts	**(13.9)**	14.3
Share of results of associates	**(3.1)**	-
Finance income	**(9.5)**	(3.5)
Finance expense	**22.5**	12.0
Tax credit	**(19.0)**	(15.1)
(Increase)/decrease in inventories	**(29.9)**	101.3
Decrease in trade and other receivables	**5.2**	19.4
Increase/(decrease) in trade and other payables	**7.5**	(35.9)
Operating cash (out)/inflow	**0.1**	130.9
Capital expenditure and intangible asset purchases	**(64.8)**	(91.2)
Investments in equity instruments	**(1.3)**	(15.3)
Proceeds from the sale of property, plant and equipment	**1.2**	0.5
Tax repaid	**1.8**	5.8
Free cash (out)/inflow after tax	**(63.0)**	30.7
Net proceeds from the issue of ordinary shares	**0.1**	0.2
Purchase of own shares by EBT	**(15.3)**	(7.4)
Finance income received	**10.1**	2.7
Finance expense paid	**(15.9)**	(9.6)
Lease payments	**(16.9)**	(12.0)
Increase in borrowings	-	225.0
Net cash (out)/inflow	**(100.9)**	229.6
Cash and cash equivalents at beginning of year	**330.9**	101.3
Cash and cash equivalents at end of year	**230.0**	330.9

OUTLOOK AND GUIDANCE

- In FY24, we took significant steps to reposition the group for sustainable, profitable growth.
- We are targeting GMV growth, as well as continued improvements in adjusted EBITDA margin.
- We remain confident in 6-8% medium term EBITDA margin target.
- In FY25, we will continue to leverage the increasing efficiencies generated by our investment in automation and capacity with an on going focus on cost reduction.
- We remain on track to deliver annualised cost savings of £125 million across cost of goods, supply chain and overheads in FY25.
- Significant capital expenditure reduction expected in FY25 with investment cycle now complete.
- The group expects to generate positive free cash flow in FY25.

NON-FINANCIAL AND SUSTAINABILITY INFORMATION STATEMENT

This section of the Strategic Report constitutes the group's Non-Financial and Sustainability Information Statement, produced to comply with Sections 414CA and 414CB of the Companies Act 2006 (as amended by The Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022). The information listed is incorporated by cross-reference.

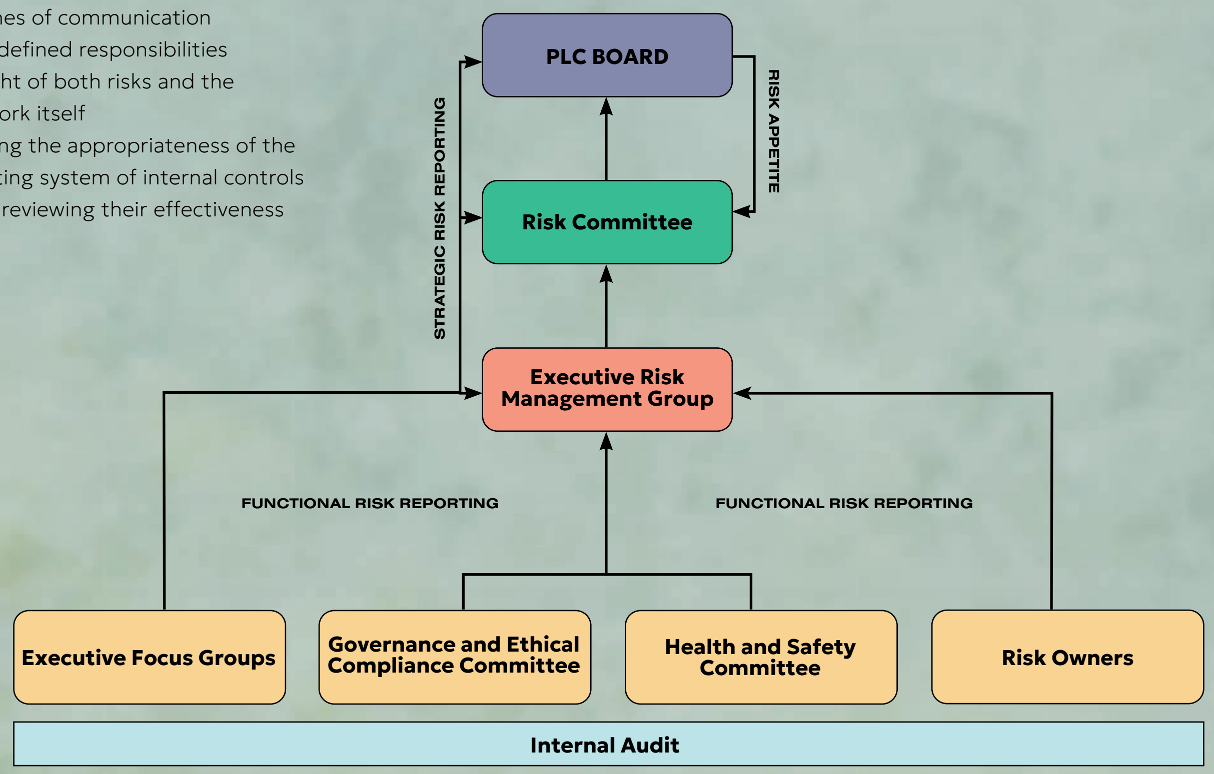
Policies on these matters can be found at **www.boohooplc.com.**

Reporting requirement	Relevant policies and documents which govern our approach	Sections within the Annual Report to read more about the outcomes and related non-financial KPIs of Our Commitment	Page number
Business Model	N/A	Business Model	20
Non-financial KPIs	N/A	Year in review Performance during the year	8 33
Risk Management	Risk management policy and procedures	Risk report What's on our radar TCFD report	40
Environmental matters	Animal Derived Materials Policy Supplier Code of Conduct	ESG report TCFD report S172 statement	64 51 81
Social matters	Diversity and Inclusion policy Health and Safety policy	ESG report S172 statement	64 81
Human rights	Modern Slavery Statement Modern Slavery Policy Supplier Code of Conduct Responsible Purchasing Practices	ESG report Risk report S172 statement	64 40 81
Our people	Employee Code of Conduct Employee Handbook Respect at Work policy Anti-Bullying and Harassment Policy Whistleblowing Policy	Our culture and values People report ESG report	22 22 64
Anti-bribery and corruption compliance	Anti-Bribery and Corruption Policy Third Party Due Diligence Policy Whistleblowing Policy Employee Code of Conduct	ESG report People report Risk report	64 22 40

HOW THE GROUP MANAGES RISK
RISK MANAGEMENT

The board has overall responsibility for risk management. That responsibility is discharged with the aide of the risk management framework, key elements of which are:

- The governance structure which facilitates the other elements of the framework
- Clear lines of communication
- Clearly defined responsibilities
- Oversight of both risks and the framework itself
- Validating the appropriateness of the supporting system of internal controls and for reviewing their effectiveness



Effective risk management is an evolving and continuous process; our aim is to intrinsically embed effective risk management throughout the business to manage risk in a way that helps the group achieve its objectives. During the last financial year, there has been ongoing improvements to the group's risk management framework and the way it manages risk. This includes, but is not limited to:

- The evolution of the risk management policy, approved annually by the board;
- Updating of the risk measurement metrics to reflect the current position of the business; and
- Roll out of standardised controls documentation standards and associated attestations across top priority business areas.

RISK GOVERNANCE

The Risk Committee chaired by Tim Morris, non-executive director, independently reviews, on behalf of the board, the Executive Risk Group's recommendations on risk management. The Executive Risk Group, chaired by the CEO and supported by its sub-committees, provides input and recommendations to the Risk Committee and, ultimately, the board, through consultation with its sub-committees. It acts as a forum for senior management to discuss principal and emerging risks, the structure and implementation of the risk strategy, system of governance, risk management framework, the quality and effectiveness of the related internal controls and reporting processes, risk appetite limits and exposures, and the overall risk profile of the business. The sub-committees and focus groups each have a specific focus on an area of risk. Each of these groups escalates matters to the Executive Risk Group as necessary. Further details of the governance framework can be found on page 92.

OUR RISK MANAGEMENT APPROACH

Our risk management methodology is now well embedded across the group.

Risk management approach

Process	Process stage	Continuous improvement Additional to complement existing process stages
IDENTIFY	Top down and bottom-up identification methods including workshops, interviews, committees, focus groups and ad hoc engagement across the group	
ASSESS	Prioritisation and measurement of risks using consistent risk assessment methods and against risk appetites agreed with the board	Review and update of scoring metrics to keep pace with changes in the business
MANAGE	Identifying, improving, reviewing and auditing control measures that reduce risk impact or likelihood	Further documentation of controls across key risk areas, to achieve standardisation, ownership and evidencing to support oversight
MONITOR	Monitoring and reporting on the status of risks	Roll out of control attestations across key risk areas to allow regular monitoring of the continued operation of controls in these areas.

We consider risk at various levels across the group:

- At strategic level, the Executive Risk Group oversees the monitoring of escalated functional risks as well as key strategic risks to the group. The Risk Committee reviews the strategic risks facing the group and assesses the mitigating factors, reviews emerging risks, performs deep dives on key risks, and assists the board in setting the risk appetite of the group against which risks are evaluated. Each risk is assigned to a senior executive through which ongoing activities, control measures and any actions related to that risk are updated.
- At a functional level, each business function is responsible for preparing and maintaining their functional risk registers and, with the assistance of the risk team, identifying, assessing, managing and monitoring risks and reviewing emerging risks within their function. Each risk is assigned an owner through which ongoing activities, control measures and any actions related to that risk are updated.
- At project level, where there are projects that will have, or could have, a material impact on any strategic risk, or where a project could introduce new material risk into the business, specific project-level risk registers are maintained following the same risk management methodology as functional and strategic risks.

OUR RISK MANAGEMENT APPROACH

Continued...

Functional, strategic and project risk registers are prepared using a consistent risk management methodology. The registers are used to evaluate business impact and likelihood ratings, both before (inherent) and after (residual) the effect of any mitigating activities or controls. The group utilises leading risk, control and audit management software. The software enables the Internal Audit and Risk team, risk and control owners, accountable directors and senior leadership real-time access to up-to-date and accurate risk information at a Strategic and Functional level, as well as ensuring appropriate documentation and trend analysis.

Integrated Assurance –Internal Audit planning is strongly aligned to the key strategic and operational risks defined by the board via the Risk Committee and Executive Risk Group. The results of internal and external audits are factored into the regular review of strategic and functional risks. Our risk management process is an ongoing assessment of the key risks facing our business, such that it is updated whenever there is a major change in the principal risks and uncertainties. The Executive Risk Group and Risk Committee perform a full review of the strategic risks, on a line-by-line basis, twice a year in congruence with the financial reporting timetable. Considered in this review are the addition or removal of strategic risks, the risk rating of each risk and the impact of current mitigating factors and actions. The Executive Risk Group meets quarterly, with direct lines of communication established for real-time consideration should there be material changes to the risks faced by the business between meetings.

The following are considered to be the principal risks and uncertainties as at 29 February 2024.

Strategic risks

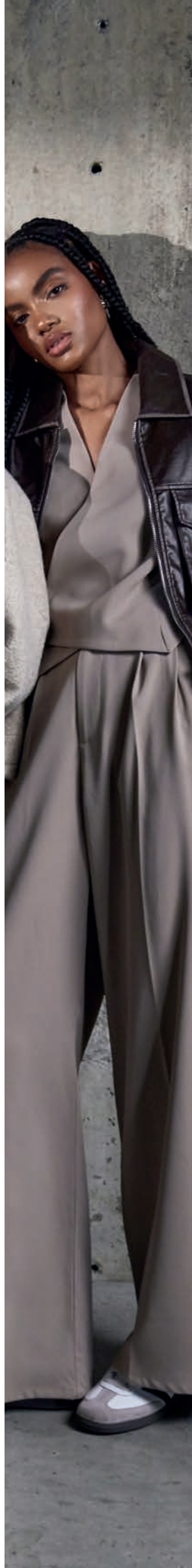
Risk heading (risk owner) (Movement in year)	Risk factors	Mitigation
FINANCIAL RISK **CFO** **Increased**	As a result of macro-economic conditions, there is a risk of exchange rate and interest rate fluctuations that may impact margins and a continuing focus on liquidity and funding risks.	• Treasury policies are in place to manage both interest rate and exchange rate volatility as well as funding and liquidity risks. • The CFO oversees treasury matters and adherence to the treasury policies. • Regular budgeting and forecasting ensure liquidity, working capital and the groups capital structure is sufficient for business requirements and rapid reaction to adverse business performance. • Uncertainty due to fluctuating exchange rates is reduced by appropriate forward-looking hedging policies. • Uncertainty due to fluctuating interest rates is managed through monitoring and management of the net interest rate. • Risks around access to capital are managed through maintaining and ensuring an appropriate mix of long- and short-term funding sources for the group. • Investment in expertise within the in-house treasury function.

Strategic risks

Risk heading (risk owner) (Movement in year)	Risk factors	Mitigation
SUPPLY CHAIN ETHICS **Director of Responsible Sourcing and Group Product Operations** **Stable**	As a result of complexity, inherent within the supply chain, there is a risk that inappropriate, unethical or illegal practices go undetected, which could lead to investigations from regulatory bodies and may cause reputational damage.	• Internal and supplier facing policy and standard documents establish the required ethical standards. • UK, Turkey, Italy and Morocco sourcing and compliance function now in place and plans in place for sourcing and compliance functions in China and Pakistan. • Global supply chain published March 2023, July 2023 and December 2023. • Bureau Veritas-nominated audit partner and auditing programme in place, non-compliance correction process managed through UK and in country ethical compliance teams • UK manufacturing supply chain under-going Fast Forward audit programme • Ethical compliance committee provides oversight of the ethical sourcing KPIs and key matters. • Responsible Purchasing Practices built by brands and part of brand buying practices. Modern slavery, antibribery and ethical compliance training programmes and plans in place across the group • Whistleblowing mechanisms in place across the supply base. • The group commissioned Slave Free Alliance to conduct a gap analysis across all of our operations – all group functions and brands included. The outputs from the analysis were discussed at board level and agreed actions in place over the next several months
COMPETITION RISK **CEO and CFO** **Stable**	The business operates in a broad and open market, with many competitors. There are many factors that influence customers' choices, including service, fashion, price and brand. As a result of the above factors, there is a risk that market share may not grow or could decline.	• Operating a differentiated business model, across brand and geographies insulates against specific brand competitors as a group • Investment in marketplace businesses model via Debenhams brand provides further diversification. • Investment in brands, both at an individual level and through acquisition • Competitor activity and offerings are reviewed regularly to remain abreast of market developments and identify competitive advantages • Consumers' changing preferences are monitored internally and by market research to ensure product and service is relevant to demand • Developments in e-commerce trends are monitored to keep abreast of the latest developments and innovations • Performance targets control key deliverables (product quality, customer service, traffic, conversion and spend)

Strategic risks		
Risk heading (risk owner) (Movement in year)	**Risk factors**	**Mitigation**
IT AND CYBER SECURITY **CTO and IT Directors** **Stable**	There is a risk of a cyber-attack, which could lead to application, system and operational downtime, which may impact trading and operations across the group.	• Board engagement in cyber risks, mitigations and plans; regular updates at Executive Risk Group and Risk Committee • Perimeter security regularly updated and tested • Industry leading tooling to prevent and detect attacks • 24/7 security operations centre • Continued investment in IT tools and security teams • Training of both technical and non-technical teams regarding cyber security • IT and security controls fully operational within the group's controls standardisation and attestation programme
SUSTAINABIL-ITY – CLIMATE TRANSITION **Director of Responsible Sourcing and Group Product Operations** **Increased**	As a result of the global transition to a lower carbon economy several factors cause risk to our business. These are considered in further detail in our Climate report, but include: • **Liability risk** – The risk of litigation brought by plaintiffs against companies for their liabilities in causing harm from climate change • **Market risk** – The risk of market disruption, cost of capital and valuation changes as investors prioritize returns from low carbon companies • **Policy risk** – The risk of legislation enacted by national and local governments to price and penalise GHG emissions • **Technology risk** – The risk of disruptive technology changes in key sectors of the economy responding to changing energy needs • **Customer risk** – The risk of market disruption, changes in consumer preference trends and demand projections	Mitigations are provided, in detail, with the Climate report on page 51.

Strategic risks		
Risk heading (risk owner) (Movement in year)	**Risk factors**	**Mitigation**
BUSINESS CHANGE **CTO and IT Directors** **Decreased**	As a result of a high number of high importance projects running in parallel, including moving brands into the new platforms and moving some between distribution centres in UK and US, there is a risk of operational challenges, thereby not meeting the expectations of both internal and external stakeholders, which could lead to reputational damage.	• Internal projects capability including head of delivery and project function, business analysts and project managers • The Change Advisory Board (CAB) consisting of senior leadership and executive directors, ensures that approvals are obtained in advance of changes being implemented • Established project methodology including the right level of governance for each project • Resourcing managed and reviewed to ensure key projects are prioritised
SUPPLY CHAIN COSTS **CEO & CFO** **Increased**	Macro-economic factors, specifically in Ukraine and the Red Sea continue to bring uncertainty in freight costs and to cause delays. The group continues to operate a large proportion of air freight and whilst these flights may not be impacted themselves the costs and transit times remain prone to volatility as the market moves between sea and air.	• Dedicated sourcing team and inbound team, which looks to identify market opportunities for keeping costs down • Differentiated supply chain mechanisms to not be wholly reliant on one form of transport • Procurement team focused on ensuring cost benefits from falling freight prices are realised • Active UK supply base which can be scaled up in the event of significant supply chain cost increases or delays • Established US distribution centre to improve market offering in US, including US sourcing opportunities to keep lead times low
SUSTAINABIL-ITY – CLIMATE PHYSICAL **Director of Responsible Sourcing and Group Prod-uct Opera-tions** **Stable**	As a result of climate change there is a risk of acute perils (such as flood, wind and extreme rainfall) and chronic perils (such as drought, heat stress and water stress). The impact of these is considered in more detail within our Climate report and include: • Risks to own facilities • Risk to raw material availability and cost • Risks to revenue	Mitigations are provided in detail with the Climate report in page 51.



Strategic risks

Risk heading (risk owner) (Movement in year)	Risk factors	Mitigation
GOVERNANCE **General Counsel and Company Secretary** **Stable**	A failure to consistently adhere to the group's governance and regulatory obligations would undermine our reputation as a responsible retailer, and could result in legal exposure, regulatory sanctions or fines. Operating in an increasingly regulated and/or international market adds complexity and a greater risk of non-compliance.	• Strong board including suitable balance of executive and non-executive directors, including an Independent Deputy Chairman and Senior Independent Director • Governance is a standing agenda item at every board meeting • Dedicated Governance and Ethical Compliance Committee • Panel of external advisors utilised to provide advice on emerging governance and regulatory developments, including in overseas territories • See Corporate Governance section on page 92 for further details
ETHOS AND CULTURE **Chief People Officer** **Stable**	As a result of business change, developing and implementing new systems, controls and significant acquisitions, there is a risk that culture is impacted, which could lead to a decrease in brand ethos and morale, impacting operations.	• Board commitment to positive change, communication and leadership. • Continued time investment in listening forums, including improved exit interview process, new starter focus groups, instant polls and pulse surveys • Investment in Senior Leadership Development; Talent Development programmes now in place for both director and head of level • Investment in management capability – Learning Lab – behavioural development for all levels of the business – entry level to senior manager • PACCT organisation values now weaved through all employee communications • Enhanced performance review process that enables personal check-ins with every employee • DEI plan continues to evolve for the business and now includes a 10-point playbook of actionable initiatives. • DEI workshops held for the board and all management (over 600 managers); • DEI Mission Statement; • Members of DIR and Inclusive Employers, accredited status • Teambuilding sessions and away days • Employee engagement calendar of events to recognise and acknowledge our colleagues' commitment and hard work and support their wellbeing.

Strategic risks

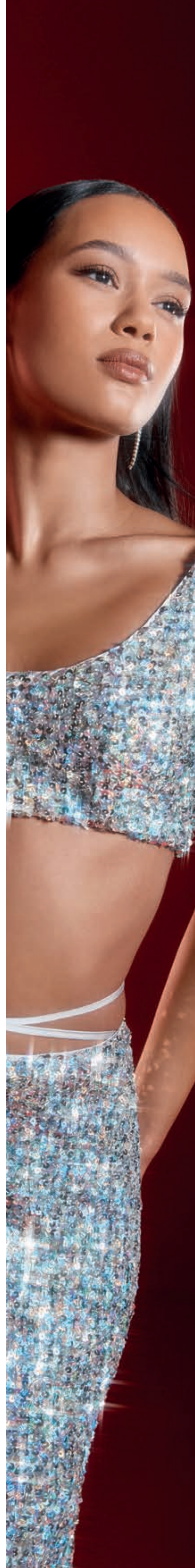
Risk heading (risk owner) (Movement in year)	Risk factors	Mitigation
REGULATORY COMPLIANCE **General Counsel and Company Secretary** **Increased**	As a result of operating in many international markets and variations in local regulation in those different markets there is a risk of noncompliance. As a result of complex data privacy regulations and continuous increase in threats to data, there is a risk of a regulatory breach, which could lead to regulatory investigation and financial penalties. As a result of emerging regulations, including those relating to green claims, there is a risk that additional compliance costs are incurred in the future. As a result of increased regulation on buy-now-pay-later businesses, there is a risk of increased customer friction in this settlement method. As a result of global pricing, and promotion regulation and compliance activities, there is a risk of increased regulatory focus on the group's promotional strategy.	• Comprehensive and refreshed training of colleagues on the importance of GDPR and data security • Advice sought and acted upon from experts in data privacy to provide guidance on mitigating the risk to the group – with regular updates on progress presented to the Executive Risk Group, Risk Committee and the board • Privacy policies and procedures reviewed and updated regularly • Understanding and compliance with legislation and regulatory guidance, including in developing areas, such as those relating to green claims in the UK, EU and US • Impact reduced by skilled legal team in house and utilising specific expert advice from external lawyers in territories concerned • Corporate affairs team in place which monitors emerging regulations to ensure the business is best placed for any new compliance requirements

OUR RISK MANAGEMENT APPROACH

Continued...

Strategic risks		
Risk heading (risk owner) (Movement in year)	**Risk factors**	**Mitigation**
TAXATION AND DUTIES **CFO** **Stable**	Governments may impose additional direct and indirect taxes on online businesses. Governments are increasingly reducing duty and tax-free thresholds on imports and imposing tax collection responsibility on sellers, thereby increasing prices to consumers. As a result of increased political and trade tension, product sourced from China and other territories for sale in the US may be subject to increased duties.	• Impact of potential future direct and indirect tax rates considered in future plans • Sales taxes already imposed in all major markets; group believes its products will remain competitive due to its online proposition and with customs warehousing, the impact of duty costs can be minimised • The group's agile sourcing model allows it to shift production to quickly take advantage of favourable duty rates
THIRD PARTIES **CEO and CFO** **Stable**	As a result of reliance placed on third parties, there is a risk that key third parties are not performing in line with expectations, which could lead to operational and technological disruption.	• Supplier security assessments are conducted • Diversification of the service providers, where appropriate, to spread risk • Technology suppliers managed through regular cadence of meetings
BUSINESS CONTINUITY/ DISASTER RECOVERY **CFO/CTO/ Supply Chain Director** **Stable**	As a result of an unplanned business continuity incident/event, there is a risk that warehouses and key operations facilities are required to close, which could lead to reduced productivity and operations across the group. As a result of a critical IT failure, when enforcement of disaster recovery is required, there is a risk that key recovery objectives are not met, which could lead to data or financial loss.	• Warehouses are protected by 24-hour security, access control, fire protection and sprinkler systems • Head office is protected by security alarm, access control, fire protection and sprinkler systems • Electric power continuity is protected by back-up generators • Consideration has been given to location diversification, resulting in more options to move sites in the event that a BCP incident occurs at one site • Business continuity plans are in place for all sites • ITDR covers critical applications and third-party contracts with appropriate SLAs • Investment on monitoring and alerting, governance, change management • Technology enables colleagues to be able to work 24/7, as appropriate, from anywhere

Strategic risks		
Risk heading (risk owner) (Movement in year)	**Risk factors**	**Mitigation**
PEOPLE RISK **Chief People Officer** **Stable**	As a result of competitors inclined to poach key staff and talented individuals. Employees may leave the company for better pay and prospects elsewhere. Macro-environmental changes resulting in increased staff turnover across industries. As a result of these risk factors there is a risk that the group's ability to recruit and retain staff affects its ability to operate as a market leader.	• Careers website with >85k applications and a new internal careers portal to encourage talent growth. • Employee Value Proposition developed to showcase the world of boohoo • Global Grading Framework to provide clarity of roles and progression • Enhanced data capturing has enabled the development of people metrics for the business with a focus on improving e.g. labour turnover, employee stability, etc • Rewards platform provides a 'one-stop shop' for the growing list of benefits including – cycle to work, season ticket loans, life assurance etc • Enhanced communication of our employee share incentive schemes. • Listening groups – learning from feedback and acting on feedback • People processes – evolved policies, interview frameworks, evolved performance review process and talent mapping • Enhanced social media presence – Instagram; LinkedIn showcasing our people proposition
PRODUCT RISK **Director of Responsible Sourcing and Group Product Operations** **Stable**	As a result of ethical and health and safety regulations in relation to products, there is a risk of product liability costs, shipping delays and potential legal implications. As a result of any product quality issues, there is a risk of a decline in customer satisfaction.	• boohoo product performance lab operation and providing in-house testing • Programme to test suppliers' products and educate suppliers and buying teams on product compliance in place • Product performance manuals in place, continuous training seminars under-way on categories such as cosmetics, kids and footwear with buyers and suppliers • Product compliance and quality checks in place within the UK and US distribution centres • Product compliance and quality checks have commenced in Turkey, Morocco, Pakistan (Karachi and Lahore). Plans are in place to open further inspection centres in India, Bangladesh and China (Shanghai and Ningbo)



RISK MANAGEMENT
WHAT'S ON OUR RADAR?

Through the ongoing work of Risk Owners and the Internal Audit and Risk team, such as regular workshops, interviews, risk and control update sessions and external monitoring the group continues to actively identify emerging risks and issues that could impact the group's activities across the world.

MACROECONOMIC FACTORS

The group continues to monitor macroeconomic conditions and geopolitical situations across the globe, including key sales markets, sourcing territories and other factors of global significance. Globally, geopolitical unrest is monitored continuously to ensure the group's exposure to the markets, distribution or supply base affected is managed appropriately.

Shipping - In particular key shipping lanes servicing our China, India, Bangladesh and Pakistan sourcing into the UK continue to experience disruption due to unrest in the Red Sea. Water shortages in the Panama Canal are showing signs of easing and this will reduce pressure of services into our US distribution centre.

US and UK Elections – With the US and UK elections scheduled for 2024 the group will be monitoring risks to trade and operations in both countries. These include policy or regulatory changes, trade uncertainties, currency fluctuations, geopolitical tensions and consumer confidence.

EU VAT proposals – The EU are currently pushing ahead with Customs and VAT reforms which would see numerous changes to modernise the rules in the EU. This would see a change to the mechanism for collecting VAT (at checkout for all values) as well as the withdrawal of the current €150 limit on the IOSS scheme from March 2028. The group is monitoring these changes and considering the practical, pricing and financial impacts.

Sustainability regulations and disclosures – The group recognises that the requirements are evolving in regard to sustainability disclosures, in particular the UK Sustainability Disclosure Requirements, environmental justice and anti-greenwashing rules and legislation.

INTERNAL FACTORS

US distribution complexities

In the prior year the group recognised the risks that the complexities of opening our first distribution centre in the US brings, along with the upsides of an improved customer proposition. These included transition risk, customs risk, Sourcing model risk and the risk of diverting management focus.

Whilst the opening of the distribution centre has given further clarity to these risks and the key risks navigated without major issue, many of these will remain whilst the remaining brands transition into the US distribution centre.

RISK MANAGEMENT
GOVERNANCE

TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (TCFD)

The long-term success of the group will be subject to its ability to manage climate-related risks. The group recognises the increasing threat that climate change poses, and the impact that the production and selling of garments has on the environment. The group also recognises the importance of managing its impact through its value chain and building decarbonisation into the group's decision making, strategy and business model.

This is the group's second report in line with the guidance from the Task Force on Climate Related Financial Disclosures (TCFD). The climate-related financial disclosures are set out in a way that is consistent with the four TCFD pillars. The TCFD disclosures include more information than last year however the group recognises that, like many companies, it still has more work to do in this area.

The TCFD disclosures serve as a reflection of the group's evolving climate strategy. As the understanding of transitioning to a low-carbon economy deepens, both internally and within the scientific community, the group's climate strategy will evolve accordingly. Through the UP.FRONT strategy, the group is actively addressing climate-related risks while seizing opportunities that drive long-term sustainable value for the group and wider stakeholders.

Disclose the organisation's governance around climate-related risks and opportunities.

The group has embedded oversight and management of climate-related risks and opportunities in its governance framework. Committees are in place to provide clear lines of accountability for climate risks, and to ensure information feeds up to the board for decision making effectively.

a) Describe the board's oversight of climate-related risks and opportunities.

Board and Committees	Role	Actions during the year
Board	To ensure climate-related issues are fully integrated into the group's long-term strategy to operate as a more environmentally and socially sustainable business, capable of generating long-term value for its stakeholders	• Approved the group becoming a signatory to the Bangladesh Accord • Approved the FY24 TCFD Report • Mandated the use of Better Cotton Initiative (BCI) cotton by the core brands
ESG	To monitor the group's progress against its climate strategy, review and challenge the approach to climate change management, and ensure that the group is measuring and monitoring its progress against appropriate milestones and targets.	• Received reports on performance against the group's environmental targets and tracked progress in reducing greenhouse gas emissions in line with science-based targets. • Reviewed the results of a gap analysis to understand the group's ESG reporting obligations. • Approved a new ESG Reporting Framework • Met with Loop Digital Partnership to discuss fashion waste, resell and second life opportunities, and changing customer behaviour.
Risk	To ensure all material climate risks and opportunities have been identified and incorporated into the risk-management framework.	• Commissioned a location-specific analysis of physical risks against own locations and factories in our supply chain
Audit	To oversee the appropriateness of the standards, frameworks, processes and controls chosen to identify and maintain oversight of climate risks, and to ensure there is adequate internal and external assurance over climate reporting.	• Continued oversight of product information and compliance with relevant guidelines, with oversight controls being passed on to first line management.

GOVERNANCE

Continued...

Board and Committees	Role	Actions during the year
Remuneration	To embed climate-related performance targets into performance-related incentive schemes and determine, each year, whether climate targets have been met, if awards will be made, and the overall amount of such awards.	• Assessed the performance against ESG targets in the FY24 bonus turnout.
Nomination	To ensure that climate-related skills and experience are taken into account in relation to board composition, appointments, succession planning and training.	• Reviewed succession planning for senior management responsible for the execution of the climate strategy

b) Describe management's role in assessing and managing climate-related risks and opportunities.

Management	Role	Actions during the year
Executive ESG Group	To develop and execute the climate strategy to ensure the group is run as a more environmentally and socially sustainable business.	• Submitted the group's TCFD Report to the board for approval. • Approved a roadmap to publish the group's net zero transition plan. • Approved partnership with Yellow Octopus to develop sustainable opportunities to recycle damaged stock
Executive Risk Group	To identify and incorporate principal and emerging climate risks into the risk management framework.	• Reviewed risk profile of 'physical' and 'transition' environment risks
Environment and Climate Change Committee	To make recommendations to senior management on climate and carbon reduction initiatives.	• Continued work with CottonConnect and other retailers on ethical issues, supply chain, raw materials, and traceability. • Led discussions with core brands regarding sustainability mandates and sustainable buying principles. • Completed a gap analysis against emerging ESG regulation to understand the group's reporting obligations. • Completed a gap analysis against TCFD guidance

STRATEGY

a) Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material.

The group is aware of the importance of physical and transition climate related risk. The group has a responsibility to ensure it prepares the business for this changing landscape and starts the process of integrating climate related risk and opportunities into short-, mid- and long-term strategic decision making.

Physical risks are the physical impacts that arise from climate change, for example the rise in global temperatures. Market risks are changes in demand for products and commodities due to climate change and transition risks arise from the transition to a lower carbon economy driven by regulation and policy change.

In 2024 FM Global analysed natural hazard exposure in the group's supply chains. The perils assessed include flooding, rainfall, windstorm and earth movement. This better informs the group's assessment of emerging physical risks and opportunities to identify appropriate action to strengthen business resilience.

b) Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.

Risk heading	Risk factors	Mitigation	Time Horizon
Transition risk refers to risks that arise from the gradual transition to a lower-carbon economy.			
Climate transition – Market risk	• Changing customer behaviour resulting in reduced demand for goods. • Uncertainty in market signals, abrupt and unexpected shifts in energy costs • Increased cost of raw materials • Liability risk	• Diversifying the product offering in-line with customer requirements **Opportunity** to provide options for customers to change their purchasing behaviour with the development of resell and take back schemes.	Short /Medium
		• Implementation of Building Energy Management Systems (BEMS) in our own operations to monitor consumption expanding to all sites.	Short/ Medium
		• Investing in an Energy Manager in 2024 to reduce consumption across all facilities in line with our SBTi commitments and our Environment & Climate Change committee.	Short
		• Identified key fabrics that can be consolidated across the group to ensure the group is increasing our more sustainable product numbers while not impacting on cost and encouraging brand collaboration.	Medium
		Opportunity to integrate carbon intensity within product purchasing	Medium / Long
		Opportunity to further explore alternative materials that may also provide a commercial benefit for example recycled cotton. 23% less CO2 per kg than conventional cotton.	Medium / Long
		Opportunity for circularity collecting our own production waste and putting it back into our product	

STRATEGY

Continued...

Risk heading	Risk factors	Mitigation	Time Horizon
Transition risk refers to risks that arise from the gradual transition to a lower-carbon economy.			
Climate transition – Policy risk	• Legislation enacted by national and local governments to price and penalise GHG emissions.	• Emerging regulatory landscape could impact the financial performance of our business through global EPR (Extended Producer responsibilities) • The group is a member of Cascale and its membership allows it to record, using a global standard, the emissions throughout its supply chain.	Short/ Medium/ Long
		Opportunity to mitigate this risk is reducing the carbon intensity of the group's supply chain through increasing the use and verification of the HIGG tool. In 2023 43% of business volume completed the Facility Environmental Module (FEM) module with 19% being verified.	Short
		Opportunity to support supply chain through education and tools to reduce their carbon intensity. The group is working with its top 50 suppliers to create their own carbon reduction plans.	Short/ Medium
Climate transition – Technology risk	• Disruptive technology changes in key sectors of the economy responding to changing energy needs.	**Opportunity** to explore more energy efficient production methods.	Medium
		Opportunity to create reduced energy options for our websites.	Medium
		Opportunity to trial new technology to reduce product sampling with new 3d fitting.	Medium
Climate transition – Reputational **Term – S/M** **Materiality – High**	• Market disruption, changes in consumer preferences • Stigmatization of sector • Increased awareness by stakeholders	**Opportunity** to develop and execute a consumer communication strategy that provides transparency and insight into our production process.	Short / Medium
		• Delivery against our climate and ESG targets.	Medium
		• New ESG reporting framework to provide progress updates and next steps.	Short

Physical risks refer to climate-related hazards, which are influenced by future increases in global warming. The group has considered both acute perils (such as flood, wind and extreme rainfall) and chronic perils (such as drought, heat stress and water stress).			
Climate physical – Own facilities risk **Term – M/L** **Materiality – Low**	Disruption to output of production and activities from extreme weather events.	• The group has performed an analysis of the physical threats facing all of our own locations and that of our supply chain.	Short
		• Our own facilities are all in low-risk areas with regard to extreme weather events.	Short
		• Our supply chain is geographically diverse which provides options in the event of extreme weather events in one region.	Short
Climate physical – Raw materials risk **Term – M/L** **Materiality – Low**	Agricultural produce and water supply affected by extreme weather events and chronic changes in climate. 51% of our products derived from petrochemicals.	• Mapped our tier 1, 2 and 3 production sites within the UK and Italy and production tiers 1 and 2 in Turkey. The group has started the process of mapping tiers 2 and 3 in China and this piece of work is largely finished, subject to some further validation. The intention is to commence a social audit programme on tier 2 production sites within China within the next year. The group will commence tier 2 and 3 mapping programmes in India, Bangladesh and Pakistan within the next year.	Short
	Scenario outlook – Risk increases as scenarios worsen	**Opportunity** To use our Natural Hazard Analysis to identify high risk areas to develop resource programmes.	Short
		• Increase our recycled cotton programmes.	Short
		Opportunity To reduce our reliance on natural resources and move to a lower carbon emitting alternative. • Switching to recycled polyester as it generates less emissions than virgin polyester. • Exploring opportunities for technology advances in fibre-to-fibre recycling	Short/ Mid

STRATEGY
Continued...

Risk heading	Risk factors	Mitigation	Time Horizon
Transition risk refers to risks that arise from the gradual transition to a lower-carbon economy.			
Climate physical – Revenue disruption risk Term – L Materiality – Low	Consumer purchases of products or services affected by extreme weather events. Scenario outlook – Risk increases as scenarios worsen	• Agile business model inherently allows the group to adapt to consumer demands	Short

c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.

Our scenario analysis was performed based on a multi-peril analysis on key facilities to understand short- and long-term impacts under a variety of potential warming pathways (five pathways modelled 1.5°C / 2°C / 2.5°C / 3°C / >4°C warming projections vs pre-industrial levels)

RISK

a) Describe the organisation's processes for identifying and assessing climate-related risks.

The process for identification and assessment of climate-related risks follows the group's risk management methodology as defined in our risk management policy and summarised within 'How the group manages risk – Risk management', page 40.

To support this, and to provide expert climate risk knowledge, the group commissioned a climate change risk report, which has been used to inform this disclosure. The climate change risk report involved mapping both physical risks, those related to both physical estate (Distribution Centres / Offices) and global supply chain, and transitional risks, such as government policy, taxation, customer sentiment and reputational under a range of different climate scenarios. The physical risks assessment relating to climate change and covering the group's sites and supply chain was also conducted in the year to provide up-to-date insight into the risks faced.

b) Describe the organisation's processes for managing climate-related risks.

The group manages climate-related risks by following the same framework as other business risks, summarised within 'How the group manages risk – Risk management', page 40. The management of the specific climate-related risks is considered in the table of risks below and within the principal risks statement on page 40.

c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.

By utilising the existing risk management framework, the group can identify, assess and manage climate-related risks in a way that is truly aligned to all other risks. The governance structure provides additional oversight through the dedicated ESG committee structure on page 64.

METRICS AND TARGETS

Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.

a) Disclose the metrics used by the organisation to assess climate related risks and opportunities in line with its strategy and risk management process.

In another year of our close partnership with Emitwise, the group continues to improve its methods of data collection and identify ways to reduce our carbon footprint. As a reminder, in 2021 the group committed to reduce its carbon footprint in line with the requirements set out by the Paris Agreement by setting Science based targets that were approved by SBTi. An SBT approved target is in line with limiting global warming to well-below 2°C above pre-industrial levels and pursuing efforts to limit warming to 1.5°C.

Updated carbon footprint methodology and reflection on the alignment of our previous benchmark has caused the group to look at a reassessment of its carbon reduction targets and strategies to ensure that they align with the standards set by SBTi. The goal of re-benchmarking is to ensure that the group's carbon reduction efforts remain appropriate in the face of evolving climate science.

A updated SBT submission will maintain the same principles as previous targets, which aimed to align to the group's carbon footprint with the requirements of the Paris Agreements. This re-benchmarking process will initiate a thorough review of near-term target submission, as well as a comprehensive target validation report that will include recommendations for addressing non compliances and an official certificate if the targets are approved.

In preparation of this submission, this year, the group has identified opportunities to increase accuracy in carbon data, and therefore predict and forecast long term impact.

Some key initiatives the group put into place include:

1. Increased data collection and reporting to a quarterly cadence- engaging directly with stakeholders across the business.
2. Continuing to include downstream emissions in calculations, to share a fuller picture.
3. Freight data for some suppliers moved from spend to quantity. We collect data from 9 suppliers (Anpost, Asendia, Davies Turner, Evri, Expeditors, Ligentia, Royal Mail and Hived). All the providers produced quantity or pre-calculated data in 2023. Two suppliers moved from being modelled to providing quantity data. (Ligentia, Anpost). The freight data would be 12% of the emissions.
4. Continued to use HIGG as an industry-specific set of emission factors.
5. Continued engagement cross-organisation, continued improvement in finding the right people.
6. Isolated ways to bring in data from centralised systems.

Moving to Quarterly Reporting
The group has adopted a quarterly carbon emissions reporting schedule. The objective is to better track how current initiatives and energy usage is impacting the group's carbon emissions. By collecting and analysing data on a recurring quarterly timeline, adjustments to strategy and process can be more agile. Emitwise leads this engagement process with stakeholders and reaches a strong level of data submission.

As a result, the group has decreased its reliance on using modelled general data by 24.77% and increased use of granular data specific to its operations. This has provided the group with a better understanding of its carbon data and improved its ability to identify areas where it can optimise and reduce carbon emissions.

Data Quality Pilot with Capgemini
This year the group partnered with Capgemini to conduct a pilot program for data collection. The objective was to improve the accuracy of the data gathered from utilities, streamline the collection process to save time for data owners, and ensure prompt delivery of quarterly carbon data results.

Capgemini worked closely with data owners across the business and identified areas where the group could improve the accuracy and granularity of the data it was collecting. At some sites, for example, it was able to collect monthly consumption values rather than quarterly totals. At other sites, the group found it could implement more accurate unit conversion factors.

Through this pilot the group has understood the importance of having a centralised data storage system for all sites, where data can be stored in a consistent format and collected easily. A key learning has been that the biggest time sinks and inaccuracies come from having to take utility readings manually from metres on site. Installing and implementing the use of Building Energy Management Systems (BEMS) at all major sites will allow the group to pull utility data straight from a digital database, with confidence that it is granular and accurate. In turn, this has the potential to give it more reliable and actionable carbon data each quarter.

b) Disclose scope 1, scope 2, and, if appropriate, scope 3 greenhouse gas (GHG) emissions, and the related risks.
Science-Based Target: The group has committed to reduce absolute scope 1 and 2 GHG emissions by 42% and scope 3 GHG emissions by 52% per unit of value added by 2030 from a 2020 base year.

Carbon emissions tCO2e	**Current reporting year 2023: UK and offshore1**	**Current reporting year 2022: UK and offshore1**	**Current reporting year 2021: UK and offshore1**	**Current reporting year 2020: UK and offshore1**
Scope 1				
Company Cars / fleet	38	34	32	12
Natural Gas	768	893	334	217
Other Fuels	38	0	0	0
Refridgerant	0	19	0	0
Scope 2				
Electricity (market-based)	0	0	0	0
Electricity (location-based)	6,489	4,453	4,453	2,762
Company Cars (Battery Electric)	0	1	1	0
Scope 3				
Unstream emissions				
Purchased goods and services	331,687	437,348	499,883	383,414
Capital goods	45	467	513	300
Fuel and energy-related activities	569	622	499	335
Upstream transportation and distribution	67.248	120,715	125,713	179,517
Waste generated in operations	9,685	99	157	121
Business travel	1,435	4,661	905	452
Employee commuting	561	625	436	976
Upstream leased assets	192	1,208	1,167	1,239
Downstream emissions				
Downstream transportation and distribution	0	0	0	0
Use of sold products	94,174	203,329	210,842	173,845
End of life treatment of sold products	8,514	9,828	11,763	8,284
Total emissions market-based	514,955	779,849	852,244	748,710
Total emissions location-based	521,444	784,303	855,848	751,472

Summary of our Carbon Footprint

In the calendar year 2023, the group's market-based carbon footprint decreased from 779,849 tCO2e to 514,955 tCO2e since the previous reporting year. This 34% decrease in emissions is largely due to a decrease in the quantity of materials purchased and the quantity of goods sold.

The group reports its carbon footprint on a quarterly basis, rather than annually, to improve insights and help drive reduction action within the business. The group has worked on improving data accuracy and making our data collection process more streamlined. The group has worked with Capgemini to identify our carbon hotspots and understand our decarbonisation levers. Achieving its targets will be very challenging, but the group recognises the importance of understanding, managing and disclosing our carbon impact. It is aware of the reporting requirements under The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. As such, it will continue to calculate and publish energy and carbon reporting transparently to its stakeholders in line with these guidelines. The group has publicly shared the results of its emissions calculations for all three scopes for each calendar reporting year since 2019.

The decrease in carbon emissions in 2023 is attributed to a decrease in the quantity of fabric purchased and the quantity of goods sold. While the group has seen an increase in location-based Scope 2 emissions from the addition of new sites, it has achieved a decrease in Scope 1 emissions through reductions in natural gas consumption. There were five new facilities added in 2023 (10 Great Pulteney Street, 29-31 Great Portland St, 49-51 Dale Street / 8-14 Tarriff Street, 634 Collins Avenue, UK4 Daventry). In addition, the USA DC was added from last month of 2022.

Performance

Since the previous reporting year, total market-based emissions have decreased by 34% from 779,887 tCO2e to 514,591 tCO2e; this decrease is largely driven by a 20% decrease in tonnes of material purchased and a 22% decrease in the tonnes of goods sold. The group's carbon intensity metrics for kgCO2e per kg fabric purchased and kgCO2e per tkm freight travel has increased.

Operational Based Emissions - Scope 1 and 2

Operational location-based emissions (Scope 1 and 2) have increased by 35% from 5,434 tCO2e in 2022 to 7,351 tCO2e in 2023.

- Scope 1 has decreased by 12%, largely driven by reduced natural gas consumption at the USA DC and the Sheffield DC in the winter months.
- Scope 2 has increased by 46% due to the addition of a new site, US Distribution Centre at the end of 2022

In conjunction with renewable electricity purchases, operational market-based emissions have decreased from 980 tCO2e to 863 tCO2e. The group remains committed to having 100% renewable electricity within its facilities and have purchased Renewable Energy Guarantees of Origin for all of its electricity consumption.

Product Emissions -Scope 3

Product

- Total quantity of material purchased has decreased by 20%.
- Polyester and cotton remain the largest proportion of emissions from our purchasing of fabrics, accounting for 49% and 25% respectively.
- While our overall emissions from purchased materials have decreased by 19%, our emission per kg of fabric has increased from 10.46 kgCO2e in 2022 to 11.37 kgCO2e in 2023. This is due to a reduction in the quantity of more sustainable fabrics being purchased, mainly recycled polyester.
- The group has continued to introduce more BCI Cotton (Better Cotton), to improve the social and environmental impacts of our material purchases. It is working with Emitwise to incorporate a specific emission factor for Better Cotton to reflect this in its carbon data.

Transportation

- This year within our transportation of goods, both tonnage of product shipped and, therefore, emissions produced, have decreased.
- In 2022 the group saw a significant decrease in its emissions per tkm travelled, from using sea or road freight over air freight. This year, it has seen an increase in the proportion of freight which is air freight and hence emissions per tkm has increased from 0.1 kgCo2e to 0.7 kgCO2e.
- The group pays for the majority of inbound and outbound freight, hence all emissions from logistics along the value chain have been allocated to upstream transportation and distribution emissions in line with the GHG Protocol.

Business Travel

- The group saw a decrease in business travel emissions compared to 2022.

Use of Sold Products

- Emissions generated from customers washing garments are allocated under emissions from use of sold products. Total use of sold product emissions have decreased by 54% from 2022, from 203,329 tCO2e to 94,174 tCO2e. This is due to a 22% decrease in the quantity of goods sold in 2023 compared to 2022.

Methodology

This report has been prepared in line with HM Government's guidance: Environmental Reporting Guidelines: Including streamlined energy and carbon reporting.

Our carbon footprint has been calculated in accordance with the internationally recognised corporate accounting and reporting standard, the Greenhouse Gas Protocol, developed by the World Resources institute ("WRI") and the World Business Council for Sustainable Development ("WBCSD"). It adheres to the best practice of relevance, completeness, consistency, transparency, and accuracy. The carbon footprint assessment was carried out by an independent carbon footprint measurement software, Emitwise.

The group's carbon emissions are measured in carbon dioxide equivalents or CO2e. This metric includes the six greenhouse gases covered by the Kyoto Protocol: carbon dioxide ("CO2"), methane ("CH4"), nitrous oxide ("N2O"), hydrofluorocarbons ("HFCs"), perfluorocarbons ("PFCs"), and sulphur hexafluoride ("SF6").

The carbon reporting period is from 1 January 2023 to 31 December 2023. This is offset from the business's financial reporting period 1 March 2023 to 29 February 2024 to allow sufficient time to capture 12 months of data for our carbon assessment in preparation for the group's end of year reporting. Data was collected on a quarterly basis and carbon emissions reported internally each quarter.

The carbon emissions calculations followed the operational control approach, which means that all emissions over which the group has direct control is included in its Scope 1 and 2 boundary.

The emissions calculations breakdown into 3 reporting scopes. These include:

- **Scope 1** – this includes all direct emissions from assets over which the group has control over, including company cars, fleet, natural gas and other fuels used in our operations and any refrigerant gas leakages.
- **Scope 2** – this includes indirect emissions associated with the generation of electricity. In line with best practice, market and location-based emissions are both reported on:
  - **Market-based emissions** – which reflect the actual emissions from the electricity agreements with the business's suppliers.
  - **Location-based** – which reflect the average emissions intensity of the grids in which the consumption occurs.
- **Scope 3** – this includes other indirect emissions generated along our value chain, which predominantly consists of goods for resale, goods not resale, distribution and transportation of goods, and use of sold products. It also includes non-company cars as per the SECR regulations. The group's carbon emissions calculations used three approaches depending on the availability of data across its operations and supply chains in accordance with the GHG Protocol. These approaches included:
  - **Process-based approach** – uses quantity-based consumption data to estimate the carbon emissions associated with a given activity e.g., litres of fuel used. This approach was used for Scope 1, 2, and some Scope 3 emissions (goods for resale, upstream transportation and distribution and business travel). For goods for resale, a subcategory of purchased goods and services, the Higgs Index carbon emissions benchmarks were applied. For all other process-based approach calculations, BEIS (2023) emission factor database was used.

- **Spend-based approach** – using extended economic input-output modelling. This approach comprised the classification of spend account categories (if a spend taxonomy was used), suppliers, and/or line items by industrial activity. Exiobase (2018) emission factor database was used. This approach was used for goods not for resale (a subcategory of purchased goods and services).
- **Modelling based on industry averages** - for categories that data was unable to be obtained, a model was built based on industry averages. This includes emissions from the transportation of procured fabric from the group's tier 1 to tier 2 suppliers, cut and sew emissions, emissions from the group's customers washing their garments and for a small portion of the group's operated facilities. The group will continue to strive for an improvement of data quality and accuracy of our carbon footprint calculations.

Future Opportunities and Recommendations

As the group looks ahead to where it can have the greatest impact, it is working with tier 1 suppliers to gather data on their energy usage using the Higg Facility Environmental Module (FEM). This will allow Emitwise to generate supplier-specific emission factors for the garments it purchases from those suppliers and use them in the group's carbon calculations. Currently, Emitwise models these cut and sew emissions which is a great start, however, supplier-specific data will give the group a much more accurate picture for this stage in its supply chain.

The group continues to ensure that more of its purchased cotton is Better Cotton. It is working with Emitwise to incorporate a specific Better Cotton emission factor into the calculations so that the environmental impacts of choosing this cotton over other virgin cotton can be measured.

The group will continue to measure its carbon footprint on a quarterly basis. It is working to improve its data collection process such that it can get complete, accurate and timely carbon data each quarter. This is done by focusing and improving on three key areas: reaching the right people, the ease of submission, and the quality of data submitted. The group also will continue to consider the impact its supply chain has on scope 3 emissions. An example of this is streamlining data completeness and integrating with the group's existing systems, when possible.

The group intends to re-submit its Scope 3 SBTi. Its current target is an economic-intensity target, based on revenue. Changing this to a physical-intensity target based on purchased materials or sold goods is more appropriate for the group and will help drive more meaningful sustainability improvements. The areas it can have the biggest impact over the next few years are from purchased goods for resale (e.g., working with suppliers and purchasing more sustainable materials), and through freighting decisions (e.g., prioritising road and shipping over air freight). These are directly related to the quantity of materials the group purchased (and, in turn, the number of products the group sells).

The group's commitment to reducing carbon emissions, through tactical work and strategic planning, is underway but there is a long way to go. To hit our targets and comply with emerging climate regulations, the group will continue to partner with external leaders. The group plans to engage our colleagues and wider stakeholders with dedicated support from Emitwise and our sustainability team, using education as a key enabler for it to deliver on its ambitions.

c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.

Climate summary

Emission targets		**2025:** Achieve a 4.2% absolute reduction in operational emissions each year, and a 7% reduction in value chain emissions each year, relative to growth against a 2019 baseline
		2030: Achieve carbon reductions across the value chain aligned with science-based targets equivalent to a 52% reduction in emissions relative to growth
	Short	Near term submission of SBTi targets with a review to change to an absolute target
	Short/Med	Set KPIs for the Environmental and Climate Change committees to work towards achieving the group's emissions targets.
	Short / Med	Understand the investment and transformation required to achieve the group's targets.
Transitioning to net zero	Short	Developing a map to net zero to be completed in 2026.
	Med	Continuing to work towards better materials targets for 2025 and 2030.
	Short / Med	Embed climate into the group's culture and decision making.
Working towards ending the most harmful activity	Short/Med/ Long	Work towards eliminating fossil fuels from direct operations.
	Short/Med	Improve air freight efficiency measures and give priority to sea, road and rail freight.
Proposed climate solutions	Short/Med	Scope 3 accounts for 99% of emissions; the group's 2024 focus is to work with our suppliers that produce 50% of our volume to complete the FEM with a minimum of 25% verification.
	Med/Long	Use the data gathered from the FEM to help the group work with each supplier to achieve carbon, water and waste reductions

For more information on the group's progress against its ESG targets please see page 64.

ESG REPORT

A MESSAGE FROM KIRSTY BRITZ, CHAIR OF THE ESG COMMITTEE

Dear shareholders

The group continues to prioritise raising standards across its supply chain while also broadening its attention to managing wider environmental, social impacts. This is my third report as the ESG committee chair and while progress has been made in each of the areas outlined in this report, the committee recognises the need for the group to continue to evolve, innovate and collaborate to maintain its pace of change.

Becoming a more sustainable fashion retailer is complex. It requires resource and collaboration, both inside and outside the sector. The group understands the need to continue to build a more sustainable business and remains focussed on continuous improvement in business operations, culture and practices. During the year the group supported the CMA in their fashion sector green claims investigation involving boohoo, Asos and Asda. The process and the resulting guidance have been informative for the group, together the wider fashion industry.

Decarbonisation progress is slower than the group would like, with supply chain decarbonisation requiring collaboration. While operational emissions have reduced, the committee recognises that the group must accelerate its transition efforts.

The composition of the ESG Committee changed during the year and we welcomed John Goold on 22 February 2024, replacing Alistair McGeorge who stepped down. The committee benefits from the continued expertise of other members Carol Kane and Tim Morris. Together as a committee we track and monitor the group's performance against it's UP.FRONT strategy. The ESG Committee, and delivery of the UP.FRONT strategy, is supported by the group's CEO and CFO together with other members of the senior management team.

The ESG Committee met 4 times during the period. Highlights included: -

- Approving the group becoming a signatory to the Bangladesh Accord.
- Commissioning Slave-Free Alliance to complete a comprehensive gap analysis across the group's operations, to support the business with progressing its ESG agenda.
- Mandating the use of BCI cotton by the core brands.
- Supported the group's partnership with Everfi which delivered a data science foundation course to 1,468 students.
- Reviewed the group's reporting obligations against emerging ESG regulations.
- Reviewed a roadmap to reset the group's SBTi targets and publish a net zero transition plan.
- Approving a refreshed UP.FRONT reporting framework.

When the group first published the UP.FRONT sustainability strategy in 2021, it set a series of stretching sustainability targets. However, since then, ESG legislation, the macro environment and the business have evolved considerably. Recognising the dynamic nature of expectations, the committee supported a refresh of the group's UP.FRONT reporting framework to reflect the changing needs and priorities of our stakeholders.

At the appropriate time and where necessary, the group will refresh the 2021 sustainability targets to ensure they align with the new reporting framework.

The group remains aware and committed to continuing to improve its social and environmental impact. This report summarises progress and demonstrates some of the challenges faced in building a more sustainable business.

Kirsty Britz - Chair of the ESG Committee

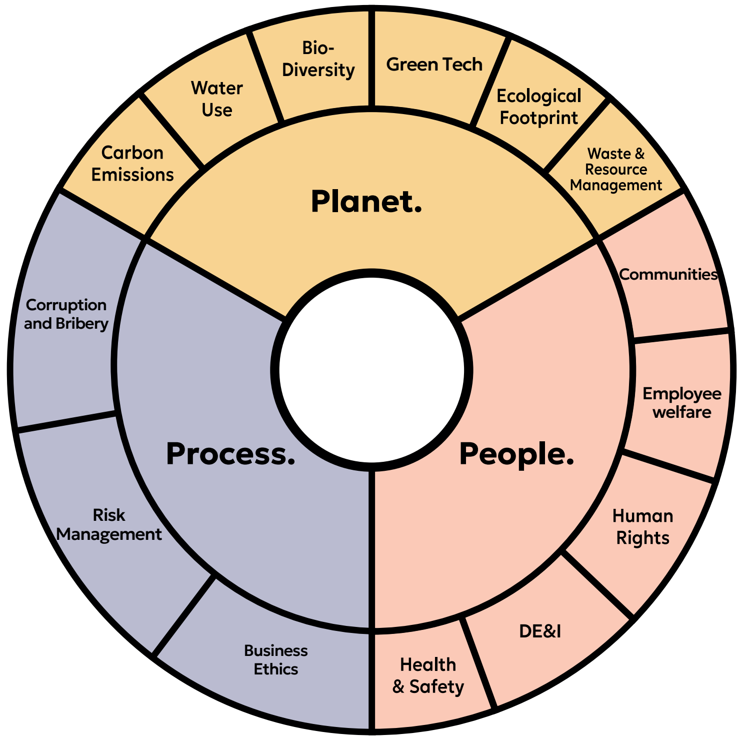
ESG REPORT

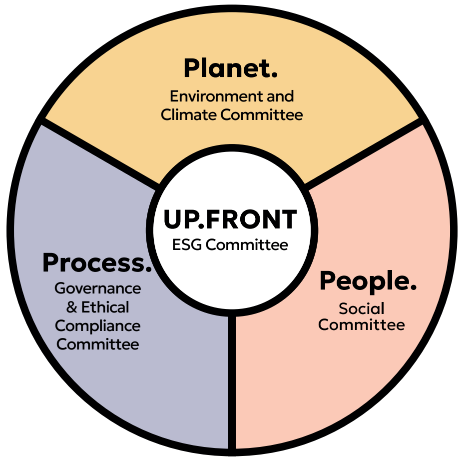
UP.FRONT, the group's sustainability strategy, was first published in 2021. Three years on, the group has refreshed its UP.FRONT strategy to reflect the changing needs and priorities of key stakeholder groups.

Three strategic pillars - planet, people, and process - to deepen impact and aid transparency. These pillars encapsulate the group's commitment to reducing its environmental footprint, supporting its workplace and communities, and upholding ethical standards across its operations and supply chain.

Each pillar is broken down into the material issues considered by the group to be the most significant to stakeholders. The group will report transparently against each of the pillars, providing information for stakeholders to measure the group's performance.

At the appropriate time and where necessary, the group will also refresh the 2021 sustainability targets to ensure they align with the new reporting framework.





The board has delegated responsibility to the ESG Committee for oversight of the group's performance against the UP.FRONT strategy. The Executive ESG Group has responsibility for delivering the UP.FRONT strategy, supported by the Environmental, Social and Governance sub-committees, who are each assigned specific responsibility for overseeing the three strategic pillars and progress against the underlying initiatives.

The Remuneration Committee has set targets aligned with each of the three pillars; Planet, People, and Process, in executive bonus targets for FY25 as detailed on page 105. These targets aim to ensure management are appropriately incentivised and motivated to deliver the UP.FRONT strategy.

This is the group's first report against the new UP.FRONT reporting framework. The group will continue to develop its reporting standards and improve levels of disclosure as part of the group's commitment to continuous improvement.

Reducing the impact of the group's activities on the planet is of strategic importance to the long-term success of the group. The group recognises that education and engagement are central to delivering its UP.FRONT strategy.

During the year the group focused on expanding its training initiatives, collaborating with suppliers, and empowering customers to help drive meaningful change. By fostering a culture of awareness and responsibility, the group aims to provide information to stakeholders about sustainable practices and enable them to make more environmentally conscious choices. The group's approach to education and engagement includes:

- **Empowering colleagues:** By equipping teams with an understanding of sustainability targets and requirements, the group aims to instil a sense of ownership and accountability for driving positive change throughout the business.
- **Collaborating with suppliers:** By working closely with suppliers, the group raises awareness and provide information on sustainability challenges, encouraging the adoption of environmentally conscious business practices.
- **Empowering customers:** Through educational initiatives, the group aims to help customers make more sustainable buying choices.

FY24 KEY HIGHLIGHTS

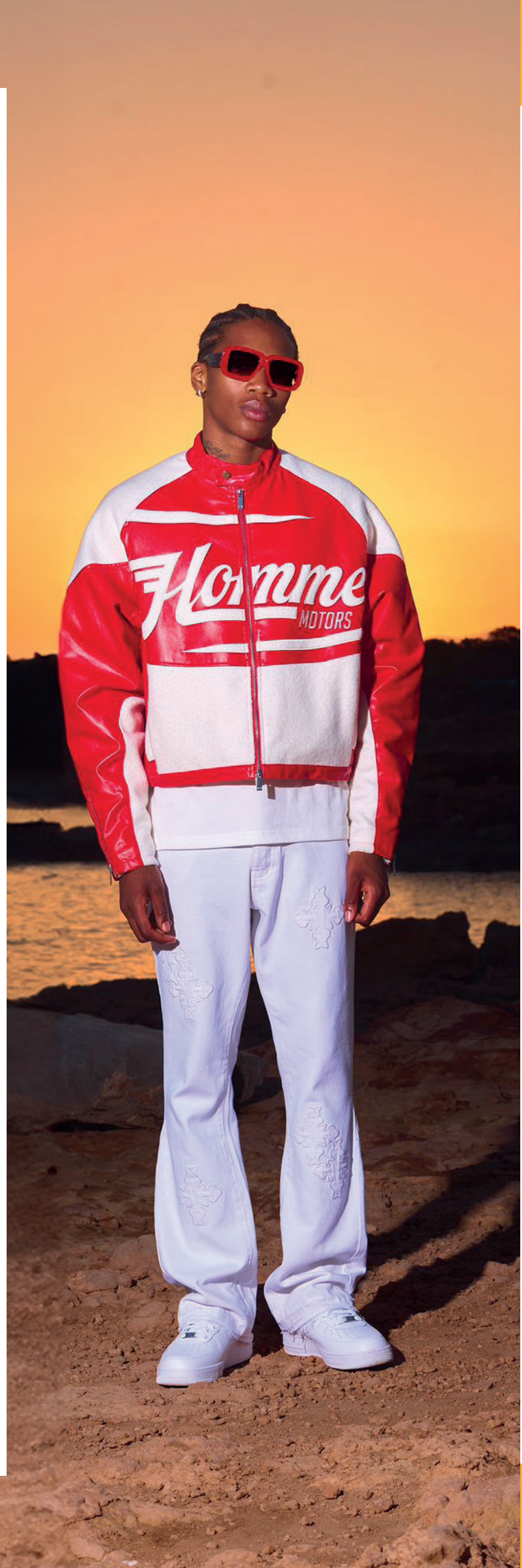
1. Multi-retailer collaboration with CottonConnect in India
2. Launch of new ESG reporting Framework
3. Launch of Karen Millen x The Seam repair Service and deliveries using electric vehicles
4. The group's partnership with LOOP Digital Wardrobe

FY24 PROGRESS

The ESG Champions play a vital role in shaping the group's culture and delivery of the UP.FRONT strategy. As the group enters the second year of the ESG Champion programme, it recognises the indispensable role of colleague engagement in advancing the UP.FRONT strategy.

To support the development of the group's ESG Champions, it has implemented comprehensive enrolment, training, and development programmes. These initiatives include seminars, site visits, and educational sessions covering topics such as carbon accounting, responsible raw materials sourcing, and waste recycling.

With a particular focus on Climate Awareness, the ESG Champions have launched a series of initiatives to address energy usage. By empowering its ESG Champions and fostering a culture of continuous improvement, the group is committed to driving positive change and advancing the UP.FRONT objectives.



ESG CHAMPION 23/24 INITIATIVES

- Introduced a colleague engagement programme "Big Energy Saving Week"
- 3D printed wrist scanner gauntlets in house achieving savings on processing and transportation emissions and purchasing costs
- reduced the detection timers (lights on time) of the group's distribution centre pick floor, which drove a significant reduction in electricity energy consumption, delivering an annual saving of c.£100,000.
- introduced paperless onboarding of new recruits which saves the equivalent of 3 trees a year and 233 kg of CO2.

Through a series of initiatives led by the group's Environment and Climate Committee, it has made progress in delivering against its targets, as detailed in the table below. While there has been some progress, the group recognises it needs to make bigger and bolder changes to achieve its long-term objectives, particularly where it comes to the steps it must take to decarbonise the business.

INITIATIVE	2021 Target	FY24 status update
Carbon Emissions	By 2030 achieve carbon reduction across the value chain aligned to SBT equivalent of 52% reduction in emissions relative to growth.	• The group's market-based carbon footprint has decreased from 779,887 tCO2e to 514,591 tCO2e since the previous reporting year. This 34% decrease in emissions is largely due to a reduction in the quantity of materials purchased and the quantity of goods sold. • Partnered with Capgemini on a pilot to improve data accuracy by improving the integrity of the collection process and granularity of data. For more details, please refer to page 51. • Engaged Hived Same Day service for the London area on 12th April 2023. During 2023 Hived delivered a total of 2,908 Karen Millen Same Day parcels and 42,709 Standard parcels saving 6,389kg CO2 in total as a result. • Invested £346k into BMES systems to support the group's strategy to eliminate fossil fuels from its direct operations. • Installed a building management system at the Burnley and Sheffield DCs to track site energy usage. This helps the group to assess areas of higher utilities usage and identify further energy saving initiatives. • Worked with tier 1 suppliers to gather data on their energy usage using the Higg Facility Environmental Module (FEM). This will allow Emitwise to generate supplier-specific emission factors for the garments the group purchases from its tier 1 suppliers to support carbon calculations. • Achieved a HIGG verification score of 19.6%, progressing the group from foundation level to progressive level. The FSLM tracks management systems, operational controls, oversight and worker and stakeholder engagement. FSLM score Completed Score 15.76 Verified Score 11.11% The Higg BRM assesses sustainability performance across 11 key impact areas within three pillars: - **Environmental 30.5%** - **Social 40.7%** - **Governance 54.0%** **BRM Score 2023 37.7%** To read the full climate report please refer to page 51.

INITIATIVE	2021 Target	FY24 status update
Water Use	This year the group will announce goals on water, chemicals, biodiversity, microfibers, developed in partnership with experts	• Implemented a supplier engagement strategy to reduce consumption for dyehouses. • Launched WASH programme in conjunction with the group's social impact strategy. It also plans to explore opportunities to launch a programme in Rajanpur on REEL cotton farms. • The group plans to map its water consumption across its own facilities. • Using data from the FEM and by increasing the percentage of verified suppliers, the group also plans to map its tier 1 global supplier footprint.
Biodiversity	N/A	• In 2023 49% of product was made from polyester, 30% cotton,3.5% viscose and 2.8% is recycled polyester • The group's aim is to transition its key fibres to better material alternatives like the CottonConnect programme, Better Cotton and increase recycled materials programmes.
Green Tech	N/A	• I.T. sustainability initiatives promoted by in-house technology green print include re-using equipment where possible, donating equipment that has reach the end of its useful life within the group to schools and charities, and internal equipment auctions to benefit colleagues and recycle. • A trial of printers that do not use the wax paper backing of traditional printers was introduced in an effort to be more sustainable and ecofriendly.
Ecological Footprint **(See case study on page 72)**	All polyester and cotton products will contain recycled or more sustainably sourced materials.	• Key partnerships with CottonConnect and Better Cotton support the group in achieving its objective to increase the use of recycled and more sustainable materials and reduce ecological footprint. • In 2023 5.4% of the polyester the group purchased contained recycled content. • In 2023 10% of cotton sourced was through Better Cotton Initiative. Invested in quality control teams based in Morocco, Pakistan, China and Turkey, with plans to establish teams in Bangladesh and India this year. This helps the group to quality check product at source in country.
	By 2030 all the materials the group uses in garments will be more sustainably sourced	• 14% of products contain better material in line with the group's internal guidelines

INITIATIVE	2021 Target	FY24 status update
Waste and resource management	Textile waste: by 2023 the group will launch resale and recycling offers across its brands.	• The group partners with Hirestreet to provide customers a mechanism to hire garments. Customers can now hire products from five of the group's brands. • Launched PRETTYLITTLETHING Marketplace • Partnered with LOOP, a digital wardrobe. The platform enables customers to sell, buy, recycle or reuse unwanted clothing in a transparent and easy way. Loop is fully aligned with the 10 R-strategies of the Circular Economy Framework. • Karen Millen partnered with Thrift+ to provide customers a hassle-free way to recirculate garments. The group introduced a 50p charge for the return bag to reduce wastage
	By 2025, no textile waste direct to landfill from its UK supply chain.	• Partnered with Yellow Octopus, British Heart Foundation and Multibank to divert 276 tonnes of textile waste from landfill in the UK. • Through partnerships with Yellow Octopus 2.6 tonnes of product that could not be repaired was turned into bricks.
	Sustainable design, innovation to reduce waste, increase durability and improve recyclability.	• Reviewed mailer bag strategy and plan to launch a circular model "How we can give waste another life", next year. • Invested in the durability and quality of products by using the boohooLAB to test products. On average, the lab carries out 30 tests a day across a range of parameters, including colourfastness and durability. • Annual investment of £100,000 in recycling machinery to enable waste streams like Plastics, (Jazz and Clear), cardboard and dry mixed recycling to be increased, thus reducing the quantity of general waste produced. The introduction of some elementary controlled compactors which are only now emptied when full reduces the quantity of collections required, otherwise planned on a time bases. Site bin mapping has also been introduced with recycling bins in various areas.
Continued...	By 2023, all customer garment packaging will be reusable, recyclable, or compostable and any plastic will contain over 50% recycled content.	• Our mailer bags are made up of 80% recycled materials and recyclable. • Reduced the micron of Debenhams mailer bags to reduce the number of raw materials used. • Our return polybags are 95% recycled and recyclable (if taken to the right recycling points). Our swing tickets are 25% smaller than the previous design, which reduces the group's paper consumption. Unnecessary non-sustainable finishes, such as soft touch lamination have been removed. The swing tickets are made from 100% recycled material and are recyclable.

INITIATIVE	2021 Target	FY24 status update
Waste and resource management **Continued...**	By 2025 publish key raw material supply chain information.	• Compared overall utilities usage between the group's sites to monitor trends and changes in energy usage and show case the advantages of solar generation savings against purchased electricity. • Moved to a shorter operating time for site operations at the Sheffield DC. Between the hours of 2am and 7am the site is shut down resulting in energy savings. • Turned off areas of lighting in areas where it is not required. As the BEMS becomes fully online this will be a helpful tool to assess utilities usage areas to identify further sustainability improvements. • In progress of reviewing the automation at Burnley and Sheffield in terms of where further energy saving efficiencies can be achieved, considering business throughput and storage requirements.
	By 2023 map raw materials supply chain for key fibres	• Organised 8 supply chain mapping training sessions for PRETTYLITTLETHING and NG suppliers from China. A total of 56 suppliers from Tiers 1-4 shared their supply chain maps. • In future the group plans to complete supply chain mapping with the top 50 suppliers according to business volume, who are responsible for producing 47% of total volume.
	Make it easier for customers to make sustainable choices with us.	• Performed 'Appearance after Wash' and dimension stability tests across a range of fabrics. The group's research demonstrated washing at a lower temperature of 30 degrees is effective for all soft product types, excluding bedding and lingerie. • Updated the group care label to include the statement 'Unless its dirty, wash at 30' to encourage customers to save energy. • Produced a garment and accessory care guide as part of the second Kourtney Kardashian Barker collection to educate the customer how to repurpose old clothing and how to make clothes last longer. • Karen Millen partnered with resale expert Thrift+ • Karen Millen x The Seam offers customers the ability to rework their clothes, carry out alterations and repairs. • Improved internal processes to help ensure products display accurate sustainability credentials, helping customers to make informed buying choices when purchasing a product.

CASE STUDY
ECOLOGICAL FOOTPRINT

BETTER COTTON CASE STUDY

Since 2021 the group has been members of The Better Cotton Initiative, the largest cotton sustainability programme in the world. Members span across ginners, spinners, suppliers, manufacturers, brand owners, retailers, donors, civil society, and producer organisations. This adds up to more than 2,500 members in the Better Cotton network. Members all buy into the Better Cotton approach of training farming communities to produce cotton in ways that improve things for everyone.

The benefits:

Better Cotton's mission is to help cotton communities survive and thrive, while protecting and restoring the environment.

Through its implementing partners, Better Cotton trains farmers to use water efficiently, care for soil health and natural habitats, reduce use of the most harmful chemicals and respect workers' rights and wellbeing.

The Better Cotton chain of custody guidelines boohoo group suppliers follow is mass balance beyond the gin.

This is a volume tracking system that allows Better Cotton to be substituted or mixed with conventional cotton by traders or spinners along the supply chain while ensuring that the amount of Better Cotton sold never exceeds the amount of Better Cotton purchased.

This model is used because supply chains are complex and using the mass balance model helps to simplify the process while still delivering direct benefits to farmers and have an impact at scale.

What has the group done:

In 2023 the group received a total of 1,679,517 Better Cotton Claim Units through the group account. Better Cotton Claim Unit (BCCU) is a Better Cotton-specific unit that corresponds to 1 KG of physical Better Cotton lint and procured from a participating Better Cotton ginner by a cotton merchant or a spinning mill. This unit is used for mass balance Better Cotton orders.

In 2023 the group sourced Better Cotton through the mass balance system from suppliers in 7 different regions.

The Challenges:

In 2023 the group saw its overall cotton consumption drop as a business which caused difficulty in increasing the Better Cotton percentage.

Credit transferring – the group experienced challenges throughout 2023 with suppliers who did not submit Better Cotton credits when owed.

Brand Engagement – Brands not confirming correct information at order placement for Better Cotton orders.

What's next

- As the group enters the next year in its membership, it looks to grow our percentage of sourcing and so far, is on track to do so.
- A few other key areas of focus for the group to include...
- Where possible switching over all remaining conventional cotton to become Better Cotton.
- Supplier support and engagement. The group are training new and existing suppliers on how to become supplier and manufacturer members of the initiative.
- Being cost neutral. The group work with experienced Better Cotton suppliers who can provide Better Cotton at a cost neutral rate. This means no uplift in cost from switching conventional cotton over to Better Cotton.

PEOPLE

At the heart of the business lies a commitment to nurturing a culture that champions empowerment, fosters innovation, and celebrates diversity. The group believes in creating an environment where every individual feels accepted, valued, and empowered to thrive. Colleagues are the cornerstone of the group's success.

The group remains steadfast in its commitment to building a workplace culture that encourages authenticity and excellence. The group's dedication to this ethos is exemplified through the Be You pillars: Show Your Colours, Finding Your Place, and Charitable Giving.

FY24 HIGHLIGHTS

1. EVERFI from Blackbaud Partnership:

In collaboration with EVERFI , the group has successfully delivered data science programme to over 3,000 children aged 13-16 in total. This program equips young minds with essential knowledge in data science, empowering them to thrive in the digital age. Through interactive workshops and educational resources, students gain practical insights into the relevance of data in various industries.

2. Northern Power Women Partnership:

As a Power Collective partner, the group is proud to support Northern Power Women's mission to promote gender equality and enhance community engagement. Through this partnership, the group provides access to a range of free live events and webinars, fostering professional growth and social mobility. Additionally, the group sponsors the mentor of the year category at the Northern Power Women Awards, celebrating achievements in gender equality and diversity.

3. BikeStormz Collaboration:

BikeStormz, a distinctive youth movement, is dedicated to combatting knife crime by fostering unity through a shared passion for biking. By supporting community events like BikeStormz, aimed at raising awareness of important social issues such as knife crime, the group strives to make a meaningful impact in its communities.

FY24 PROGRESS

Through initiatives led by its Social Committee, the group has made progress in reshaping its social impact strategy during FY24. These initiatives aim to empower the workforce and contribute positively to society. Key highlights include:

INITIATIVE	FY24 OVERVIEW
Health & Safety	• Achieved the ISO 45001 health and safety management accreditation at its Manchester Head Office. This accreditation demonstrates the group's ongoing commitment to fostering a culture of trust, safety, and resilience. • The Health and Safety Committee conducted regular reviews to identify and mitigate health and safety risks across its operations. • Through initiatives such as in-house training programmes and the implementation of the Genie application, provided employees with the tools and resources needed to prioritise safety in the workplace.
Employee Welfare	• Upholding the well-being, safety, and rights of employees is of paramount importance to the group. • More information on the group's people strategy can be found on page 22.
Communities	BE YOU The Be You programme continues to serve as a catalyst for positive change in the group's communities. Through initiatives focused on empowerment and inclusivity, the group strives to create a more equitable and compassionate working environment. Now in its second year, Be You continues to support community and social based projects. The program is split into three pillars: **SHOW YOUR COLOURS** Helping people be more confident in themselves right now **FINDING YOUR PLACE** Giving people the skills and knowledge to be who they want top be in the future **CHARITABLE GIVING** Supporting charities and communities Under the Find Your Place pillar the group has built key strategic partnerships with Everfi and Northern Power Women which enable access to education for all, promotes gender equality and community engagement, so that individuals, regardless of who they are, are able to access mentorship programs and professional development opportunities. The group supports charitable organisations both at a National and local level, to support the communities where the group does business. • Sponsored a trip to Disneyland Paris for a group of Ukrainian refugees and children with additional learning needs from Burnley. In the children's words "It was MAGICAL! • Donated the funds from an internal sample sale to help generate funds to support Manchester Urban Diggers to retain their Stronger Roots programme, a weekly gardening and well-being programme for asylum seekers and refugees. • Supported the 'Match Your Fund' initiative, which gives colleagues an opportunity to boost their fundraising efforts for any registered charities. • Donated £1.1 million to the Garment and Textile Workers Trust in 2021. Below is an overview of how the group's initial funding has been used to benefit garment workers in the Leicester community to date:

INITIATIVE	FY24 OVERVIEW
Diversity, Equality and Inclusion	The group's DE&I partnerships continue to grow. Some standout relationships this year include: • **Gaydio** - The UK biggest LGTBQ radio station • **Diversity in Retail** – The go-to partner for providing knowledge and guidance in this field • **Love From** - An independent business that promotes an alcohol-free lifestyle For more information on the group's approach to DE&I please see page 22.
Human Rights	The group is committed to acting ethically and with integrity in all business dealings and relationships, and to implementing and enforcing systems and controls to protect the welfare of its people, raise standards across supply chain and uphold human rights. The group's Modern Slavery Statement is available to download at www.boohooplc.com Further information is on page 77.

CASE STUDY - Everfi from Blackbaud

The group partners with EVERFI, the leader in driving social impact through education, to provide Data Science skills to young people in the UK. In just 18 months, the group has reached over 3600 students across 69 schools. More than half of the students reached were students from underrepresented communities. The program is targeted at schools with higher-than-average levels of children eligible for pupil premium, as we aim to create opportunities for children who might not otherwise have access to this kind of initiative.

Through EVERFI's digital learning course, Data Science Foundation, the schools in Manchester, Burnley, Daventry, Sheffield and London have empowered young people with the foundational knowledge needed to understand the relevance of data in the workplace and everyday life.

In addition the group held 20 Know Your Brand workshops during our partnership, where students complete engaging careers-related tasks, themed around the group's brands and everyday tasks. The group's colleagues led these workshops and spoke to students – giving them a fantastic insight into the real world of work.

"The highlight is always getting somebody else in the room who isn't just a teacher. So, getting an outside perspective of somebody who's done these things. I know personally I've done these things in the past, but the students will never see me as someone who is not just their teacher. So getting in an external perspective and giving a wider context is always good." - Teacher, boohoo sponsored school

"Before the EVERFI Data Science course I had no idea what data science was, and I had no interest in it whatsoever. I realised how fun data science is and now I know that I can use this for a job" - Student, boohoo sponsored school.

"Inner London, kids are from low-income families and their parents, their English is their second language so as much enrichment as possible, we need it. Lots of things you have to pay for, so I was personally pleased, the fact that it was sponsored by boohoo" – Teacher, DSF school.

The group is committed to acting ethically and with integrity in all its business dealings and relationships. It has implemented systems and controls to protect the welfare of its people, raise standards across supply chain and uphold human rights. Identifying human rights issues is increasingly challenging for retailers, and while the group's approach continues to improve, worker exploitation and slavery remain a challenge and risk to the business.

The group recognises that auditing alone will not identify and tackle these issues, and that they can only be addressed through collaboration between businesses, society and government. The group's approach is to tackle these issues at the root cause, working with suppliers to raise standards, and supporting the initiatives outlined below to provide protection and support to those most vulnerable.

FY24 KEY HIGHLIGHTS

1. **The International Accord (Bangladesh & Pakistan)**
   The group is a signatory of The International Accord in Bangladesh, which was extended to Pakistan in 2023. The group works closely with The International Accord to hold webinars & improve working standards.

2. **SFA Gap Analysis**
   The group commissioned Slave-Free Alliance to complete a comprehensive gap analysis across the group's operations, to support the business to review its ESG agenda. The analysis comprised of a combination of document reviews and multi-stakeholder discussions to independently review the business's understanding of its human rights risks across its operations and supply chain and assess its current response and mitigation efforts. Through the analysis, Slave-Free Alliance reaffirmed and shed new light on risk areas and designed proportionate steps that can be taken to prevent and mitigate these risks. Slave-Free Alliance also identified areas of best practice across boohoo group brands that represent the business's progress over recent years. In October the group commissioned Slave-Free Alliance to conduct a semi-announced audit of its Burnley distribution centre.

"The process was a great success and Slave-Free Alliance commends Boohoo Group for its transparency and willingness to digest the findings and implement further improvements. Boohoo Group's Sourcing and Ethical Compliance team is highly engaged in our partnership; keen to play their part to mitigate human rights risks and we are looking forward to further engagements on these crucial initiatives."

Rebecca Vernon, Senior Advisor – Human Rights in Supply Chains, Slave-Free Alliance

FY24 PROGRESS

A summary of initiatives led by the group's Governance and Ethical Compliance Committee is set out below.

INITIATIVE	OVERVIEW
Corruption and Bribery	Through its Gifts and Hospitality register, training programmes and regular communications, the group continues to work on embedding a culture where employees feel informed to follow the right procedures and supported to report wrongdoing. Our Anti-corruption and Bribery policy is published on the group's intranet. Consistent with wider business objectives, the group is committed to acting in a responsible manner with regard to its tax affairs. The tax policies and objectives ensure that the group: - • Only engages in responsible tax planning aligned with its commercial activities and always complies with what it believes to be both the letter and spirit of the law • Does not engage in marketed, artificial or abusive tax avoidance • Does not use tax havens for tax avoidance purposes • Is committed to an open, transparent and honest relationship with HMRC based on mutual trust and collaborative working • Maintains a robust governance and risk management framework to ensure that these policies and objectives are fully complied with and applied at all levels.
Risk Management	Effective risk management is an evolving and continuous process. Its aim is to intrinsically embed effective risk management throughout the business in order to manage risk in a way that helps the group achieve its objectives. Further information on the group's approach to risk management is on page 40 of this report.
Business Ethics	**Supply Chain Transparency** • Consolidated the global factory list from 1286 factories in 2022, to 1109 in 2023, to 921 factories as at the date of publication. • Publish the global factory list every quarter • Sourcing teams work closely with the suppliers and factories to maintain compliance with the group's Code of Conduct. **Supply Chain Tier Mapping** • Mapped tier 1 2 and 3 production sites within the UK and Italy and production tiers 1 and 2 in Turkey. • Started to map tiers 2 and 3 in China, with plans to commence a social audit programme on tier 2 production sites within China and a tier 2 and 3 mapping programmes in India, Bangladesh and Pakistan within the next year. **Human Rights Risk Assessment** The group has mapped its salient human rights risk within key sourcing regions. **Supply Chain Code of Conduct** The group works collaboratively with suppliers and factories to ensure they adhere to the group's Code of Conduct. • Conducted 878 factory spot checks and 688 3rd party audits. The group conducts internal audits and unannounced traceability visits daily, which include worker interviews focused on worker welfare. • Held 5 global supplier exhibitions with the aim of supporting strategic growth regions and educating suppliers on the group's code of conduct and available support. • Appointed an Ethical compliance manager in Morocco and Egypt, two key strategic growth regions for the group, to oversee supply chain compliance standards.

Business Ethics continued...

Auditing and Monitoring
Our annual audit programme helps ensure worker welfare remains a top priority.

Global Factory Numbers and Audit Gradings
- 921 active factories (as of 1st March)
- 441 factories in China
- 101 factories in Pakistan
- 27 factories in Bangladesh

Each quarter the group publishes an updated list of Tier 1 manufacturing sites. This includes the factory region, worker numbers, worker gender split and the factory address. This is also published on the open apparel registry.

Global Audit Gradings (including UK)

Global Audit Gradings		
RED	5	<1%
ORANGE	374	41%
YELLOW	216	23%
GREEN	36	4%
NEW AUDIT RECEIVED*	290	31%
Total	921	

* Any factories in the "new audit received" category are approved factories for the group. These factories have been approved by the group's ethical compliance team and their third-party audit is pending conversion to receive a group audit grading.

Supplier Risk	Improvement Plan and Monitoring Frequency
Green	Full annual audit recommended after **12 months.**
Yellow	On-site follow-up audit recommended after **6 months** to evaluate previous non-compliance issues
Orange	On-site follow-up audit recommended after **90 days** to evaluate previous non-compliance issues
Red	On-site follow-up audit recommended after **60 days** to evaluate previous non-compliance issues

Policies
The group publishes corporate policies on the plc website. This includes policies on human rights and modern slavery.

The group published a new unapproved sub-contacting policy in 2024.

Whistleblowing

External whistleblowing
The group is committed to carrying out business in a safe, honest and ethical way, and partners with UNSEEN to run the UK supply chain whistleblowing hotline.

Further information can be found in the group's modern slavery statement available on the group's website https://www.boohooplc.com/sites/boohoo-corp/files/boohoo-modern-slavery-statement-2023.pdf

Internal whistleblowing
The group continues to support its people to report ethical and other problems they see while at work. Integrity Line, an anonymous and secure mailbox, enables employees to submit reports which are then sent to relevant individuals in the business to investigate.

S172 STATEMENT

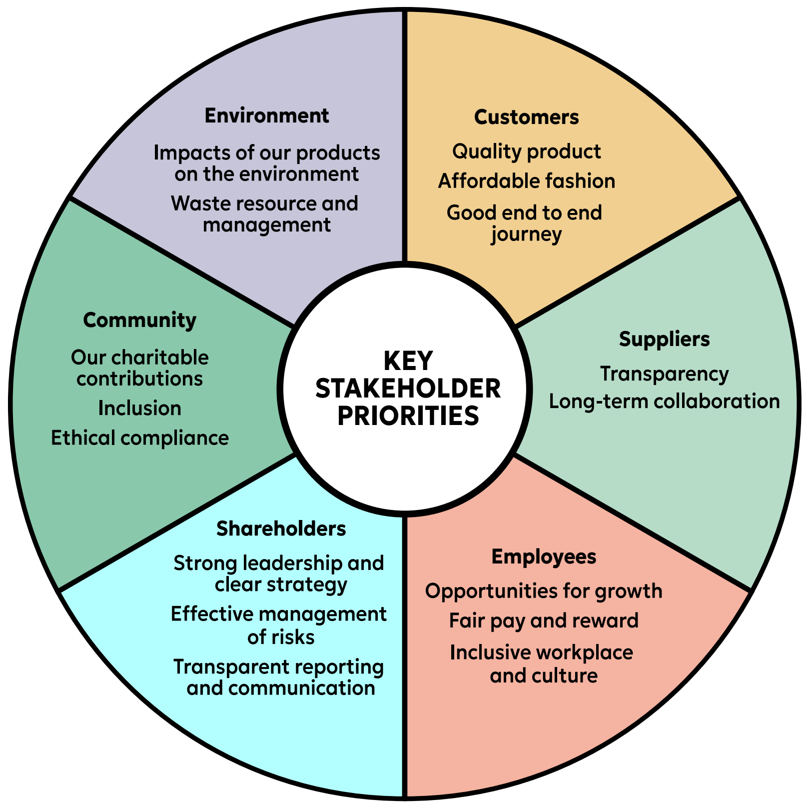
The board has voluntarily chosen to follow the section 172 guidance from UK law, although this is not required under Jersey regulations.

The statement sets out how the directors have had regard to the matters set out in section 172 of the Companies Act 2006 (“S172”) when performing their duties, to ensure that they continue to promote the success of the group for the benefit of its members as a whole.

Further information on how S172 has been applied by the directors can be found throughout the Annual Report

Likely consequences of long-term decisions	**See Strategy**
Interests of the group’s employees	**See Our People**
Fostering the group’s business relationships with suppliers, customers and others	**See ESG Report**
Impacts of the group’s operations on the community and the environment	**See ESG Report**
High standards of business conduct	**See ESG Report**
Acting fairly between different stakeholders of the group	**See Shareholder Engagement**

The board recognises it is accountable to its stakeholders and ensures that stakeholder groups are regularly reviewed. The group currently identifies its stakeholders as employees, customers, suppliers, the community, shareholders and the environment.



The needs of stakeholders are closely considered by the board, and it is cognisant that active stakeholder relationships and communication is key to sustainable growth.

The board decision-making is driven by its strategic goals and where possible, it seeks to consider the impact on stakeholder’s priorities. This is important to foster serve the interests in the long term.

CUSTOMERS

Why they matter to us

The group remains determined to be a leading global e-commerce destination for 16–60+ year-olds and focused on offering an outstanding customer proposition. The group recognises the importance of active and open communication with customers who expect seamless journeys and proactive solutions.

How the group engaged

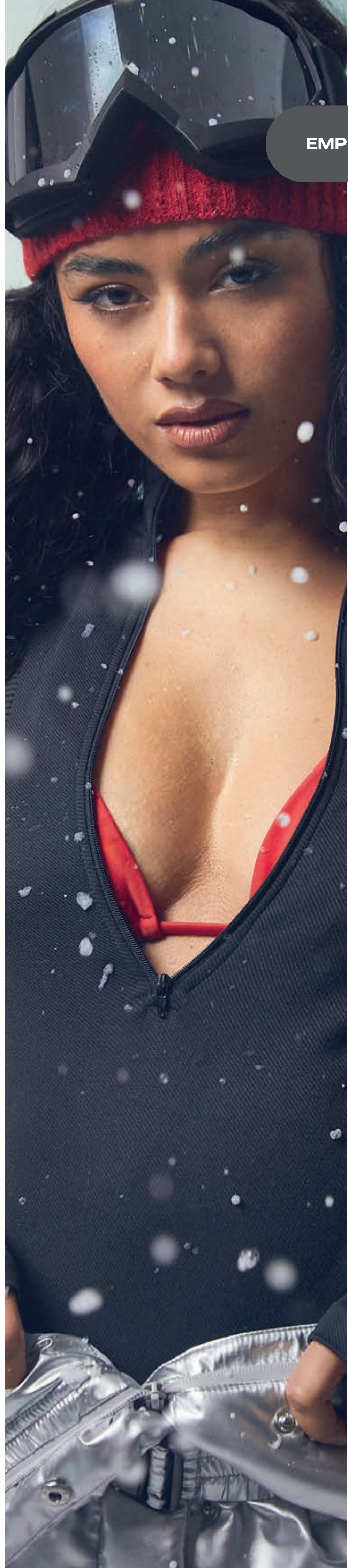
- Continued to use Net Promoter Score and Trustpilot feedback to identify how brands perform on end-to-end customer service. The aim of this engagement is to improve the customer journey.
- Maintained 'Voice of the Customer' sessions, across multiple stakeholder groups including supply-chain, product and finance. Using its own teams to support improved customer service enables it to incorporate a diverse range of perceptions into its strategy.
- Used customer communications and refund data to drive business change. Using real-time data gives the group the ability to identify areas for improvement and insight into the key issues faced by customers.
- Used proactive communication techniques with customers to resolve issues with their order. Customers can contact the customer services team through convenient communication channels such as Facebook, Email and Virtual Assistant, enabling the group to stay in touch with all customer profiles.
- Held regular events and competitions aimed at existing and potential new customers. The group also sponsored several events and festivals to maximise customer reach.
- With over 35 million followers on Instagram alone across the group's flagship brands, its social media channels continue to be a key focus of our customer engagement. Its brands have their own voice and keep their channels up to date with not only fashion and trends, but events which are important to each of their target customers.

How the board engaged

The board received updates on consumer engagement and discussed ways in which it could be improved. Regular updates and discussions enable senior leadership teams to focus on issues which directly impact the group's customer base.

Impact of engagement

- Three brands are rated "Excellent" on Trustpilot.
- The number of customers needing to be advised of delays have reduced by c24% since FY23.



EMPLOYEES

Why they matter

The group wants its people to feel supported in delivering a strong customer experience from design through to order. Listening and taking on-board feedback from colleagues is an important opportunity to inform our recruitment and retention of great talent.

How the group engaged

- The talent and development team continued to invest in comprehensive training for all colleagues across the group. This training encompasses essential health and safety courses to behavioural lead interventions in line with the group's PACCT values.
- Continue to run bi-monthly townhalls which were broadcast live to the business, improving communication across the employee base.
- Increased the number of benefits available to employees on the Beyond platform. The new benefits were selected on the back of internal focus group around lifestyle benefits.
- Focused on improving the range of listening mechanisms utilised across the group. This ensures the group listens to a diverse range of views and opinions to make the right decisions for its people.

How the board engaged

- The CEO recorded several employee updates to discuss business direction and strategy.
- Featured as guest panellists on the bi-monthly townhall where they shared perspectives on current business activities.
- Met regularly to discussed proposals regarding the group's remuneration policy.

Impact of engagement

- Better communication across the employee base has led to improved relationships with employees.
- Increased focus on training has given colleagues new skills for the workplace and career progression.

SUPPLIERS

Why they matter
Transparency, long-term collaboration and education are important to supplier relationships, which are key to the group's customer offering. Maintaining active engagement with its suppliers is a strategic focus to ensure the group can continue to bring the latest trends to market.

How the group engaged
- The group's Responsible, Ethical Sourcing, Wholesale and Product Operations team completed daily factory visits, both in the UK and overseas. This ensures it can assess suppliers' and sub-contractors' operations on a regular basis. This is important not just for the group's supplier engagement, but also other stakeholder groups to whom ethical and responsible sourcing is a key consideration.
- The group is a proud signatory of The International Accord (Bangladesh and Pakistan), highlighting its commitment to working hand in hand with two of its sourcing regions to improve building, electrical and fire safety standards across factories in these countries.
- The group holds regular supplier expositions, both in the UK and internationally, to help the brands and suppliers to meet and collaborate face to face.
- Developed new ethical trade supplier guidelines to give suppliers clear and transparent guidance on the group's expectations and requirements.
- Began to roll out face to face ethical trade seminars for suppliers. The group believes that education is the key to unlocking long-term collaboration with suppliers.

How the board engaged
- Received updates on supply chain matters and discusses ways to drive long-term value and relationships with suppliers.
- Updates were delivered through the Executive ESG and ESG Committees, giving its senior leadership team the opportunity to engage in key strategic decisions involving its supplier base. The board also held one of its monthly meetings in Italy, where it engaged with suppliers face to face.

Impact of engagement
- Improved working relationships between teams and suppliers, which is key to delivering the newest fresh trends to customers.

SHAREHOLDERS

Why they matter
The group is determined to create sustainable growth for investors. The group's objectives, decisions and strategy are developed with its shareholders in mind and to ensure it addresses their key concerns.

How the group engaged
- Our management team conducted investor roadshows in May and October 2023, coinciding with publication of the group's annual and half-year results.
- The group engaged with investors and analysts regularly to outline its strategic priorities, including an investor site visit at its Sheffield Distribution Centre.

How the board engaged
- The board was kept up to date with shareholder and investor feedback throughout the year, which contributed to the board's regular discussions and strategic decisions.
- The board approved the appointment of two new independent non-executive directors
- The board approved the appointment of the new Chief Financial Officer.
- The board consulted with major shareholders on the group's remuneration policy.

Impact of engagement
- The group published the 2023 Sustainability Report, charting the progress against the group's sustainability strategy, and 2023 Modern Slavery Statement, highlighting its commitment to act ethically and with integrity. This is a key consideration of shareholders.

ENVIRONMENT

Why it matters
The group recognises stakeholder expectations on how the business operations impact the environment are increasing. The group is focussed on understanding how it can make meaningful changes throughout its business to improve its relationship with the environment.

How the group engaged
- The Environmental and Climate Change sub-committee and Executive ESG Committee met quarterly to discuss the group's impact on the environment.
- Continued to engage with Textiles 2030, The Microfibre Consortium and Sustainable Apparel Coalition. These partnerships are important to the group's commitment to responsible production.
- The group is now in its fourth year of its Cotton Connect programme in Pakistan. The partnership aims to improve cotton farming by educating local producers on better practices. The group has built on the success of the programme to a second phase in India, where the group has also partnered with two other UK retailers.
- A group of employees volunteered to become "Sustainability Champions" for the business. This team are one of the leading forces driving the improvements and the change in culture throughout the business. Their goal is to assess what changes can be made to all areas of the group's business in order to create lasting improvements to the group's environmental impact.

How the board engaged
- Quarterly ESG committees were attended by members of the board, including the non-executive directors.
- Approved the inclusion of specific environmental targets in the annual bonus plan for directors.
- Supported a proposal to develop a costed net zero transition plan, as part of its SBTi commitments.

Impacts of engagement
- Engagement at the Environmental and Climate Change Committee, Executive ESG Committee and the ESG Committee has led to a greater understanding of environmental issues facing the business.
- Our sustainability champions drove several changes throughout the business. To read more about some of the sustainability champion's initiatives, please see page 64.

COMMUNITY

Why it matters
Working with its communities and charitable partners is incredibly important to business and colleagues. The group wants to be a responsible business and so active engagement with the local community, charities and government officials is a key part of its social impact strategy.

How the group engaged
- The group continues with its Everfi partnership which has allowed it to deliver data science programmes to over 3,000 children aged 13-16 in Manchester, Burnley, Daventry, Sheffield and London.
- In November 2023 the group sponsored a trip to Disneyland Paris for a group of people including families who had escaped the war in Ukraine and children with additional needs.
- Through a connection with Northern Power Women, the group enables access to a programme of live events and webinars, supporting Northern Power Women's ambition to grow their community of professionals and young people.
- Our match-funding initiative has continued giving colleagues an opportunity to boost their fundraising efforts for any registered charities up to the value of £1,000.
- 2023 saw the Burnley and Sheffield DCs host a new event supporting female students with the local area close to the centre. From Karen Millen to Coast, Oasis and PRETTYLITTLETHING, all brands got involved with the donation of beautiful gowns. Across the two sites, the team was able to support 52 students find their ideal prom outside.

How the board engaged
- Engagement at Social Committee, Executive ESG Committee and the ESG Committee has led to a greater understanding of the group's social impact strategy.
- Approved and supported a week-long charity week at our Manchester and London offices.

Impacts of engagement
- Our partnership with EverFi has delivered sessions to over 3000 students across 60 schools. 91% feel they are likely to apply the strategies they've learned from DSF in their future job. Across four modules, there was a 120% improvement in students' knowledge of data science.
- As part of its Northern Power Women partnership, the group convened 8 live mentoring events to support undergrads. This initiative promotes future leadership by equipping individuals with diverse perspectives and skills, crucial for positive societal influence.

BOARD OF DIRECTORS

The board of directors are the key management personnel and have collective responsibility for the long-term success of the group.

Mahmud Kamani
Group Executive Chairman
Mahmud founded boohoo.com with Carol Kane in 2006, leveraging over 30 years of experience in the fashion and clothing industry. Mahmud is an entrepreneur, with expertise encompassing all areas of the supply chain from sourcing, import and wholesale. Mahmud is an inspirational leader, having built a strong team and engendered loyalty from many long-serving employees.

Carol Kane
Group Co-founder and Executive Director
Carol has 30 years of experience in the fashion industry. Starting her career as a designer, then fashion buyer, Carol has worked with Mahmud for the past 26 years supplying high street retailers. Carol co-founded boohoo.com in 2006 and since inception has worked on marketing, product and brand strategy both domestically and abroad.

John Lyttle
Chief Executive
John joined the group as Chief Executive Officer on 15 March 2019. John previously spent eight years at Primark, a division of Associated British Foods, as Chief Operating Officer. During his tenure, turnover grew 158% to £7 billion.
Prior to joining Primark, John held senior roles at Matalan and Arcadia group.

Stephen Morana
Chief Financial Officer
Stephen joined the group as Chief Financial Officer on 19 February 2024.

Stephen spent a significant part of his executive career as CFO of two founder-led, digitally disruptive businesses, Betfair and Zoopla, both of which he led through IPO and helped to create significant shareholder value. Stephen has also been a non-executive director at Entain, the FTSE100 group, and at boohoo group (2014-2017). He is a qualified chartered accountant and a member of the INSEAD alumni.

Alistair McGeorge
Deputy Chairman, Non-Executive Director and Senior Independent Director
Alistair McGeorge joined the board as an independent non-executive director and Deputy Chairman in March 2023. Alistair is also a member of the Remuneration and Nomination Committees.

Alistair is currently the non-executive Chairman of East Imperial plc and The Original Factory Shop, as well as Chair of The Retail Trust, which provides support to retail employees. He has worked within the retail industry over the last 30 years and has been CEO and/or Chairman of multiple retail brands in the UK and internationally. Alistair is a qualified chartered accountant.

Iain McDonald
Non-Executive Director
Iain is Chair of the Remuneration Committee and sits on the Audit and Nomination Committees.
Iain is the founder of Belerion Capital, a specialist technology and e-commerce company and was an early investor in a number of technology businesses including Asos, Eagle Eye Solutions, Anatwine and Metapack.
Iain is a non-executive director of one of the leading e-commerce businesses in Europe, and also AIM-listed software business CentralNic. Prior to founding Belerion Capital, Iain was a partner of the William Currie Group, a technology and e-commerce private family office.

Tim Morris
Non-Executive Director
Tim Morris joined the board as non-executive director in May 2021. Tim is Chair of the Risk and Nomination Committees and a member of the ESG Committee.
Tim is currently Group General Counsel & Company Secretary at TalkTalk Telecom Group Limited, which was on the main list of the London Stock Exchange until March 2021 and where he joined prior to its IPO in 2010. He held similar positions at Carphone Warehouse Group plc prior to its IPO in 2000 until 2015, during which time it merged with Dixons to create Dixons Carphone plc. He is also a founding Partner of Freston Ventures Investments LLP, which invests in a number of private businesses including Five Guys Europe, in addition to various indirect private equity and investment funds.

Kirsty Britz
Non-Executive Director
Kirsty joined the board as an independent non-executive director in September 2021. Kirsty is Chair of the ESG Committee and a member of the Risk and Audit Committees.
Kirsty has extensive ESG and sustainability experience across financial services, telecommunications and technology sectors. She is currently serving as the Director of Sustainable Banking at NatWest Group plc and as an independent member of the Professional Standards Committee at HMRC. Prior to joining NatWest Group, she held the role of Director of Citizenship at Barclays. Prior to this Kirsty held various sustainability, brand strategy and marketing roles in retail, telecommunications and advertising sectors.

John Goold
Non-Executive Director
John joined the board as an independent non-executive director and Chair of the Audit Committee in April 2023. John is also a member of the Risk, ESG and Remuneration Committees.
John is a qualified chartered accountant previously working within corporate finance with Deloitte & Touche, Old Mutual Securities, Arden Partners and Zeus. He is currently CEO for Kelso Group Holdings plc and Oncimmune plc.

Shaun McCabe
Chief Financial Officer (resigned 23 January 2024)
Shaun was appointed CFO of boohoo on 3 October 2022, having originally joined the Group in November 2020 as an independent non-executive director. Shaun has extensive financial experience across e-commerce and retail. Prior to joining boohoo, he held the roles of as Chief Financial Officer at Trainline plc, International Director at ASOS and Chief Financial Officer for Amazon Europe. Shaun is also non-executive director at AO World plc where he is a member of its Audit and Remuneration Committees.

EXECUTIVE COMMITTEE

GROUP

JOHN LYTTLE
Chief Executive Officer

STEPHEN MORANA
Chief Financial Officer

SIOBHAN FOREY
Chief People Officer

PETE TEMPLETON
Group Finance Director

DAVID JAMES
Group Supply Chain Director

ANDREW REANEY
Director Responsible Sourcing and Product Ops

TOM KERSHAW
General Counsel and Company Secretary

LEANNE CLANCY
Chief Information Officer

BRANDS

DAN FINLEY
CEO Debenhams

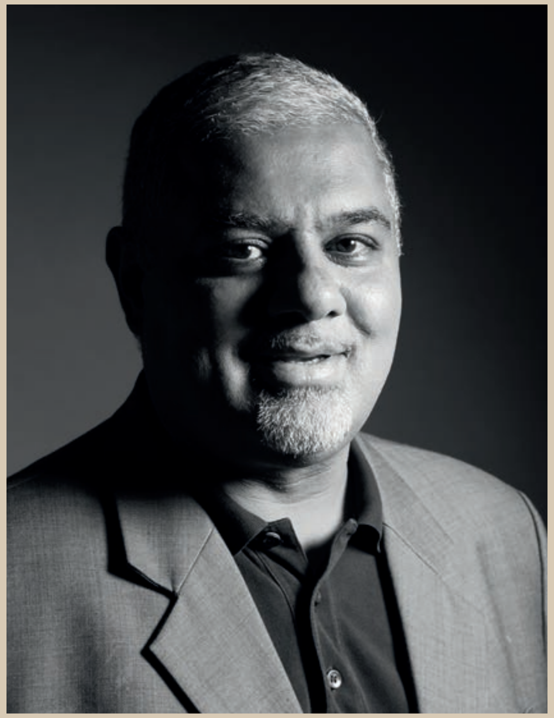
PAUL PAPWORTH
CEO boohoo

SAMIR KAMANI
CEO boohooMAN

TOM BINNS
COO PLT

MARK BARRACLOUGH
MD KM

NICKI CAPSTICK
CMO PLT



"THE BOARD'S FOCUS AND PRIORITY HAS BEEN ON INVESTING IN KEY STRATEGIC INITIATIVES, AND IMPLEMENTING TRANSFORMATIONAL CHANGES TO THE GROUP'S COST BASE, TO ENSURE THE GROUP IS IN A STRONG POSITION TO GET BACK TO GROWTH AS INFLATIONARY CHALLENGES EASE AND CONSUMER CONFIDENCE IMPROVES."

MAHMUD KAMANI
EXECUTIVE CHAIRMAN

A MESSAGE FROM THE CHAIRMAN

Dear shareholders,
On behalf of the board, I am pleased to present our Corporate Governance report for FY24.

During the year, cost of living pressures continued to effect discretionary spending for consumer faced businesses. In response, the board's focus and priority has been on investing in key strategic initiatives, and implementing transformational changes to the group's cost base, to ensure the group is in a strong position to get back to growth as inflationary challenges ease and consumer confidence improves.

The board's role has been to guide the group through this period of accelerated transformation, whilst ensuring senior management and employees remain motivated and engaged to deliver long-term growth and value to shareholders. A summary of the key board activities and governance highlights during the year is summarised on this page. Further information is contained in the Strategic Report on page 11 and in the s172 Statement on page 81.

BOARD'S ACTIVITIES DURING THE YEAR	GOVERNANCE HIGHLIGHTS
Completed investments in key strategic initiatives including the final phase of automation in Sheffield and opening a US distribution centre.	Appointed Stephen Morana as Chief Financial Officer, Alistair McGeorge as NED and Deputy Chairman and John Goold as NED and Chair of the Audit Committee.
Completed a significant transformational cost savings programme.	Implemented a growth plan to incentivise senior management to deliver growth and value to shareholders.
Strategic deep-dive session held with Debenhams to unlock growth opportunities.	Approved a new ESG reporting framework.
Captured supply chain deflation and lower input prices, and re-invested these savings to drive faster lead times and lower prices for customers.	Completed a gap analysis against the new 2023 QCA Code.
Visits to the US, China, Italy, Turkey, Pakistan, Bangladesh and Morocco provided opportunities for direct engagement with key stakeholders on strategic opportunities in these markets.	Evaluated the board's effectiveness during FY24 and reviewed the progress of the recommendations identified in the FY23 Board Effectiveness Review.

New leadership
Alistair McGeorge joined me as Deputy Chairman and non-executive director in March 2023, and John Goold joined the board as non-executive director and Chair of the Audit Committee in April 2023. I have welcomed the wealth of experience and insight they bring to the board, and their enthusiasm and commitment has already helped drive important changes across the group.

I was delighted to welcome Stephen Morana to the board as Chief Financial Officer in February 2024. His prior experience as non-executive director of boohoo group, experience of consumer-facing and technology-focused businesses and a highly entrepreneurial mindset will be invaluable to the business going forward.

Shaun McCabe stepped down as Chief Financial Officer in January 2024, having originally joined the group in October 2020 as non-executive director and Chair of the Audit and Risk Committees. I would like to take this opportunity to thank Shaun for his valued contribution to the group during his tenure and wish him every success for the future.

The Nomination Committee approved changes to the board committee membership in February 2024 to ensure that the non-executive directors have a balanced workload, whilst adhering to the requirements set out in the 2018 QCA Code.

Board effectiveness
The board delegates the day-to-day responsibility for running the group to the CEO, who is responsible for all commercial, operational, risk and financial matters. In 2023 the group formed an Executive Committee, who meet on a weekly basis and assist the CEO in implementing the group's strategy across the business. Details of the Executive Committee are on page 91.

Supply chain operations
The group has already delivered significant improvements within our supply chain following an independent review from the Alison Levitt KC in 2020. Our Agenda for Change programme delivered all of the recommendations in this review, and was signed off by Sir Brian Leveson in February 2022.

The board remains resolutely determined to ensure that we continue to build on this. The systems the group now has in place allows it to be much more pro-active with our suppliers, meaning it can work together in a constructive way to drive improvements, such as transitioning our entire UK supply base to a new auditing regime last year. The group's Risk Committee reviews supply chain risks on a quarterly basis to maintain an appropriate level of oversight, and this continues to be a top priority at board level.

Culture
The board recognises that it is responsible for monitoring culture to support and drive the right behaviours, and for engaging with colleagues to ensure that the group is fostering an environment that supports their general wellbeing. This year the group increased levels of employee engagement through interactive 'Talk Back' sessions and reward listening groups, and the group's CEO hosted 'Insight Interviews' to give teams the opportunity to ask questions directly.

The board also visited our Burnley DC, where they had the opportunity to tour our manufacturing facility and speak to colleagues. Looking ahead, the board will continue to identify ways to improve our employer brand and how we communicate this with colleagues effectively. Further information on our culture and values can be found in the People Report. Examples of how the board have monitored culture during the year are on page 22.

The group's past success derives from a relentless focus on ensuring that, at all times, we deliver a fashionable and affordable proposition to our customers underpinned by a fast and agile operating model and mindset. My focus in the year ahead is to empower, enable and incentivise our colleagues to adopt this mindset and instil a culture that drives growth and delivers value for all of our stakeholders.

Finally, on behalf of the board, I would like to extend my utmost thanks to all of our shareholders for your continued support.

Mahmud Kamani
Group Executive Chairman

CORPORATE GOVERNANCE REPORT

The Company has adopted the 2018 Quoted Companies Alliance Corporate Governance Code ("QCA Code"). The board believes that the QCA Code provides the most appropriate framework of governance arrangements for a public listed company of boohoo's size and complexity.

The board acknowledges the importance of the ten QCA Code principles and sets out the group's current approach below.

DELIVER GROWTH

1. Establish a strategy and business model, which promotes long-term value for shareholders The group owns five core brands (boohoo, boohooMAN, PrettyLittleThing, Karen Millen and Debenhams), and eight labels (Nasty Gal, MissPap, Coast, Warehouse, Oasis, Dorothy Perkins, Burton, and Wallis), and designs, sources, markets and sells clothing, shoes, accessories and beauty products targeted at 16–60+-year-old consumers in the UK and internationally. The group has a strong presence in the UK, US, Australia, France and Ireland, and sells products to customers in almost every country in the world.

The group's business model is entirely focused on its customers and every element of the model begins and ends with them – we engage, we listen, we learn, we create and repeat.

The group's ambition and growth prospects are underpinned by forecast growth in both the domestic and international online fashion retail markets, a highly efficient product sourcing model and a robust infrastructure development plan. The group's vision is to be a leading e-commerce fashion market for 16–60 year-olds, which will be driven through the following strategic priorities:

- Investing in our **Brands**
- Giving our customers **Product** they want
- **Customer Experience** that makes them come back
- A **Platform** that enables our growth
- An environment where its **People** flourish

A fuller explanation of how the strategy and business model are executed can be found on page 11.

2. Seek to understand and meet shareholder needs and expectations
The board is informed of shareholder views as part of the regular reporting process and matters for discussion, and maintains an active dialogue with its shareholders through a planned programme of investor relations. This activity is a keystone of the group's corporate communications programme and is headed by the executive board, supported by an Investor Relations team and the Company Secretary. The group's Deputy Chairman acts as an additional link between the shareholders and the group's executive directors.

The programme includes formal presentations of the group's full year and interim results and meetings between institutional investors, analysts and senior management on a regular basis. Regular communication with shareholders also takes place through the group's annual and interim results and via the group website (www.boohooplc.com), which contains up-to-date information on the group's activities.

The Chair of the Remuneration Committee has actively engaged and consulted with shareholders on major changes to the remuneration policy during the year.

The board recognises that the Annual General Meeting is an important opportunity for communication with both institutional and private shareholders.

There is also a designated email address for shareholder liaison – investorrelations@boohoo.com – and all contact details are included on the investor relations website.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success
The board recognises the importance of maintaining strong relationships with its stakeholders in order to create sustainable long-term value, and the board encourages active dialogue and transparency with all its stakeholder groups.

The board believes that modern slavery is a significant global issue presenting a challenge for businesses worldwide and has committed to continually reviewing its practices to combat slavery. The board is committed to ensuring that its group companies and supply chain act ethically and with integrity. The group's Modern Slavery Statement can be found on the group's website. https://www.boohooplc.com/sites/boohoo-corp/files/boohoo-modern-slavery-statement-2023.pdf

The group's community programme, Be You, is broken into three pillars: show your colours, find your place and charitable giving. Be You continues to serve as a catalyst for positive change in the group's communities. Through initiatives focused on empowerment and inclusivity, the group strives to create a more equitable and compassionate working environment.

The group continues to invest into the Cotton Connect programme and have expanded investment into another country in collaboration with other UK-based retailers. The programme also ties in with the group's Be You community programme by educating farm workers about the benefits of more sustainable cotton production and good business practice.

Further information on stakeholder engagement can be found on page 81 and the group's social impact strategy on page 64.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation
The board has overall responsibility for the group's systems of internal control and risk management and

CORPORATE GOVERNANCE REPORT

Continued...

for reviewing the effectiveness of those systems. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. Any system can only provide reasonable and not absolute assurance against material misstatement or loss.

The board confirms that there are procedures for identifying, evaluating and managing significant risks faced by the group, and will review these formally with management before each financial year-end (as well as the ongoing review of risks, which emerge throughout the year).

The board has implemented an internal risk management framework to identify, with relevant management, the major business risks facing the group and to put in place appropriate policies and procedures to manage those risks. Internal and external risks, which are assessed on a continual basis, may be associated with a variety of internal or external sources, including control breakdowns, disruption in information systems, competition, inadequate financing, poor business performance, natural catastrophe and regulatory requirements. These involve a process of control, self-assessment and reporting that will be established to provide a documented trail of accountability, which will be reported to the board.

The Executive Risk Group reports on its review of the risks and how they are managed to both the board and Risk Committee, whose role it is to review the key risks inherent in the business and the systems of control necessary to manage those risks. The Executive Risk Group, which includes the CEO and CFO, reports to the Risk Committee and provides assurance over risks and internal controls. The Risk Committee presents its findings to the board as appropriate. The Executive Risk Group also reports to the Risk Committee on major changes in the business and external environment, which affect significant risks. Where areas for improvement in the systems are identified, the board considers the recommendations made by the Executive Risk Group and the Risk Committee.

The Executive ESG Group has oversight and monitoring of ESG risks and opportunities. The Executive ESG Group is chaired by the Group CEO and reports to the ESG Committee chaired by Kirsty Britz, independent non-executive director. The primary purpose of the ESG Committee is to independently review, on behalf of the Board, the actions of the Executive ESG Group and its 'E' 'S' and 'G' sub-committees.

Further details of the governance structure are set out at principle 9.

MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK

5. Maintain the board as a well-functioning, balanced team led by the Chair

The board currently comprises of four executive directors and five non-executive directors. The board has an executive Chairman and a non-executive Deputy Chairman who also acts as the Senior Independent Director.

The board as a whole is collectively responsible for the success of the group and provides entrepreneurial leadership of the group within the framework of effective controls, which enable risk to be assessed and managed. It sets out the group's values and standards and ensures that its obligations to shareholders and other stakeholders are understood and met.

Guidelines are in place concerning the content, presentation and timely delivery of papers by management to directors for each board meeting so that the directors have enough information to be properly briefed. Where issues arise at board meetings, the Chairman ensures that all directors are properly briefed and, when necessary, appropriate further enquiries are made. The current division of responsibilities between the Chairman and Chief Executive and the Chairman and the Deputy Chairman have each been agreed by the board.

It is intended that the board meets at least eight times a year, the Audit Committee at least three times a year, the Nomination Committee at least once a year, the Remuneration Committee at least twice a year, and the Risk and ESG Committees four times per year.

Attendance at board and committee meetings

The table below shows the attendance of individual directors at board meetings and committee meetings of which they are members during the year.

	Board		Audit Committee		Risk Committee		Remuneration Committee		Nomination Committee		ESG Committee	
	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended
Mahmud Kamani	9	9	–	–	–	–	–	–	–	–	–	–
Carol Kane	9	9	-	-	-	-	-	-	-	-	4	4
John Lyttle	9	9	-	-	-	3	-	5	-	2	-	4
Stephen Morana (appointed Feb 24)	1	1	-	1	-	1	-	-	-	1	-	1
Iain McDonald	9	9	3	0	-	-	6	6	2	2	-	-
Tim Morris	9	9	3	3	3	3	6	6	2	2	4	4
Kirsty Britz	9	9	3	3	3	3	-	6	-	2	4	4
Alistair McGeorge	8	8	3	2	3	3	5	5	2	2	4	1
John Goold	8	8	2	2	-	1	5	5	2	2	-	1
Shaun McCabe (resigned Jan 24)	8	8	-	2	-	2	-	3				

As at 2 May 2024, the board has met once since the end of the financial year.

All directors have access to the advice and services of the Chief Financial Officer and Company Secretary, who are responsible for ensuring that the board procedures are followed, and that applicable rules and regulations are complied with. In addition, procedures are in place to enable the directors to obtain independent professional advice in the furtherance of their duties, if necessary, at the company's expense.

6. Ensure that between them, the directors have the necessary up-to-date experience, skills and capabilities

The directors' biographies appear on page 89.

The board has a blend of different experience and backgrounds. Each of Alistair McGeorge, Iain McDonald, Tim Morris, Kirsty Britz and John Goold were, prior to appointment, considered to be 'independent' non-executive directors under the criteria identified in the QCA Code. The board has access to independent advice, in particular from boohoo's Nominated Adviser (Zeus Capital), and Ashurst LLP (from a legal perspective). The group's auditor is PKF Littlejohn LLP. During the year, the Remuneration Committee took advice from PWC as to the remuneration policy and structure and terms of the Growth Share Plan, which was approved by shareholders at a general meeting held on 8 March 2024.

The table below provides an overview of the skills and experience of the group's directors.

SKILLS AND EXPERIENCE	DIRECTORS
Executive and strategic leadership	9
Extensive knowledge of the group's business and the retail sector	9
International exposure	6
Finance and accounting	4
Acquisitions and integration of acquired businesses	6
Expertise in corporate governance and compliance	4
Investor relations and engagement	9
Employee engagement and remuneration	4
Sustainability	1

CORPORATE GOVERNANCE REPORT

Continued...

The board is kept informed on an ongoing basis by the Company Secretary about their duties and any update in relation to legal and governance requirements for the group. Training is provided to the board each year regarding their duties. The table opposite provides an overview of the skills and experience of our directors.

7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

The group Company Secretary led the most recent evaluation of the board in February 2024. The evaluation confirmed that the board continued to operate effectively.

The evaluation was structured around seven key areas, each addressed through a series of critical questions that all directors responded to through an online survey.

The key recommendations from the evaluation include to carry out a review of the board and company's purpose and values and to spend more time discussing the delivery and execution of the group's long-term strategy.

The board's succession plan is the role and responsibility of the Nomination Committee, to ensure that the board is comprised of appropriately skilled and capable individuals. The Nomination Committee Chair will identify gaps in the skill set required to oversee the board's development and will seek to recruit suitably qualified individuals with support from the Chief People Officer.

8. Promote a corporate culture that is based on ethical values and behaviours

The group is guided by its values of Passion, Agility, Creativity, Commercial and Teamwork. The group prides itself on its inclusive culture and team spirit, and in operating in a fair and sustainable manner.

The group takes the welfare of all its employees extremely seriously and continues to invest in its people, who are encouraged to develop and grow with the business. The group continually strives to improve the working environment and benefits of its people. This is done by listening to and actioning feedback given through the open Your Voice sessions and internal HR channels, with immediate attention paid to any concerns raised. The group is continually improving the support provided to managers to help ensure they are leading and ensuring the people in its organisation feel valued and are listened to, shown in the significant investment made to upgrade all the facilities and working environment.

Further information can be found on page 22 of this report.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board

The board has a formal schedule of matters reserved to it for decision, including approval of strategic plans and the annual operating plan, significant investments and capital projects, treasury and risk management policies. All directors take decisions objectively in the interests of the group. Further details of the roles and responsibilities of the directors is set out at principle 6.

The group continues to look at how best to improve its corporate governance and is constantly looking for ways to strengthen its board, while ensuring that the business is led by people with the right experience, passion and enthusiasm. During the year, the board appointed a new CFO, Deputy Chairman and Chair of the Audit Committee, all with significant retail experience.

The strengthened board structure has substantially enhanced the bandwidth to execute its multi-brand strategy and provide oversight of key risks and opportunities. The structure enables the directors to use their extensive commercial experience in developing the wider group and its strategy for the benefit of the group's stakeholders.

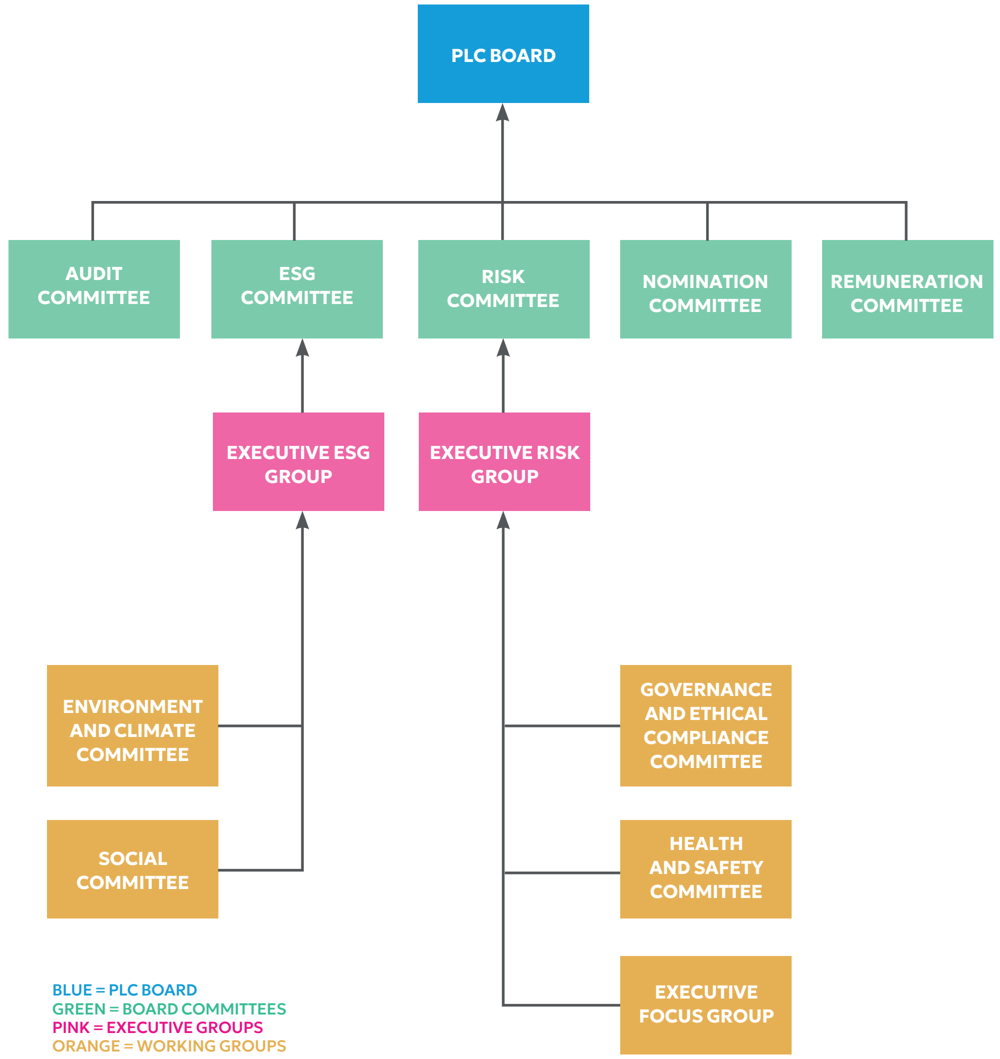
In summary, this structure enables the retention of key skill sets within the group while facilitating the enhancement of the executive and non-executive director base and the continuing development of the board and committee membership otherwise in line with the QCA Code's key principles.

GOVERNANCE FRAMEWORK

The board's governance framework is designed to provide sufficient oversight of key strategic matters, risks and opportunities.

The Executive ESG Committee and sub-committees undertake key activities to drive and execute the group's ESG strategy. The Audit, Nomination, Risk and Remuneration Committees have also each been assigned respective responsibilities for oversight of discrete ESG matters that are most consistent with their current responsibilities and area of expertise.

The terms of reference for each committee are published on the group's website or are available on request from the Company Secretary. The roles and responsibilities of each committee are detailed below.



Audit Committee
John Goold is the Chair of the Audit Committee, which has primary responsibility for monitoring the quality of internal controls, ensuring that the financial performance of the company is properly measured and reported on and reviewing reports from the group's auditors relating to the group's accounting and internal controls, in all cases having due regard to the interests of shareholders. Iain McDonald and Kirsty Britz are the other members of the Audit Committee.

The Audit Committee meets at least three times a year. Matters considered at these meetings include:

- reviewing and approving the annual report and financial statements for the year and half year-end;
- discussion with the external auditors to confirm their independence and scope for audit work;
- considering the reports from the external auditors identifying any accounting or judgemental issues requiring the board's attention and the auditors' assessment of internal controls;
- reviewing and approving the group's tax strategy;
- considering the work of the corporate social responsibility and supplier conformance functions;
- reviewing compliance with minimum pay legislation and fairness at work procedures; and
- considering the adequacy of the whistle-blowing facility, the anti-bribery training and monitoring and data protection policy and procedures.

The Audit Committee Chair maintains dialogue with the auditors outside of the scheduled meetings and meets with the auditors without the presence of executive directors and members of the finance team.

The group's internal audit function is overseen by and reports independently to the Audit Committee.

The Audit Committee reports to the board on the effectiveness, value and independence of the auditors on an annual basis. The board is satisfied with the independence and objectivity of PKF Littlejohn LLP.

Risk Committee
The Chair of the Risk Committee is Tim Morris. This Committee reviews management's recommendations on risk management, particularly in relation to the structure and implementation of the risk strategy, system of governance, risk management framework, the quality and effectiveness of the related internal controls and reporting processes, risk appetite limits and exposures, and the overall risk profile of the business. The Risk Committee meets at least four times a year. John Goold and Kirsty Britz are the other members of the Risk Committee.

The responsibilities and activities of the Risk Committee are set out in more detail in the Risk Management Report on page 40.

Nomination Committee
Tim Morris is the Chair of the Nomination Committee, which identifies and nominates, for the approval of the board, candidates to fill board vacancies as and when they arise. The Committee also considers matters of succession planning. The Nomination Committee meets at least once a year and otherwise as required. Alistair McGeorge and Iain McDonald are the other members of the Nomination Committee.

Remuneration Committee
The Chair of the Remuneration Committee is Iain McDonald. This Committee reviews the performance of the executive directors and determines their terms and conditions of service, including their remuneration and the grant of share awards, having due regard to the interests of shareholders. The Remuneration Committee meets at least twice a year. Alistair McGeorge and John Goold are the other members of the Remuneration Committee.

The responsibilities and activities of the Remuneration Committee are set out in more detail in the Directors' Remuneration Report on page 105.

ESG Committee
The Chair of the ESG Committee is Kirsty Britz. The ESG Committee advises the board on the effectiveness of the company's ESG strategy and management of ESG risks and opportunities. The ESG Committee meets at least four times a year. Tim Morris, John Goold and Carol Kane are the other members of the ESG Committee.

Matters considered at these meetings include:
- considering updates on the company's progress towards achieving its targets regarding climate change, raw materials sourcing, waste management, circularity and other environmental impacts such as biodiversity, water, chemicals and microplastics;
- receiving updates on the group's social impact strategy and actions, ensuring focus on issues of most material impact and opportunity; and
- reviewing the governance and effectiveness of the integration of environmental and social impact into the company's operations, policies, practices and product development.

The company's ESG Report can be found on page 64.

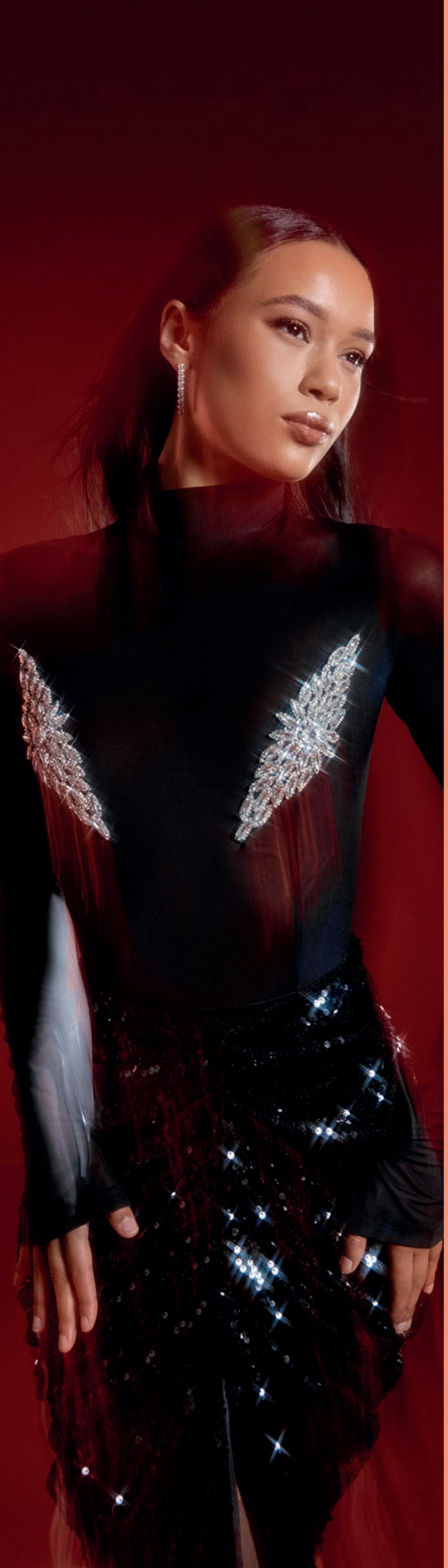
BUILD TRUST

10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The AGM is an important opportunity for communication with both institutional and private shareholders and involves a short statement on the company's latest trading position. Shareholders may ask questions of the full board, including the Chairs of the Audit, Remuneration, Nomination, Risk and ESG Committees.

The result of the proxy votes submitted by shareholders in respect of each resolution will be available on the company's website or on request to the Company Secretary.

As outlined at principle 2, the company maintains an active dialogue with its shareholders through a planned programme of investor relations.



DIRECTORS' REPORT

JOHN LYTTLE

STEPHEN MORANA

The directors present their Directors' Report and annual report and financial statements for the year ended 29 February 2024.

REGISTERED OFFICE

The registered office is :
3rd Floor, 44 Esplanade, St Helier, Jersey, JE4 9WG.

PRINCIPAL ACTIVITIES

The principal activity of the company is that of a holding company. The principal activity of its subsidiary undertakings is that of online clothing retailers.

BUSINESS REVIEW

The directors are required by Company Law to set out a fair review of the business, its position at the year-end and a description of the principal risks and uncertainties facing the group and to prepare the financial statements in accordance with applicable law and International Financial Reporting Standards ("IFRS") and UK-adopted International Accounting Standards ("UK-adopted IAS"). The review of the business on page 30 provides this review and financial position, and these are incorporated by cross-reference and form part of this report. The Corporate Governance Report on page 92 should be read as forming part of the Directors' Report.

RESULTS AND DIVIDENDS

Group loss after tax for the year to 29 February 2024 was £130.6 million (2023: £75.6 million loss). The audited financial statements for the year for the group can be found on page 136.

The directors do not recommend the payment of a dividend (2023: no divided) so that cash is retained in the group for capital expenditure projects that are required for the rapid growth and efficiency improvements of the business and for suitable business acquisitions and capital expenditure.

DIRECTORS AND COMPANY SECRETARY

The biographies of the directors who held office throughout the year and subsequently are set out on page 89. The Company Secretary is Thomas Kershaw.
The interests of the directors in the shares of the company and their share options and awards are detailed in the Remuneration Report on page 105.
The group maintains directors' and officers' liability insurance, which gives appropriate cover for any legal action brought against the directors. The group has also provided an indemnity for its directors, which is a qualifying third-party indemnity provision and was in place during the year and up to the date of approval of the financial statements.

SHARE CAPITAL AND RESTRICTIONS ON SALE OF SHARES

The authorised and issued share capital of the group and details of shares issued during the year are shown in note 24. The issued share capital as at 29 February 2024 was 1,268,865,215 shares of 1p.
Powers related to the issue and buy-back of the company's shares are included in the company's articles of association and such authorities are renewed annually by shareholders at the Annual General Meeting.

SHARE INCENTIVE PLAN TRUST

The Share Incentive Plan ("SIP") trust is used by the company to provide free shares as share incentives to its employees. The trustees are Link Asset Services, an independent UK professional body. The SIP trustee buys shares and holds them in trust for the benefit of employees who remain with the company for three years. The trust held 9.4 million shares as at 29 February 2024. The trustees may vote on the beneficiaries' shares in accordance with the beneficiaries' instructions.

SUBSTANTIAL SHAREHOLDERS

Shareholders holding more than 3% of the company's shares as at 29 February 2024:

Shareholder	Number of ordinary shares held	Percentage held
Frasers Group Plc	280,182,052	22.08%
Mahmud Kamani*	157,979,880	12.45%
Hargreaves Lansdown Stockbrokers Ltd	91,732,909	7.23%
Schroder Investment Management	90,700,949	7.15%
Camelot Capital Partners LLC	71,085,587	5.60%
Boohoo group plc EBT	59,221,357	4.67%
Interactive Investor	50,554,035	3.98%
Rabia Kamani*	50,709,141	4.00%
Umar Kamani*	38,318,727	3.02%

Shareholders marked as * are members of the concert party.

ASSESSMENT OF PROSPECTS AND VIABILITY

The group's business activities together with the factors that are likely to affect the future development, performance, position and risks of the group are set out in the review of the business on page 30. The directors considered the prospects of the group through an analysis of the markets for the group's product offering online in the UK and overseas and concluded that potential growth rates remain strong as the markets continue to develop as more customers become comfortable with online shopping. This provides great opportunities for future expansion. There is a diverse supply chain with no key dependencies, enabling sourcing to be dynamic. Major expense categories relate to carriage and marketing services, which are widely diversified amongst suppliers. The business model affords a great deal of flexibility in responding to demand and economic changes: the wide range of products and relatively low buy quantities reduce inventory risk; a large customer base across many countries reduces specific economic and fashion dependencies; retail customers pay at the time of order with a small risk of default; and the high marketing expenditure is very controllable over a short time period.
The group operates a regular budgeting, forecasting and long-range planning cycle, which is integrated with strategic plans and objectives. This planning cycle, in which the board is substantively involved, ensures, as far as is possible, that the profitability, cash flow and capital requirements of the business are

sufficient to ensure its ongoing viability. Annual budgets, against which performance is compared, are prepared in advance of the next financial year. A cadence of weekly, monthly and quarterly forecasts is operated to monitor, control and report on performance in the current financial year. These forecasts form the basis upon which the board satisfies its requirements to update stakeholders with relevant financial performance and prospects. Twice a year, five-year financial plans are prepared to assess the medium and longer-term prospects of the group and its finance requirements, based on its strategic plans. The directors have reviewed the group's profitability in the five-year plans, the annual budgets and medium-term forecasts, including assumptions concerning capital expenditure and expenditure commitments and their impact on cash flow. The directors consider that a five-year plan is the appropriate period to project financial plans with a reasonable level of certainty in line with their current strategic objectives. A sensitivity analysis was performed on the five-year plan in which revenue was assumed to grow at 10% less than the most reasonable base case. The results of this test showed that the facilities and cash generation were sufficient for the group to continue trading with a comfortable margin of error.

Based on their assessment of prospects and viability, the directors confirm that they have a reasonable expectation that the group will be able to continue in operation and meet its liabilities as they fall due in the five-year period ending 28 February 2029.

GOING CONCERN

Having considered the prospects and viability as detailed above, the directors considered it appropriate to prepare the financial statements on the going concern basis, as explained in the basis of preparation in note 1 to the financial statements.

FINANCIAL RISK MANAGEMENT

Financial risk management is detailed in note 28 to the financial statements.

HEALTH AND SAFETY

The group is committed to providing a safe place of work for employees. Group policies are reviewed on a regular basis to ensure that policies regarding training, risk assessment, safe working and accident management are appropriate. There are designated officers responsible for health and safety and issues are reported at each board and executive meeting.

GREENHOUSE GAS EMISSIONS

The group recognises that its global operations have an environmental impact and has responsibility to understand, manage and minimise such impacts. That is why the group's goals have been aligned with science-based targets and reduction of carbon emissions year-on-year in line with the Paris Agreement.
Awareness of the UK reporting obligations under The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, is key which the board is following voluntarily as a Jersey registered company. Enhancing energy and carbon reporting to meet these requirements will increase the transparency with which the group communicates its environmental impact to stakeholders. The section on carbon reporting on page 51 is incorporated into this report by cross-reference.

STATEMENT ON DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

INDEPENDENT AUDITORS

The auditors, PKF Littlejohn LLP, have indicated their willingness to continue in office and a resolution that they be reappointed will be proposed at the Annual General Meeting.

ANNUAL GENERAL MEETING

Further details of the format and date of the Annual General Meeting will be communicated to shareholders in due course and in the usual way and the notice of the meeting will be available to view on the group's website www.boohooplc.com at least 21 days before the meeting.

On behalf of the board

John Lyttle
Stephen Morana
8 May 2024

DIRECTORS' REMUNERATION REPORT

Annual statement by the Chair of the Remuneration Committee

IAIN MCDONALD
Chair of the Remuneration Committee

Dear shareholder,
I am pleased to present the report of the Remuneration Committee (the **Committee**) on behalf of the directors. This Directors' Remuneration Report will be put to an advisory shareholder vote at the forthcoming Annual General Meeting.

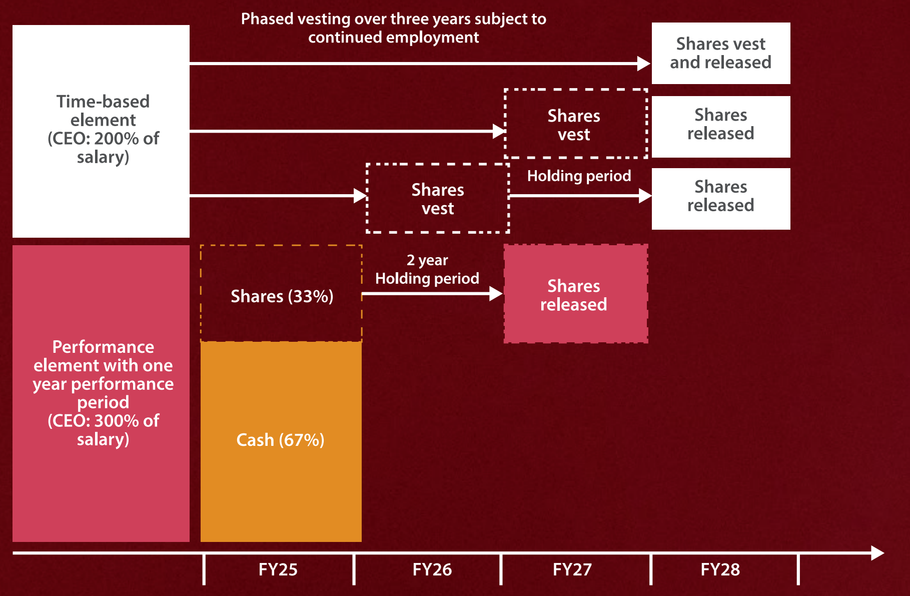
Remuneration philosophy
Our approach to remuneration is governed by the Directors' Remuneration Policy. The primary objectives of the Policy continue to be to attract and retain the highest calibre directors and to design remuneration which promotes the long-term success of the group. To put these objectives into effect, the group provides the opportunity for executives to receive short-term and long-term variable pay, dependent upon appropriate performance conditions, ensuring a clear link is established between shareholder value creation and the pay of directors.

Review of Remuneration Policy
Context
Each year, the Committee reviews overall levels of pay and the operation of the incentive arrangements for Executive Directors to ensure they remain appropriate in light of the current business strategy and the interests of shareholders.

During the year, the Committee commissioned a comprehensive review of the approach to remuneration for senior management and Executive Directors. Working with its executive remuneration advisors, the Committee has conducted a detailed review of the overall remuneration structure, taking into consideration the group's strategic objectives, developments in market practice over recent years, the views of the management team, the external environment in which the group operates and feedback received from major shareholders.

Summary of proposals
As a result of this review, the Committee is proposing a refreshed approach to incentivising Executive Directors and senior management, in order to ensure that the key drivers and talent are appropriately motivated and remain in place to deliver future growth. The Committee is proposing to simplify the Policy by replacing the existing annual bonus and performance share plan with one single incentive going forward, the Boohoo Incentive Plan which will be put forward to shareholders for approval at the forthcoming Annual General Meeting.

The Boohoo Incentive Plan will combine the existing annual bonus and LTIP into one single incentive plan, with a blend of time- and performance-based awards which provide clearer line of sight for participants and a more effective retention tool, while maintaining a strong link to shareholder value creation through share deferral. The operation of how the incentive plan will operate in practice is illustrated below.



The rationale for the new Boohoo Incentive Plan is as follows

- Increased line of sight - feedback from the business indicated that the existing LTIP was not motivational in a cyclical industry, which has meant that setting meaningful and challenging long-term targets has been challenging for the group. In contrast, the use of one year targets improves line of sight for management, and is likely to have a greater motivational effect on participants to achieve targets over the shorter term.
- Effective retention tool - the Remuneration Committee are acutely aware that the business is operating in an extremely competitive market for talent and therefore needs an incentive structure which provides a meaningful retention tool with appropriate line of sight over performance outcomes for participants. In the current environment it is critical that participants remain motivated and focussed quickly to deliver on strategic priorities to support the long-term growth of the group and feel they are being recognised for this.
- Long-term shareholder alignment - while performance measurement under the new incentive will be measured on an annual basis, in line with institutional guidelines a material proportion of total remuneration is delivered over the long term. The Committee believes that the significant level of deferral and delivery in shares, with vesting subject to continued employment and an ongoing level of performance, will provide strong long-term alignment with shareholders.
- Simpler - the replacement of the annual bonus and performance share plan with one variable remuneration plan simplifies the structure of remuneration, and ensures clear understanding for all stakeholders including participants and shareholders. The introduction of a time-based element strengthens the simplicity of the arrangements.

  The Committee is confident that this new structure will support the long-term success of the group as it navigates the challenging current macro environment and the difficulty in setting targets over the long term that this creates.

The Remuneration Committee is committed to complying with the principles of good corporate governance in relation to the design of the Directors' Remuneration Policy. As such, the group's Policy takes account of the UK Corporate Governance Code and also the QCA Corporate Governance Code, against which the group formally reports compliance. The Committee also considers other best practice guidance, for example the QCA Remuneration Committee Guide and the Investment Association's Principles of Remuneration, as far as is appropriate to the group's management structure, size and listing. The group also endeavours in this report to provide information on the Remuneration Policy and its implementation in a manner broadly consistent with the reporting regulations as they apply to Premium Listed companies.

Iain McDonald
Chair of the Remuneration Committee

UK CORPORATE GOVERNANCE CODE

As indicated in the Remuneration Committee Chair's annual statement, the remuneration policy takes into account the provisions of the UK Corporate Governance Code, despite the group not being formally required to report the extent of its compliance against the Code as an AIM listed business. The Remuneration Committee believes that, in the vast majority of areas, the remuneration policy complies with the principles and provisions of the Code.

The main point where the policy is not currently fully compliant with the Code is that certain share awards do not have a total vesting and holding period of five years or more. However, the stretching nature of the Growth Plan means that the majority of the tranches will have a five-year term and in addition the executive directors are obliged to comply with shareholding requirements which apply for a period of time following cessation of employment. As such, the Committee believes that the current structures are sufficiently long-term in nature.

The Committee has considered the principles set out in the Code and believes that the policy sufficiently addresses these principles, as set out below:

Clarity	The remuneration policy and its application are set out in detail in this Directors' Remuneration Report, providing shareholders with full information on all elements of directors' pay and how the policy is set. The level of detail provided reflects the Committee's desire to report in line with best practice, and the vast majority of the reporting requirements for Premium Listed companies have been adopted.
Simplicity	The Committee believes that simple remuneration structures based around easily understood performance measures are likely to be the most effective in terms of incentivising over-performance. For example, the Boohoo Incentive Plan rewards performance against a relatively small number of financial and non-financial metrics whilst the Growth Share Plan only pays out if there is a significant increase in the market capitalisation of the group.
Risk	The remuneration policy is designed to be compatible with the group's risk policies and systems. The policy rewards strong levels of growth in the business and has been instrumental in the group's success since admission. Over the last few years changes to the incentive schemes have provided additional reassurance that executives would not be focused solely on growth without due recognition of wider stakeholder interests; for example there are ESG performance measures in the Boohoo Incentive Plan.
Predictability	The extent of potential remuneration outcomes for directors is clear from the policy and implementation disclosures in this report. There is a limit on the size of payments under the Boohoo Incentive Plan. Although there are a wide range of potential outcomes under the Growth Share Plan, the awards are capped in the sense that individual participants cannot earn more than specified amounts.
Proportionality	The incentive schemes are designed to support strategic growth programme as the group strives to lead the fashion e-commerce market globally. The schemes operate with ambitious targets, which are closely aligned to the growth aspirations of the business. There is no potential for rewards for failure or poor performance.
Alignment to culture	The group's fast-moving and performance-driven culture has been integral to its success and the incentive schemes have been designed to reflect this approach. The changes discussed in this report will also help ensure that incentives take due account of the need for growth to be matched with a focus on the management of stakeholder relationships, which are critical to the long-term value of the group.

POLICY REPORT

Pay philosophy

The Remuneration Committee ("Committee") is responsible for determining, on behalf of the board, the group's pay philosophy and the policy on the remuneration of the executive directors, the Chairman and other senior executives of the group.

The aim of the remuneration policy is to ensure that high calibre senior executives are provided with remuneration which is designed to promote the long-term success of the group. The policy includes performance-related elements, which are transparent and stretching, to encourage enhanced performance and to reward, in a fair and responsible manner, individual contributions to the success of the group. The remuneration policy is designed to be compatible with risk policies and systems and to be aligned to the group's long-term strategic goals. The policy framework is structured so as to adhere to the principles of good corporate governance and has been developed taking into account the principles of the UK Corporate Governance Code and the QCA Corporate Governance Code.

The performance-related variable pay component makes up a significant proportion of the overall package for senior executives and is designed to incentivise the delivery of the group's growth strategy and other strategic and business objectives. The interests of the executives are designed to align with the interests of shareholders through encouraging equity ownership and, in support of this, awards under the group's equity incentive plans are made where appropriate.

Consideration of employment conditions elsewhere in the group

When setting the remuneration policy for executive directors, the Committee takes into account the overall approach to reward for, and the pay and employment conditions of, other employees in the group, especially when determining annual salary increases. This process ensures that any increase to the pay of executive directors is set in an appropriate context, especially relative to increases proposed for other employees. The Committee is also provided with periodic updates on employee remuneration practices and trends across the group.

The principle of encouraging senior executives to be shareholders in the business is reflected across the group as a whole and a key aim of the remuneration policy is to encourage widespread equity ownership across the whole employee base. In support of this objective, the group operates an approved SAYE option plan.

The Committee has not consulted directly with employees in designing the remuneration policy for the directors.

Consideration of shareholder views

The Committee pays close attention to the views of shareholders when setting the remuneration policy for executive directors. This includes consideration of shareholder voting on the Directors' Remuneration Report resolution at each AGM, the published guidelines of investors and their representative bodies and individual feedback received by the Committee.

Changes to the remuneration policy

As explained in the Annual Statement by the Chairman of the Remuneration Committee the group intends to combine the current annual bonus and LTIP opportunities into one single incentive opportunity under the Boohoo Incentive Plan for FY2025 to improve the line of sight for participants and provide a stronger retention tool, while maintaining a strong link to shareholder value creation through share deferral.

Summary of the group's remuneration policy

The table below provides a summary of the key aspects of the group's remuneration policy for executive directors.

Remuneration policy table for executive directors

Element	Purpose and link to strategy	Operation	Maximum opportunity	Framework used to assess performance
Base salary	• To aid recruitment and retention • To reflect experience and expertise • To provide an appropriate level of fixed basic income	• Reviewed annually, with any increase usually becoming effective from 1st April • Set initially at a level required to recruit suitable executives reflecting their experience and expertise • Any subsequent increase influenced by: - Scope of the role - Experience and personal performance in the role - Average change in total workforce salary - Group performance - External economic conditions, such as inflation • Account taken of practice in comparable companies (e.g. those of a similar size and complexity) • No recovery or withholding provisions apply	• Annual increases will generally be restricted to those below the average of the wider workforce • Increases beyond those awarded to the wider workforce (in terms of % of salary) may be awarded in certain circumstances such as where there is a change in responsibility or experience, or a significant increase in the scale or complexity of the role and/or size and value of the group	• The Committee reviews the salaries of executive directors each year taking due account of all the factors described in the salary policy
Boohoo Incentive Plan	• To reward the annual delivery of short to medium-term objectives relating to the business strategy • To provide a strong retention tool • To align the long-term interests of senior executives with those of shareholders	• Awards are granted annually • Part A of the awards will be payable following the end of the year subject to the achievement of targets set at the start of the year and continued employment • A minimum of one-third of any of Part A earned must be invested in shares and held for at least two years. The remainder of Part A is payable in cash • Part B of the awards will normally be granted in the form of [nominal/nil] cost options which will vest in equal tranches on the first, second and third anniversaries of grant subject to continued employment only. Vested shares from the first and second tranches must subsequently be held until the third anniversary of grant • All payments are at the discretion of the Committee • Not pensionable • Recovery provisions apply in certain circumstances at the discretion of the Committee (including where there has been a misstatement of accounts, an error in assessing any applicable performance condition, misconduct on the part of the participant, serious reputational damage to the group, and/or corporate failure)	• The maximum annual limit will be 500% of salary for executive directors, comprised of: Part A: Up to 300% of salary Part B: Up to 200% of salary • Awards are at the discretion of the Committee and may be made at lower levels	• Part A of the awards will be subject to performance conditions measured over a single financial year, with appropriate targets set and assessed by the Committee at its discretion • Financial measures that are identified as key indicators of success against the strategy (e.g. EBITDA and revenue) will represent the majority of Part A of the awards, with any other measures (e.g. strategic, ESG and/or personal objectives), where appropriate, representing the balance • 30% of maximum Part A will be payable for achievement of a Threshold level of performance, rising to 100% of maximum Part A for reaching Stretch targets • Targets are set and/or reviewed annually. Measures and weightings may change each year to reflect any year-on-year changes to business priorities at the discretion of the Committee • Targets for Threshold and Stretch performance will be disclosed retrospectively • Part B of the awards will not be subject to any formulaic performance conditions.

Remuneration policy table for executive directors
Continued...

Element	Purpose and link to strategy	Operation	Maximum opportunity	Framework used to assess performance
Growth Share Plan	• Intended to align the long-term interests of participants with those of shareholders • To drive long-term sustainable growth and deliver significant shareholder value	• The Growth Share Plan is divided into five distinct tranches. • Tranches 1 and 2 will vest on the first anniversary of the achievement of the relevant share price performance condition with tranches 3, 4 and 5 vesting on the third anniversary of the achievement of the relevant share price performance condition • Any vesting periods which have not come to an end by the fifth anniversary of the date of grant will continue for a maximum of a further 12 months • Recovery and withholding provisions apply in certain circumstances at the discretion of the Committee (including where there has been a misstatement of accounts, an error in assessing any applicable performance condition, misconduct on the part of the participant, serious reputational damage to the group, and/or corporate failure)	• The maximum potential pay-out for executive directors is as follows: - John Lyttle: £50m - Carol Kane: £20m (Carol will not participate in any award from either tranche 1 or tranche 2) • A further potential aggregate pay-out of £15m has been reserved for any new joiners during the measurement period	• Each tranche is subject to a stretching performance condition whereby a distinct 90-day average share price hurdle must be achieved
Pension	• To aid recruitment and retention • To provide an appropriate level of fixed income	• Executive directors may receive an employer's pension contribution or cash allowance	• Employer's defined contribution or cash allowance up to 5% of salary	n/a
Other benefits	• To provide a competitive benefits package	• Executive directors may receive benefits including health care, income protection and life assurance, as well as other standard group-wide benefits offered by the group from time to time • Executive directors are also eligible to participate in any all-employee share plans operated by the company on the same basis as for other eligible employees (and in line with relevant HMRC rules) – Mahmud Kamani and Carol Kane have chosen not to participate in these schemes	• The value of benefits may vary from year-to-year depending on the cost to the group	n/a
Shareholding requirement	• To support long-term commitment to the company and the alignment of executive director interests with those of shareholders	• The Remuneration Committee has adopted formal shareholding guidelines that will encourage executive directors to build up over a five-year period and then subsequently hold a shareholding equivalent to a percentage of base salary. Adherence to these guidelines is a condition of continued participation in the equity incentive arrangements • These guidelines will continue to apply for a minimum of two years following a director's cessation of employment	• 200% of salary for executive directors, rising to 400% of salary on maturity of the Growth Plan	None

Choice of performance measures and approach to target setting

The performance metrics and targets that are set for the executive directors via the various incentive arrangements are carefully selected to align closely with the group's strategic plan and key performance indicators.

Growth Plan

The primary performance measure of the Growth Share Plan is share price growth over a five-year period. The targets reflect the ambitious growth plans for the group and the performance measure ensures that executive directors' and senior managers' interests are fully aligned with shareholders.

Boohoo Incentive Plan

Part A of awards under the Boohoo Incentive Plan are predominantly determined on the basis of performance against financial measures, which are identified as the key indicators of success against the strategy that is set annually. In line with the approach for the annual bonus in previous years, additional non-financial metrics will be measured through Part A of the Boohoo Incentive Plan. The precise metrics chosen, along with the weightings of each, may vary from year to year. The Committee will review the performance measures and targets each year and vary them as appropriate to reflect the priorities for the business in the year ahead.

Differences in remuneration policy for executive directors compared to other employees

The Committee has regard to pay structures across the wider group when setting the remuneration policy for executive directors. The Committee, in particular, considers the general basic salary increase for the broader workforce when determining the annual salary review for the executive directors.

Overall, the remuneration policy for the executive directors is more heavily weighted towards performance-related and long-term elements of pay than for other employees. Long-term incentives are provided for those employees considered to have the greatest potential to influence overall levels of performance and those whose retention within the group is regarded as important. That said, a portion of the tranches awarded under the Growth Share Plan will be set aside for distribution to a wider employee population and to further the commitment to encourage widespread equity ownership, the group continues to operate a HMRC approved SAYE share option scheme.

The level of performance-related pay varies within the group by grade of employee and is informed by the specific responsibilities of each role as appropriate.

The Committee has not consulted directly with employees in designing the remuneration policy for the directors.

Service contracts and loss of office payments

Executive directors are not employed on fixed-term contracts. Service contracts normally continue until the executive director's agreed retirement date or such other date as the parties agree. The group's policy is that executive directors will be employed on a contract that can be terminated by the group on giving no more than one year's notice, with the executive director required to give up to one year's notice of termination.

A director's service contract may be terminated without notice and without any further payment or compensation, except for sums earned up to the date of termination, on the occurrence of certain events such as gross misconduct. The circumstances of the termination (taking into account the individual's performance) and an individual's duty and opportunity to mitigate losses are taken into account by the Committee when determining amounts payable on/following termination. The group's policy is to reduce compensatory payments to former executive directors where they receive remuneration from other employment during the compensation period. The Committee will consider the particular circumstances of each leaver on a case-by-case basis and retains flexibility as to at what point, and the extent to which, payments would be reduced. Details will be provided in the relevant Annual Report on Remuneration should such circumstances arise.

In summary, the contractual provisions are as follows:

Provision	Detailed terms
Notice period	Maximum of 12 months from both the company and the executive director
Termination payment	Payment in lieu of notice of base salary only, normally subject to mitigation and paid monthly(1) subject to the discretion of the Committee In addition, any statutory entitlements would be paid as necessary
Change of control	There are no enhanced provisions on a change of control

(1) The Committee may elect to make a lump sum termination payment (up to a maximum of 12 months' base salary) as part of an executive director's termination arrangements where it considers it appropriate to do so.

Boohoo Incentive Plan Part A on termination

There is no contractual entitlement to any payments from the Boohoo Incentive Plan on termination. At the discretion of the Committee a pro rata value in respect of Part A of an award may become payable in certain circumstances at the normal payment date for the period of active service only.

Boohoo Incentive Plan Part B and Growth Share Plan on termination

Any share-based entitlements granted under the group's share plans will be determined on the basis of the plan rules. In determining whether an executive director should be treated as a good leaver under the plan rules, the Committee will take into account the performance of the individual and the reasons for their departure and, in the event of this determination being made, will set out its rationale in the following Annual Report on Remuneration.

Approach to recruitment and promotions

The remuneration package for a new executive director would generally be set in accordance with the terms of the group's remuneration policy in force at the time of appointment and would be subject to the individual limits set out in the policy table above. In addition, with specific regard to the recruitment of new executive directors (whether by external recruitment or internal promotion), the remuneration policy will allow for the following:

- Where new joiners or recent promotions have been given a starting salary at a discount to the mid-market level, a series of increases above those granted to the wider workforce, in salary percentage terms, may be awarded over the following few years subject to satisfactory individual performance and development in the role.
- The Committee may offer additional cash and/or share-based elements when it considers these to be in the best interests of the group and its shareholders. Any such additional payments would aim to reflect the terms and value of remuneration relinquished when leaving the former employer.
- The Boohoo Incentive Plan would operate in accordance with the terms of the policy, subject to the overriding discretion of the Committee. Depending on the timing and responsibilities of the appointment, it may be necessary to set different performance measures and targets in the first year.
- For an internal executive appointment, any variable pay element awarded in respect of the former role would be allowed to pay out according to its terms, adjusted as relevant to take into account the appointment. In addition, any other ongoing remuneration obligations existing prior to appointment would continue.
- For external and internal appointments, the Committee may agree that the group will meet certain relocation expenses as appropriate.

For the appointment of a new Chairman or non-executive director, the fee arrangement would generally be set in accordance with the fee policy in force at that time.

External non-executive director positions

The group allows executive directors to hold external directorships subject to agreement by the Chairman on a case-by-case basis and, at the discretion of the Committee, to retain the fees received from those roles.

Non-executive directors' letters of appointment

The non-executive directors do not have service contracts with the group, but instead have letters of appointment. The letters of appointment are usually renewed every three years. Termination of the appointment may be earlier at the discretion of either party on one month's written notice for non-executive directors. None of the non-executive directors is entitled to any compensation if their appointment is terminated. Appointments will be subject to re-election at the Annual General Meeting by rotation.

Element	Purpose and link to strategy	Operation	Maximum opportunity
Fees	• To recruit and retain high calibre non-executives	• Fees are determined by the board, with non-executive directors abstaining from any discussion or decision in relation to their fees • Non-executive directors are paid an annual fee for all board duties, which will include an annual award of shares (with the value of shares normally determined at the market price in February of each year) • In relation to the cash element, fees are normally paid monthly n relation to the share element there will be certain restrictions that prevent the director selling these shares during the period of their appointment • Non-executive directors will not receive awards under any of the group's incentive arrangements or receive any pension provision • The fee levels are reviewed on a periodic basis, with reference to the time commitment of the role and market levels in companies of comparable size and complexity • In exceptional circumstances, if there is a temporary yet material increase in the time commitment for non-executive directors, the board may pay extra fees to recognise the additional workload • Non-executive directors shall be entitled to have reimbursed all expenses that they reasonably incur in the performance of their duties, including taxes payable thereon	• There is no cap on fees Fees may be increased to ensure they continue to appropriately recognise the time commitment of the role • Any increases will be referenced to fee levels for non-executive directors in general and to fee levels in companies of a similar size and complexity

ANNUAL REPORT ON REMUNERATION

This section of the Remuneration Report contains details as to how the group's remuneration policy was implemented during the year ended 29 February 2024.

Disclosure of directors' single-figure total remuneration for the year – audited information

The total single-figure remuneration of the directors during the year ended 29 February 2024 is set out below:

		Fixed remuneration			Variable remuneration		
		Base salary and fees	Benefits	Pension equivalent	Other	Annual bonus (1)	Total
	£	£	£	£	£	£	£
EXECUTIVE DIRECTORS							
Mahmud Kamani	**2024**	**494,909**	**8,064**	**–**	**–**	**1,000,000**	**1,502,973**
	2023	476,246	79,108	–	–	476,246	1,031,600
Carol Kane	**2024**	**494,909**	**4,250**	**24,745**	**–**	**1,000,000**	**1,523,904**
	2023	476,246	6,257	28,235	–	476,246	986,984
John Lyttle	**2024**	**676,329**	**3,029**	**33,817**	**–**	**1,000,000**	**1,713,175**
	2023	650,867	8,178	38,587	–	650,866	1,348,498
Neil Catto	**2024**	**26,523**	**220**	**1,326**	**409,183**	**–**	**437,252**
	2023	317,498	3,472	18,823	–	–	339,793
Shaun McCabe (2)	**2024**	**427,500**	**7,091**	**21,375**	**585,000**	**–**	**1,040,966**
	2023	227,179	997	9,375	–	187,500	425,051
Stephen Morana	**2024**	**16,200**	**43**	**810**	**–**	**–**	**17,053**
	2023	–	–	–	–	–	–
Executive directors	**2024**	**2,136,370**	**22,697**	**82,073**	**994,183**	**3,000,000**	**6,235,323**
	2023	2,148,036	98,012	95,020	–	1,790,858	4,131,926
NON-EXECUTIVE DIRECTORS							
Kirsty Britz	**2024**	**70,000**	**–**	**–**	**10,000**	**–**	**80,000**
	2023	70,000	–	–	10,000	–	80,000
Iain McDonald	**2024**	**79,167**	**–**	**–**	**20,000**	**–**	**99,167**
	2023	70,000	–	–	10,000	–	80,000
Tim Morris	**2024**	**82,500**	**–**	**–**	**10,000**	**–**	**92,500**
	2023	60,000	–	–	10,000	–	70,000
Brian Small	**2024**	**10,000**	**–**	**–**		**–**	**10,000**
	2023	120,000	–	–	20,000	–	140,000
Alistair McGeorge	**2024**	**110,462**	**–**	**–**	**20,000**	**–**	**130,462**
	2023	-	–	–	-	–	-
John Goold	**2024**	**58,872**	**–**	**–**	**10,000**	**–**	**68,872**
	2023	-	–	–	-	–	-
NON-EXECUTIVE DIRECTORS	**2024**	**411,001**	**–**	**–**	**70,000**	**–**	**481,001**
	2023	320,000	–	–	50,000	–	370,000
Total	**2024**	**2,547,371**	**22,697**	**82,073**	**1,064,183**	**3,000,000**	**6,716,324**
	2023	2,468,036	98,012	95,020	50,000	1,790,858	4,501,926

(1) 70% of the annual bonus payments to Mahmud Kamani, Carol Kane and John Lyttle will be paid in shares, with a vesting date in May 2025. The remaining £300,000 will be paid as a cash payment.
(2) Shaun McCabe served as a non-executive director until 3 October 2022 when he was appointed as the CFO. The 2023 amounts disclosed above include amounts relating to his remuneration as the CFO and fees earned as non-executive director (£40,833).

ANNUAL REPORT ON REMUNERATION

Continued...

Figures in the single total figure remuneration include the following for the financial year:

Base salary and fees	The amount of salary or non-executive directors' fees.
Benefits	The value of private medical insurance, income protection, life assurance, company car and fuel costs based on the taxable value and driver services.
Pension / Pension equivalent	Where an executive has elected to forego company pension contributions due to pension cap restrictions, an amount of up to 5% is paid as a supplementary element, being the company cost-neutral equivalent of the pension cost and employer's NI foregone.
Other	Any termination payments to Executive Directors who left the business in the financial period as well as the value of free shares issued to non-executive directors in the financial period as part of their fees.
Annual bonus	The amount of performance-related bonus receivable. Further details of the performance outcome can be found below.

Annual bonus

For the year ended 29 February 2024, Mahmud Kamani's, Carol Kane's and John Lyttle's maximum potential bonus was 300% of basic salary. The 2024 bonus targets were: 20% based on revenue; 30% on Adjusted EBITDA; 10% on Adjusted Free Cash Flow, 15% on ESG measures, 10% on international supply chain milestones, 10% on IT project delivery and 5% on new customer acquisition. Bonus entitlement targets were as follows:

	Bonus entitlement %
Financial target range	
Revenue target:	
Threshold £1,652 million	6%
Upper limit £1,818 million or more	20%
Adjusted EBITDA target:	
Threshold £63 million	9%
Upper limit £95 million or more	30%
Adjusted Free Cash Flow target:	
Threshold (£60 million)	3%
Upper limit Nil or more	10%
Non-financial targets	
Delivery against ESG measures	15%
International supply chain milestones	10%
IT project delivery	10%
New customer acquisition	5%

For the financial targets set out above, the amount of bonus payable varies on a sliding scale between the threshold and upper limit shown. For the financial year ended 29 February 2024, revenue was £1,460.8 million, Adjusted EBITDA was £29.2 million and Adjusted Free Cash Flow was -£63 million; therefore the formulaic bonus outcome for these elements was 0%.

The non-financial objectives were based on successfully delivering ESG measures (15% of the overall bonus), progress against international supply chain milestones (10% of the overall bonus), progress against IT project delivery (10% of the overall bonus) and new customer acquisition (5% of the overall bonus).

Using the formulaic outcome alone, the FY24 annual bonus out-turn was 0% of maximum.

However, the Remuneration Committee feels that the formulaic outcome is not an accurate reflection of the excellent work carried out during ta he year to set the business up for future success, nor will it ensure that the management team is motivated and retained throughout the next financial year which will be pivotal for the group's long-term success. As such, the Remuneration Committee determined to pay annual bonuses of 49.1% of maximum to John Lyttle and 67.1% of maximum to Mahmud Kamani and Carol Kane. Bonuses were subsequently payable as follows:

Name	Bonus % of salary	FY2024 Bonus	Of which paid in cash	Of which deferred into shares
Mahmud Kamani	201.4%	£1,000,000	£300,000	£700,000
Carol Kane	201.4%	£1,000,000	£300,000	£700,000
John Lyttle	147.4%	£1,000,000	£300,000	£700,000

Long-term share incentives

The executive directors hold options under the LTIP subject to the achievement of performance conditions as follows:

Name	Option scheme	No. of ordinary shares under option	Exercise price (p)	Date of grant	Exercise period
Mahmud Kamani	2022 LTIP	1,738,230	1p	01/07/2022	01/07/2025 - 01/07/2032
Carol Kane	2022 LTIP	1,738,230	1p	01/07/2022	01/07/2025 - 01/07/2032
John Lyttle	2022 LTIP	2,375,568	1p	01/07/2022	01/07/2025 - 01/07/2032

2022 grant

The performance targets for the options granted on 1 July 2022 are based on the achievement of the following key criteria:

Performance metric	Weighting	Threshold (25% vesting)	Maximum (100% vesting)
Relative Total Shareholder Return compared to the constituents of the FTSE 250 index (excluding investment trusts)	40%	Median ranking	Upper quartile ranking
Adjusted Earnings per Share	20%	18p	23p
Compounded Annual Revenue Growth	20%	12% CAGR from FY2022 revenue figure	17% CAGR from FY2022 revenue figure

ANNUAL REPORT ON REMUNERATION

Continued...

The remaining 20% of the 2022 LTIP grant relates to three key performance indicators from our broader ESG agenda. We have set a framework for their assessment, in each case by the end of FY2025, as set out below:

- CLOTHES. MADE SMARTER
  - All our polyester and cotton products will contain recycled or more sustainably sourced materials
  - Resale and/or end-of-life offers available across all brands
  - All customer garment packaging will be reusable, recyclable or compostable.
- SUPPLIERS. ON BETTER TERMS
  - All products from manufacturing units in the UK will come from suppliers that can demonstrate they are sending zero waste to landfill
  - Publicly demonstrate continued progress, post Agenda for Change, on ethical and sustainable supplier management programme, resulting in improvements in worker standards and rights
- OUR BUSINESS. TAKING ACTION
  - Climate change embedded in risk management and board-level commercial decisions to assess the impact of commercial decisions on achieving SBTi targets. On track to achieve carbon reductions across value chain aligned with SBTi equivalent to 52% emissions, relative to growth
  - To receive independent external recognition via an award, accreditation or kitemark for:
    - Being an organisation that cares about doing things right and values its people; or
    - Being an organisation that has a genuine and authentic commitment to driving diversity and inclusion

Performance will be measured over a three-year period to the end of FY2025. Minimum 'threshold' and 'stretch' targets have been established by the Committee against these criteria. The EPS element vests on a straight-line basis between target intervals from 18p for a 25% vesting to 23p for 100% vesting. The TSR element vests on a straight-line basis between target intervals from median TSR performance against the comparator group for 25% vesting to upper quartile TSR performance for a 100% vesting.

Conditional Share Awards

Shaun McCabe was granted a Conditional Share Award as part of his recruitment to the Chief Financial Officer role in respect of the loss of benefits which lapsed on leaving his previous employment. The vesting of the award was conditional on Shaun's continued employment as the group's CFO according to the following schedule:

Grant Date	No. of ordinary shares under option	Vest Date
03/10/2022	1,253,109	01/05/2023
03/10/2022	1,575,812	01/05/2024
03/10/2022	244,857	01/05/2025

When Shaun stepped down from the CFO role on 22 January 2024 he forfeited any awards which had not reached their vest date. As a result a total of 1,820,669 options lapsed, those being the awards due to vest in May 2024 and May 2025 respectively.

All-employee Share Incentive Plan ("SIP")

The HMRC-approved all-employee Share Incentive Plan purchases shares and holds them in trust for the benefit of employees who remain with the group for three years. There are no performance criteria for the SIP shares. The directors hold the following options over shares under this scheme:

Name	No. of ordinary shares held in trust	Purchase price (pence)	Date of grant	Maturity date
John Lyttle	884	226.12	23/08/2019	23/08/2022
John Lyttle	974	369.55	19/02/2021	19/02/2024
John Lyttle	3,136	114.78	13/01/2022	13/01/2025

Save As You Earn share scheme ("SAYE")

The HMRC-approved all-employee Save as You Earn scheme allows employees to purchase shares at a discount of up to 20% of market price at the date of grant on the future option date. There are no performance criteria for the SAYE shares. The directors hold the following options over shares under this scheme:

Name	Estimated shares to be purchased at option date	Option price (pence)	Date of grant	Option date
John Lyttle	60,000	30.00	07/11/2022	01/12/2025

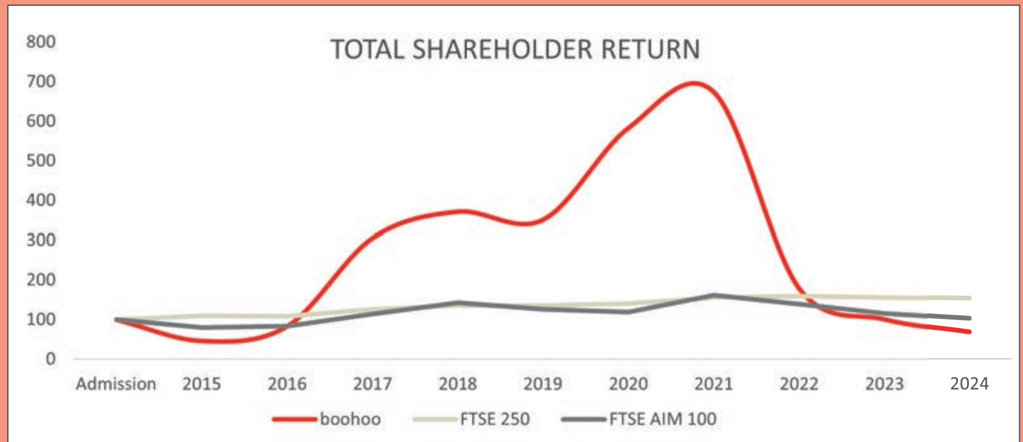
Performance graph and table

The graph below illustrates the group's Total Shareholder Return since Admission in March 2014 relative to two broad equity market indices, the FTSE AIM 100 index and the FTSE 250 index.

The table below sets out the total remuneration of the CEO over the period since Admission, as disclosed in the Single Figure table in each year's Directors' Remuneration Report. Mahmud Kamani and Carol Kane served as Joint CEOs until John Lyttle's appointment in March 2019.

	2015		2016		2017		2018		2019		2020	2021	2022	2023
	Mahmud Kamani	Carol Kane	Mahmud Kamani	Carol Kane	Mahmud Kamani	Carol Kane	Mahmud Kamani	Carol Kane	Mahmud Kamani	Carol Kane	John Lyttle	John Lyttle	John Lyttle	John Lyttle
Total Single Figure (£000)	217	235	379	390	396	410	893	914	1,062	1,072	2,702	1,578	1,389	1,348
Total Single Figure (£000) Annual bonus payment (% of maximum)	0%	0%	90%	90%	100%	100%	100%	100%	100%	100%	100%	100%	75%	50%
LTIP vesting level (% of maximum)(1)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(1) During their tenure as Joint CEOs, Mahmud Kamani and Carol Kane did not participate in long-term incentive arrangements. For John Lyttle, there were no long-term incentives which vested in respect of FY2020, FY2021 or FY2022. This excludes the shares he received as compensation for the loss of short and long-term incentives, which lapsed on leaving his previous employer, as disclosed in the 2020 Directors' Remuneration Report.



The graph illustrates the group's Total Shareholder Return since Admission in March 2014 relative to two broad equity market indices, the FTSE AIM 100 index and the FTSE 250 index.

ANNUAL REPORT ON REMUNERATION
Continued...

Chief Executive's remuneration compared to all other employees of the group

Percentage change of Chief Executive's base salary in the year compared to that of all employees:

Percentage increase in Chief Executive's annualised base salary	4.0%
Average percentage increase in all employees' base salaries	8.1%

The Chief Executive's total single figure remuneration ratio to the equivalent pay for the lower quartile, median and upper quartile UK employees, calculated using option A of the Companies (Miscellaneous Reporting) Requirements 2018 is as follows:

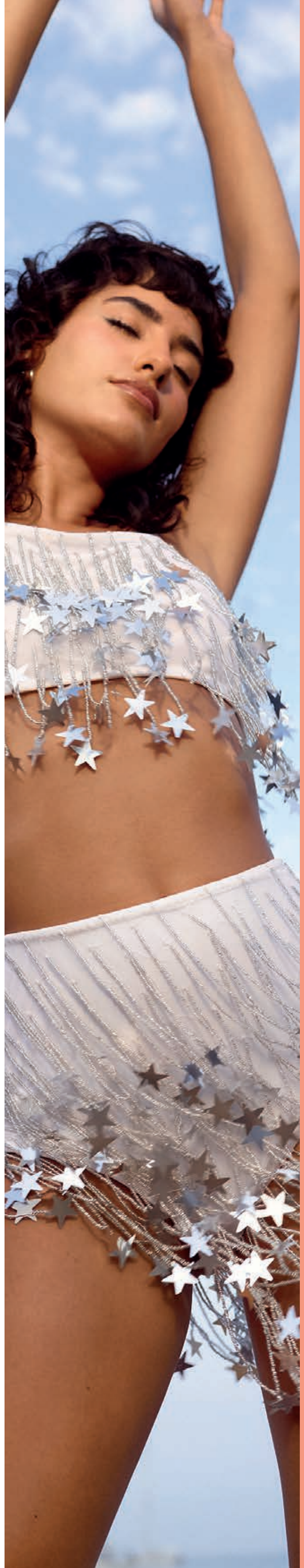
Year	25th percentile ratio	50th percentile ratio	75th percentile ratio
2024	**71:1**	**63:1**	**48:1**
2023	59:1	52:1	37:1
2022	63:1	53:1	39:1
2021	76:1	65:1	49:1
2020	151:1	130:1	95:1

Option A was chosen as it represents the most accurate means of identifying the relevant employees at each percentile level.

The workforce comparison is based on data for the years ended 28 / 29 February. The median is considered to be representative of the wider pay and reward of the UK workforce. The group believes that the median pay ratio accurately reflects the comparison between the CEO's remuneration and the pay for UK employees and is consistent with wider pay, reward and progression policies affecting UK employees.

There is an obvious differential between the pay for the CEO and for the wider employee base, with the CEO's remuneration reflecting market norms for leaders of listed companies. For all employees, the group strives to offer a competitive pay and benefits package relevant to the roles performed. This includes participation in the SAYE share scheme (offered to all eligible employees) and, at more senior levels, participation in additional bonus and long-term incentive schemes.

Pay data £000	2024		2023		2022		2021	
	Base salary	Total pay and benefits	Base salary	Total pay and benefits	Base salary	Total pay and benefits	Base salary	Total pay and benefits
Chief Executive remuneration	678	1,713	651	1,352	637	1,389	615	1,578
UK employees 25th percentile	22	24	22	23	20	22	19	21
UK employees 50th percentile	24	27	25	26	23	26	21	24
UK employees 75th percentile	33	36	33	36	32	36	29	32



Directors' interests in shares

The table below sets out the beneficial and non-beneficial interests in the number of ordinary shares as at the year end.

Name	Beneficially owned at 28 February 2022	Free share award under NED remuneration policy	Shares acquired during the year	Shares disposed of during the year	Beneficially owned at 29 February 2024	As a % of share capital	Outstanding share options	Shares held under SIP	SAYE options granted	Total interests in shares at 29 February 2024
Mahmud Kamani	157,979,880	–	–	–	157,979,880	12.45%	2,124,856	–	–	160,104,736
Carol Kane	20,000,000	–	–	–	20,000,000	1.58%	2,124,856	–	–	22,124,856
John Lyttle	188,172	–	–	–	188,172	0.01%	3,497,380	4,994	60,000	3,750,546
Stephen Morana	-	–	–	–	129,097	0.01%	–	–	–	129,097
Kirsty Britz	30,592	29,473	–	–	60,065	0.00%	–	–	–	60,065
Iain McDonald	751,928	58,945	–	–	810,873	0.06%	–	–	–	810,873
Tim Morris	46,262	29,473	–	–	75,735	0.01%	–	–	–	75,735
John Goold	–	29,473	–	–	29,473	0.00%	–	–	–	29,473
Alistair McGeorge	–	58,945	–	–	58,945	0.00%	–	–	–	58,945

Growth Plan

On 8 March 2023 following shareholder approval of the Growth Share Plan, John Lyttle, Carole Kane and Shaun McCabe subscribed for Growth Plan awards of 14,668, 4,528 and 7,334 C ordinary shares of 0.1p each ("C Ordinary Shares") respectively in boohoo Holdings Limited, an intermediary holding company of the group.

Eligibility

The awards granted to the executive directors are as follows:

Name	Role	Share of executive director portion of total award size (as at the date of the performance conditions being achieved)
John Lyttle	CEO	28.6% (up to £50.0m)
Shaun McCabe	CEO	14.3% (up to £25.0m)
Carol Kane	Co-founder	11.4% (up to £20.0m)

Vesting hurdles and award sizes

The Growth Plan awards is divided into five distinct tranches, each subject to a performance condition whereby a distinct 90-day average share price hurdle must be achieved within an overall five-year measurement period from the date of grant as set out below:

	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5
Hurdle boohoo share price[2]	95p	158p	237p	316p	395p
Implied market cap	£1.2bn	£2.0bn	£3.0bn	£4.0bn	£5.0bn
Award size as at the date of the performance condition being achieved[1]	£17.5m	£25.0m	£37.5m	£40.0m	£55.0m
Implied shareholder value created over the term of the plan[1]	£0.6bn	£1.4bn	£2.4bn	£3.4bn	£4.4bn

(1) Assuming the whole tranche is awarded and subsisting
(2) Carol Kane will not participate in any award either from tranche 1 or tranche 2

Holding period

Once the performance condition for each tranche has been achieved, the awards will vest on a subsequent anniversary, in each case, subject to an individual participant's continued employment (or an individual participant having become a 'Good Leaver') over the intervening period of time, and assuming no earlier change of control of the company, as set out below:

- Tranches 1 and 2 will vest on the first anniversary of the achievement of the relevant share price performance condition
- Each of tranches 3, 4 and 5 will vest on the third anniversary of the achievement of the relevant share price performance condition
- Any vesting periods which have not come to an end by the fifth anniversary of the date of grant will continue for a maximum of a further 12 months

Leaving employment

'Good Leavers' are defined as those who cease to be an employee of a group company as a result of death, ill health, injury or disability, a relevant transfer within the meaning of the Transfer of Undertakings 10 (Protection of Employment) Regulations 2006 or the company in which the participant is employed ceasing to be under the control of the group.

Awards held by participants who are Good Leavers prior to a vesting date will vest on the normal vesting date and will be pro-rated for time to reflect the proportion of time between acquisition and the date on which the relevant performance condition is/was satisfied during which the Good Leaver was an employee. Awards for all other leavers prior to a vesting date will lapse in full.

Malus and clawback

The Growth Plan provides customary clawback and malus provisions, which allow the Remuneration Committee discretion to require repayment in defined circumstances.

Change of control of the group

The vesting periods set out above will end sooner than these dates upon a change of control of the group by virtue of a takeover or statutory scheme of arrangement. The price per share at which any relevant change of control occurs will be deemed to have been the 90-day average for the purpose of determining vesting against applicable tranche hurdles. Where that price per share is between two hurdles, awards will be treated as vesting at the level of the higher hurdle but with the award size scaled back pro tanto.

Composition of the Remuneration Committee

The members of the Committee for the financial year were Iain McDonald (Chair), Tim Morris, Alistair McGeorge and John Goold. If requested by the Committee, executive directors are invited to attend meetings in order to provide information and advice, to enable the Committee to make informed decisions. Each director is, however, specifically excluded from any matter concerning his own remuneration.

Representatives of the Committee's retained advisers may also attend meetings by invitation. The Company Secretary attends meetings as secretary to the Committee.

Advisers to the Remuneration Committee

During the year, the Committee received advice from PwC on remuneration matters and reporting. The total fees paid to PwC in respect of its services during the year were £26,250.

PwC is signatory to the Remuneration Consultants Group Code of Conduct and operates voluntarily under this Code, which sets out the scope and conduct of the role of executive remuneration consultants when advising UK listed companies. The Committee regularly reviews the external adviser relationship and is comfortable that the advice received during the year was objective and independent.

Shareholder voting at AGM

The table below sets out the results of voting on the Directors' Remuneration Report resolution at the AGM held on 22 June 2023:

Resolution	For	Against	Withheld
Approve the Directors' Remuneration Report for the year ended 28 February 2022	533,822,735 (67.52%)	256,805,264 (32.48%)	319,517

The Committee has reflected on the level of votes cast against the above resolution and has taken this into account when proposing the changes to the remuneration policy and its implementation as set out in this report.

IMPLEMENTATION OF REMUNERATION POLICY FOR THE YEAR ENDING 28 FEBRUARY 2025 – UNAUDITED

Base salary

The annual base salaries of the executive directors are as follows. The Committee has agreed salary increases of 3% with effect from 1 May 2024, as set out in the table below. These increases are below the average increase for the wider workforce of 5%.

		From 1 May 2024	From 1 April 2023
Mahmud Kamani	Group Executive Chairman	£511,395	£496,500
Carol Kane	Group Co-founder and Executive Director	£511,395	£496,500
John Lyttle	Chief Executive	£698,855	£678,500
Stephen Morana	CFO	£468,000	n/a

Pension and other benefits

Carol Kane and John Lyttle receive a 5% compensatory salary element for electing to discontinue receiving a company pension; this in line with the majority of colleagues' pension contributions. Stephen Morana receives a 5% company pension contribution. Mahmud Kamani does not receive a company pension contribution. Carol Kane, John Lyttle and Stephen Morana receive company health care benefits and life assurance. Mahmud Kamani receives life assurance cover only. Carol Kane also receives driver services and Mahmud Kamani receives driver services and a company fuel card.

Boohoo Incentive Plan

All of the executive directors are eligible to participate in the Boohoo Incentive Plan. The Committee oversees the operation of the plan, and any payments are at the discretion of the Committee. The maximum award for the year ending 28 February 2025 will be 500% of salary for each of Mahmud Kamani, Carol Kane, John Lyttle and Stephen Morana. As per the Directors' Remuneration Policy this will comprise Part A: 300% of salary and Part B: 200% of salary for each of the executive directors.

The value payable under Part A of the awards will be based on performance measured over the single financial year ending 28 February 2025. The performance targets for Part A are based on a combination of financial and non-financial performance measures as set out below:

• Adjusted EBITDA	20%
• Revenue (Net Sales / GMV)	16.67%
• Cash generation measures	13.33%
• ESG	10%
• Project delivery	6.67%

In respect of the remaining 33.33% of Part A opportunity, this will be subject to super-stretching Adjusted EBITDA targets where pay-outs will be delivered for achieving Adjusted EBITDA outcomes above the stretch target under the bonus arrangements set out above. Any pay-outs under Part A of the awards for FY2025 will be subject to a financial underpin such that a threshold Group Adjusted EBITDA must be reached before any payments are made.

This choice of metrics reflects measures that have been identified as key indicators of the group's success against its growth strategy, with non-financial metrics continuing to ensure that the management team is focused on driving sustainable performance as well as making continued progress against key project deliverables.

The amount of Part A of the awards payable will be calculated as a percentage of base salary modified by a factor linked to the performance targets. An equity deferral element for Part A will apply, such that a minimum of one-third of any of Part A of the awards must be invested in shares and held for at least two years. The remaining portion of Part A of the awards will be payable in cash immediately after the announcement of the financial results.

Part B of the awards will be granted in the form of [nominal/nil] cost options, and will vest subject to continued employment only in equal tranches on the first, second and third anniversaries of grant. Vested shares from first and second tranches of Part B of the awards must subsequently be held until the third anniversary of grant.

The Boohoo Incentive Plan targets, in relation to the financial year ending 28 February 2025, are considered to be commercially sensitive at this stage. Details of the targets, performance against those targets, and any payments resulting, will be disclosed in next year's Annual Report on Remuneration.

IMPLEMENTATION OF REMUNERATION POLICY FOR THE YEAR ENDING 29 FEBRUARY 2024 – UNAUDITED
Continued...

All-employee share plans

The company offered HMRC-approved SAYE plans in each of the financial years ending from 2016 to 2024 and it is intended that a further SAYE grant be offered for the financial year ending 28 February 2025. The executive directors are eligible to participate in the schemes on the same basis as other employees.

Remuneration for non-executive director

The non-executive directors all receive a fee and annual allocation of shares each year to cover all their duties. The current annual remuneration is:

		From 1 May 2024		From 1 April 2023	
Name		Share awards	Fees	Share awards	Fees
Kirsty Britz	NED and Chair of ESG Committee	£10,000	£72,100	£10,000	£70,000
Iain McDonald	NED and Chairman of Remuneration Committee	£20,000	£82,400	£20,000	£80,000
Tim Morris[1]	NED and Chairman of Nomination and Risk Committees	£10,000	£82,400	£10,000	£80,000[1]
John Goold[2] (appointed 7 April 2023)	NED and Chairman of Audit Committee	£10,000	£72,100	£10,000	£70,000
Alistair McGeorge	Deputy Chairman, and Senior Independent Director	£20,000	£123,600	£10,000	£120,000

(1) Tim Morris was appointed as Chairman of the Risk Committee in October 2022 and received an annual fee of £70,000 from this date until 30 April 2023. The increased fee of £80,000 for Tim Morris applies from 1 May 2023.

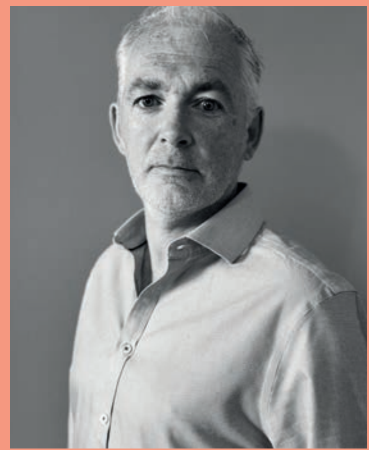
(2) John Goold was appointed as a non-executive director and Chairman of the Audit Committee on 27 April 2023 and therefore the fees set out above apply from 27 April 2023.

The above remuneration will be reviewed annually by the board.

Iain McDonald
Chair of the Remuneration Committee

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS

JOHN LYTTLE



STEPHEN MORANA

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable Jersey law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with UK-adopted International Accounting Standards ("IFRS").

Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law, 1991. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The directors confirm that, so far as they are aware, there is no relevant audit information of which the company's auditors are unaware. They have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

John Lyttle
7 May 2024

Stephen Morana
7 May 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOOHOO GROUP PLC

Opinion

We have audited the financial statements of boohoo group plc (the 'group') for the year ended 29 February 2024 which comprise the Consolidated statement of comprehensive income, the Consolidated statement of financial position, the Consolidated statement of changes in equity, the Consolidated cash flow statement and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards.

In our opinion, the group financial statements:

- give a true and fair view of the state of the group's affairs as at 29 February 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's ability to continue to adopt the going concern basis of accounting included the following audit procedures:

- Obtaining an understanding of the system of internal control in place around the preparation of the going concern forecast and future plans for the group through discussions with management;
- Obtaining management's going concern assessment for the period to 28 February 2026 and checking the mathematical accuracy of the supporting cash flow forecasts/budgets prepared;
- Comparing budgeted performance for the year ended 29 February 2024 against actual to assess management's historical forecasting accuracy;
- Comparing the supporting cash flow forecasts/budgets in the going concern assessment against other long-range cash flow forecasts prepared by management to ensure the consistency of key assumptions;
- Challenging management on the reasonableness of key inputs and assumptions underpinning the going concern assessment. These challenges included but were not limited to:
  - Performing sensitivity analysis on key inputs and assumptions to assess the headroom across the going concern period. Key inputs and assumptions included: (i) sales growth rates; (ii) gross profit margin; (iii) operating expenditure; and (iv) inflation;
  - Assessing management's reverse stress testing performed and corresponding mitigating actions;
  - Assessing management's assumptions against external factors and market trends for appropriateness;
  - Agreeing the opening cash position as at 1 March 2024 in the going concern assessment to the audited position as at 29 February 2024; and
  - Assessing the prospective accuracy of management's forecast in 2024 against post year-end bank statements and management accounts.
- Assessing the compliance with associated covenants and conditions of the Revolving Credit Facility across the going concern period to confirm its continued availability;
- Undertaking a review of subsequent events on matters impacting the going concern assessment; and
- Considering the adequacy of the disclosures in the financial statements.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of audit procedures on the individual financial statement line items and disclosures in evaluating the effect of misstatements, both individually and in aggregate, on the financial statements as a whole.

	Key considerations and benchmarks
Overall materiality	£5.1 million (2023: £5.9 million)
Basis for determining overall materiality	0.35% of revenue (2023: blended rate of 5% of adjusted loss before tax and 0.5% of revenue)
Rationale for the benchmark applied	The group has been loss making for successive financial periods and given the results for the year ended 29 February 2024, we deem it appropriate to base overall materiality for the financial statements on a revenue benchmark. Revenue represents a more consistent driver year-to-year in understanding the business as management develop the business model for profitability. As the economic environment for online retailers has stabilised since the Covid-19 pandemic, revenue will remain a more consistent measure of management's performance in delivering value to stakeholders and meaningful profits in future periods.
Performance materiality	£3.6 million (2023: £4.1 million)
Basis for determining performance materiality	70% (2023: 70%) of the overall materiality
Rationale for the benchmark applied	In determining the performance materiality, we have considered the following factors: • Our cumulative knowledge of the group and its environment, including industry specific factors; • The level of significant judgements and estimates; • The risk assessment and aggregation of risk and the effectiveness of controls; • The level of changes to the business in the period; • The control environment of the group's financial reporting controls and processes; and • The stability of key management personnel.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £0.2 million (2023: £0.3 million) for the audit of the group as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

For each component in scope of the group audit, we allocated a materiality that was less than the group materiality. The range of materiality allocated across the components was between £0.1 million and £5.0 million (2023: between £1.1 million and £5.9 million).

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOOHOO GROUP PLC

Continued...

Our approach to the audit

In designing our audit approach, we determined materiality and assessed risk of material misstatement in the financial statements. In particular, we looked at areas involving significant accounting estimates and judgements by the directors, including the valuation of inventory, the impairment of intangible assets and the valuation of investments in associates. Procedures were then performed to address the risks identified and for the most significant assessed risks of misstatement, the procedures performed are outlined below in the key audit matters section of this report. We re-assessed the risks throughout the audit process and concluded that the scope remained in line with that determined at the planning stage of the audit.

A full scope audit was performed on the financial information of the group's operating components located in the UK, with the group's key accounting function for all such components being based in the same location.

As a result of our materiality and risk assessments, we determined which components required a full scope audit of their financial information, with consideration of their significance to the group based on their contribution to the group's revenue and their risk characteristics. On this basis, we scoped in seventeen (2023: sixteen) components requiring a full scope audit of their financial information, of which eight (2023: eight) were considered to be financially significant components. The additional nine (2023: eight) components subject to a full scope audit were selected due to specific risk characteristics and due to the presence of material classes of transactions and account balances. The remaining twenty-three (2023: twenty-three) components were subjected to analytical procedures at the group level.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our scope addressed this matter
Valuation of inventories [refer to note 16 and note 1 for the accounting policy]	
Inventories are carried at the lower of cost or net realisable value in accordance with IAS 2 Inventories. The provision in respect of inventories requires significant judgement from management. The provisioning model operates on the basis of ageing buckets, whereby stock units are allocated into an ageing bucket based on the number of days held as at the year-end. A provision percentage, determined by management, is then applied on each ageing bucket and this drives the carrying value of stock units held at year-end. Furthermore variances exists between brands with respect to the application of provisioning and as such there is a significant risk that the provision has been inappropriately calculated and therefore understated, resulting in inventory not being held at the lower of cost and net realisable value (valuation) in accordance with the group's accounting policy.	Our work on this key audit matter included but was not limited to: • Obtaining the year-end inventory provision - calculation and performing the following: Testing the provision calculation by tracing to the underlying financial information; - Discussing and documenting our understanding of changes to the inventory provisioning model with management and considering whether this was in line with I AS 2 and whether the policy was appropriate to the changes in the business; - Challenging the key assumptions and inputs in the provisioning model and corroborating and obtaining support for them; - Testing on a sample basis the accuracy of the ageing analysis produced by management by vouching to goods receipt notes; - Utilising our IT team to reperform the calculation of the ageing provision recognised in the financial statements using *Continued over page....*

Key Audit Matter	How our scope addressed this matter
Given the aforementioned and the quantum of the balance, the valuation of inventories is considered to be a significant risk and a key audit matter.	- management's source data and by applying the ageing provisioning methodology outlined by management; - Performing an analytical review, involving an assessment of the utilisation of the 2023 provision in 2024 for each component of the total inventory provision (e.g. finished goods, damaged goods, slow moving etc) to assess the reasonableness of the current year provision; - Performing sensitivity analysis on the key inputs and assumptions to the inventory provision, such as ageing bucket allocation and ageing provision rates; - Assessing the completeness of the provision by reviewing utilisation of the 2024 provision to date (post year-end); - Assessing the reasonableness of key inputs and assumptions to the model; and - Testing the mathematical accuracy of the model. • Testing inventory items to pre year-end purchase documentation and post year-end sales information, on a sample basis, to ensure inventories were held at the lower of cost or net realisable value; and • Reviewing the disclosures made in the financial statements to ensure compliance with UK-adopted international accounting standards, including transparency with regard to judgements made surrounding the inventory provision.
Carrying value and recoverability of intangible assets [refer to note 11 and note 1 for the accounting policy]	
The group has material intangible assets in respect of trademarks, customer lists, and the costs in respect of acquiring or developing computer software. As at 29 February 2024, management have recognised impairment charges in respect of the brand intangible assets totalling £22.4m. This is an area involving significant judgement and estimation by management and therefore there is a risk that impairment indicators exist in respect of these assets and the carrying values are overstated. There is a further risk that costs pertaining to developing computer software have been inappropriately capitalised and do not meet the recognition criteria under IAS 38 Intangible Assets. Given the quantum of the balance, management estimation and judgement involved, the carrying value and recoverability of intangible assets is considered to be a key audit matter.	Our work on this key audit matter included the following: • Reviewing and substantively testing a sample of additions during the year to ensure they met the recognition criteria under IAS 38 and had been capitalised accurately; • Obtaining management's impairment assessments and discounted cash flow models supporting the assessed recoverable value of the intangible assets capitalised in respect of each brand within the group and performed the following; - Challenging management on the appropriateness of the key assumptions and inputs underpinning the discounted cash flow models; - Performing sensitivity analysis on key assumptions and inputs, including but not limited to: (i) sales growth rates; (ii) profitability; (iii) the discount rate; and (iv) reasonableness of terminal values and perpetuity growth rates; - Comparing the discounted cash flow forecasts against other long-range forecasts prepared by management to ensure consistency of key assumptions; and - Testing the mathematical accuracy of the impairment models. • Engaging our valuation team as an auditor's specialist to evaluate the net present value of intangible assets and reviewing the work performed by the auditor's specialist in respect of the assessment of key inputs and

Key Audit Matter	How our scope addressed this matter
	assumptions in management's discounted cash flow models, including appropriate benchmarking of these inputs and assumptions; and • Reviewing the disclosures made in the financial statements to ensure compliance with UK-adopted international accounting standards, including transparency with regard to the significant judgements and assumptions made by management in the discounted cash flow models.
Valuation, classification and recoverability in investment in associate [refer to note 14 and note 1 for the accounting policy]	
During the prior financial period, the group acquired a strategic investment representing a 26.47% stake in Revolution Beauty Group plc ("REVB"), a fellow British online retailer listed on AIM. The investment was classified as a financial asset, and the group made the irrevocable election under IFRS 9 Financial Instruments to recognise the equity instrument at fair value through other comprehensive income (FVOCI). Two further tranches of investments were made on 18 July 2023 for a total cash consideration of £1.3m, taking the group's total shareholding to 27.13%. In addition, the group placed two directors on the board of REVB and with this new presence on the REVB board, management deemed that significant influence was obtained as per the definition under IAS 28 Investment in Associates and Joint Ventures. On this basis, the investment in an equity instrument was derecognised and an investment in associate was subsequently recognised at the date significant influence was obtained, with a fair value uplift of £10.2m recognised resulting in a carrying value of £26.5m upon recognition. There is an underlying risk concerning the procurement and retention of significant influence. This significant risk in relation to influence in order for the transaction to be recognised in accordance with IAS 28 has been classified as a key audit matter.	Our work on part (a) of this key audit matter included but was not limited to the following: • Obtaining broker contract documents to confirm the number of shares purchased during the year ended 29 February 2024 and the consideration paid; • Reviewing the bank statements to confirm the additional payments of consideration made during the year; • Obtaining confirmation of ownership of the year-end shareholding in the investee and tracing to third party evidence; • Assessing the accounting treatment for the • step acquisition on transition of the investment from IFRS 9 to IAS 28 to ensure this was accounted for correctly in accordance with UK-adopted international accounting standards requirements; and • Obtaining, and reviewing management's impairment considerations at the year-end and assessing them in accordance with the indicators outlined in IAS 28.;
There is a further risk present due to the fact that the audit of REVB's financial statements has not yet been completed at the date of this report and thus the group's share of the associate's profit for the year accounted for is an estimate is based upon management financial information. This risk has been classified as a key audit matter due to the significant judgement required to be made by management in determining the group's share of the associate's profit for the year.	Our work on part (b) of this key audit matter included but was not limited to the following : • Obtaining and reviewing management's calculations to derive the group's share of the associate's profit for the period covering 18 July 2023 (the date at which management assessed that significant influence was obtained) to 29 February 2024 to ensure its reasonableness and mathematical accuracy; • Obtaining the associate's management accounts for the year ended 29 February 2024, and comparing them to the audited financial statements for the year ended 28 February 2023 and the unaudited interim financial statements for the 6-month period end 31 August 2023; • Performing a review of industry and relevant macroeconomic trends as well as Regulatory News Services RNS announcements and the associate's broker forecasts for REVB to assess whether there were any negative factors that could impact the associate's operations; and • Reviewing the disclosures made in the financial statements to ensure compliance with UK-adopted IAS requirements and that the disclosures made are accurate and complete. Based on the audit procedures performed, the investment in associate is deemed reasonable.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- proper accounting records have not been kept, or proper returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records; or

Responsibilities of directors

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the group and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research and application of experience of the sector.
- We determined the principal laws and regulations relevant to the group in this regard to be those arising from:
  - o Companies (Jersey) Law 1991;
  - o UK-adopted international accounting standards;
  - o Commercial law and consumer protection legislation in relevant jurisdictions where the group operates;
  - o General Data Protection Regulation;
  - o Anti-bribery laws;
  - o Serious Organised Crime and Police Act 2005;
  - o Proceeds of Crime Act 2002;

  - o AIM Rules for Companies 2023;
  - o Disclosure Guidance and Transparency Rules;
  - o UK tax legislation; and
  - o Tax legislation applicable in other jurisdictions.

We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group with those laws and regulations. These procedures included, but were not limited to:

  - o Making enquiries of management and those charged with governance;
  - o Reviewing board minutes and minutes of committees of the board;
  - o Discussing with internal legal personnel and liaising with external legal consultants;
  - o Discussing with the internal audit function and reviewing key reports to the Audit Committee;
  - o Reviewing legal expenditure nominal ledger accounts; and
  - o Reviewing Regulatory News Services announcements.

- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the potential for management bias was identified in relation to the valuation of the inventory provisioning (refer to key audit matters section), provision for returns, legal provisions, impairment of intangible assets (refer to the key audit matters section), valuation of investments in subsidiaries, valuation of share-based payments, valuation of deferred tax assets and valuation and classification of investments in associate (refer to the key audit matter section of this report). We addressed this by challenging the assumptions and judgements made by management when auditing these significant accounting estimates.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with our engagement letter dated 10 March 2023. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Mark Ling *(Engagement Partner)*
For and on behalf of **PKF Littlejohn LLP**
Registered Auditor
London, UK

7 May 2024
15 Westferry Circus, Canary Wharf, London E14 4HD

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 29 February 2024

	Note	2024 pre-exceptional items £ million	2024 exceptional items[1] £ million	2024 total[2] £ million	2023 pre-exceptional items £ million	2023 exceptional items[1] £ million	2023 Total[2] £ million
Revenue	2	1,461.0	-	1,461.0	1,768.7	-	1,768.7
Cost of sales		(704.9)	-	(704.9)	(873.5)	-	(873.5)
Gross profit		756.1	-	756.1	895.2	-	895.2
Distribution costs		(360.0)	(71.5)	(431.5)	(427.9)	(20.0)	(447.9)
Administrative expenses		(441.3)	(31.5)	(472.8)	(504.8)	(24.9)	(529.7)
Amortisation of acquired intangibles		*(8.4)*	*(22.4)*	*(30.8)*	*(12.2)*	-	-
Other administrative expenses		*(432.9)*	*(9.1)*	*(442.0)*	*(492.6)*	*(24.9)*	*(517.5)*
Other income	3	1.3	-	1.3	0.2	-	0.2
Operating loss		(43.9)	(103.0)	(146.9)	(37.3)	(44.9)	(82.2)
Finance income	4	9.5	-	9.5	3.5	-	3.5
Finance expense	4	(22.5)	-	(22.5)	(12.0)	-	(12.0)
Loss before tax	6	(56.9)	(103.0)	(159.9)	(45.8)	(44.9)	(90.7)
Taxation	10	2.1	16.9	19.0	6.6	8.5	15.1
Loss after tax		(54.8)	(86.1)	(140.9)	(39.2)	(36.4)	(75.6)
Share of results of associates	14	3.1	-	3.1	-	-	-
Loss for the year		(51.7)	(86.1)	(137.8)	(39.2)	(36.4)	(75.6)
Total other comprehensive (loss)/income for the year							
Items that may be reclassified to profit or loss:							
(Gain)/loss reclassified to profit and loss during the year		(2.4)	-	(2.4)	16.2	-	16.2
Fair value gain/(loss) on cash flow hedges during the year[3]		7.4	-	7.4	(28.7)	-	(28.7)
Income tax relating to these items		(1.2)	-	(1.2)	2.4	-	2.4
Total other comprehensive income/(loss) for the year		3.8	-	3.8	(10.1)	-	(10.1)
Total comprehensive loss for the year		(47.9)	(86.1)	(134.0)	(49.3)	(36.4)	(85.7)
Loss per share	7						
Basic				(11.48)p			(6.13)p
Diluted				(11.48)p			(6.13)p

1. See note 1, exceptional items.
2. 2024 and 2023 total is the IFRS-compliant measure for the consolidated statement of comprehensive income.
3. Net fair value gains on cash flow hedges will be reclassified to profit or loss during the two years to 28 February 2026

All activities relate to continuing operations. Notes 1 to 31 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

at 29 February 2024

	Note	2024 £ million	2023 £ million
Assets			
Non-current assets			
Intangible assets	11	**104.3**	131.5
Property, plant and equipment	12	**349.3**	371.6
Right-of-use assets	13	**85.6**	136.4
Financial assets	28	**-**	0.3
Financial assets – equity investments	28	**0.3**	15.3
Investments in associates	14	**29.6**	-
Deferred tax	16	**32.1**	23.5
		601.2	678.6
Current assets			
Inventories	17	**208.0**	178.1
Trade and other receivables	18	**30.2**	37.0
Financial assets	28	**3.3**	1.1
Current tax asset		**2.7**	-
Cash and cash equivalents	19	**230.0**	330.9
Total current assets		**474.2**	547.1
Total assets		**1,075.4**	1,225.7
Liabilities			
Current liabilities			
Trade and other payables	20	**(294.6)**	(260.3)
Provisions	21	**(26.9)**	(49.7)
Lease liabilities	23	**(9.5)**	(12.1)
Financial liabilities	28	**(1.0)**	(15.7)
Total current liabilities		**(332.0)**	(337.8)
Non-current liabilities			
Provisions	21	**(9.5)**	(10.0)
Interest-bearing loans and borrowings	22	**(325.0)**	(325.0)
Lease liabilities	23	**(112.4)**	(126.5)
Financial liabilities	28	**-**	(2.2)
Deferred tax	16	**(16.8)**	(24.2)
Total liabilities		**(795.7)**	**(825.7)**
Net assets		**279.7**	400.0
Equity			
Share capital	24	**12.7**	12.7
Shares to be issued	25	**-**	31.9
Share premium		**898.1**	916.8
Hedging reserve		**2.7**	(2.3)
EBT reserve		**(73.3)**	(76.8)
Other reserves	26	**(754.4)**	(796.5)
Retained earnings		**193.9**	314.2
Total equity		**279.7**	400.0

Notes 1 to 31 form part of these financial statements.

These financial statements of boohoo group plc, registered number 114397, on pages 136 to 139 were approved by the board of directors on 7 May 2024 and were signed on its behalf by:

John Lyttle, **Stephen Morana** Directors

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital	Shares to be issued	Share premium	Hedging reserve	EBT reserve	Other reserves	Retained evenings	Total equity
	£ million	£ million	£ million	£ million	£ million	£ million	£ million	£ million
Balance at 28 February 2022	12.7	31.9	922.8	10.2	(75.6)	(795.5)	357.8	464.3
Loss for the year	-	-	-	-	-	-	(75.6)	(75.6)
Other comprehensive income/(expense):								
Loss reclassified to profit or loss in exceptional items (note 1)	-	-	-	14.3	-	-	-	14.3
Loss reclassified to profit or loss in revenue	-	-	-	1.9	-	-	-	1.9
Fair value loss on cash flow hedges during the year	-	-	-	(28.7)	-	-	-	(28.7)
Total comprehensive income for the year	-	-	-	(12.5)	-	-	(75.6)	(88.1)
Issue of shares	-	-	(6.0)	-	(1.2)	-	-	(7.2)
Share-based payments credit	-	-	-	-	-	-	32.0	32.0
Translation of foreign operations	-	-	-	-	-	(1.0)	-	(1.0)
Balance at 28 February 2023	12.7	31.9	916.8	(2.3)	(76.8)	(796.5)	314.2	400.0
Loss for the year	**-**	**-**	**-**	**-**	**-**	**-**	**(137.8)**	**(137.8)**
Other comprehensive income/(expense):								
Gain reclassified to profit or loss in revenue	-	-	-	(2.4)	-	-	-	(2.4)
Fair value gain on cash flow hedges during the year	-	-	-	7.4	-	-	-	7.4
Total comprehensive income for the year	**-**	**-**	**-**	**5.0**	**-**	**-**	**(137.8)**	**(132.8)**
Issue of shares	-	-	(18.7)	-	3.5	-	-	(15.2)
Cancellation of shares to be issued	-	(31.9)	-	-	-	31.9	-	-
Revaluation gain on transition of investment to associate	-	-	-	-	-	10.2	-	10.2
Share-based payments credits	-	-	-	-	-	-	17.5	17.5
Translation of foreign operations	-	-	-	-	-	-	-	-
Balance at 29 February 2024	**12.7**	**-**	**898.1**	**2.7**	**(73.3)**	**(754.4)**	**193.9**	**279.7**

Notes 1 to 31 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 29 February 2024

	Note	2024 £ million	2023 £ million
Cash flows from operating activities			
Loss for the year		**(137.8)**	(75.6)
Adjustments for:			
Share-based payments charge	29	**17.5**	32.0
Depreciation charges and amortisation	11,12,13	**85.0**	68.6
Impairment of intangible assets	11	**22.4**	-
Impairment of property, plant and equipment	12	**19.1**	9.8
Impairment of right-of-use assets	13	**34.2**	3.6
Gain on sale of property, plant and equipment		**(0.1)**	-
Reclassification to profit or loss of discontinued hedge contracts	28	**(13.9)**	14.3
Share of results of associates	14	**(3.1)**	-
Finance income	4	**(9.5)**	(3.5)
Finance expense	4	**22.5**	12.0
Tax credit	10	**(19.0)**	(15.1)
		17.3	46.1
(Increase)/decrease in inventories	17	**(29.9)**	101.3
Decrease in trade and other receivables	18	**5.2**	19.4
Increase/(decrease) in trade and other payables	20	**7.5**	(35.9)
Cash generated from operations		**0.1**	130.9
Tax repaid		**1.8**	5.8
Net cash generated from operating activities		**1.9**	136.7
Cash flows from investing activities			
Acquisition of intangible assets	11	**(32.2)**	(32.1)
Acquisition of property, plant and equipment	12	**(32.6)**	(59.1)
Proceeds from the sale of property, plant and equipment	12	**1.2**	0.5
Acquisition of financial assets – equity investments	28	**(1.3)**	(15.3)
Finance income received		**10.1**	2.7
Net cash used in investing activities		**(54.8)**	(103.3)
Cash flows from financing activities			
Proceeds from the issue of ordinary shares		**0.1**	0.2
Purchase of own shares by EBT		**(15.3)**	(7.4)
Finance expense paid		**(15.9)**	(9.6)
Lease payments		**(16.9)**	(12.0)
Increase in borrowings	22	**-**	225.0
Net cash (used in)/generated from financing activities		**(48.0)**	196.2
(Decrease)/increase in cash and cash equivalents		**(100.9)**	229.6
Cash and cash equivalents at beginning of year		**330.9**	101.3
Cash and cash equivalents at end of year		**230.0**	330.9

Notes 1 to 31 form part of these financial statements.

1 Accounting policies

General information

The boohoo group plc operates as a multi-brand online retailer, based in the UK, and is a public limited company incorporated and domiciled in Jersey and listed on the Alternative Investment Market (AIM) of the London Stock Exchange. Its registered office address is 12 Castle Street, St Helier, Jersey JE2 3RT. The company was incorporated on 19 November 2013.

Basis of preparation

The consolidated financial statements of the group have been approved by the directors and prepared on a going concern basis in accordance with UK-adopted international accounting standards and the Companies (Jersey) Law 1991.

The financial statements have been approved on the assumption that the group and company remain a going concern. The group has cash resources and credit facilities sufficient to continue solvent trading in the face of an unforeseen downturn in demand.

New and amended statements adopted by the group

The following new standards and amendments to standards have been adopted by the group for the first time during the year commencing 1 March 2023. These standards have not had a material impact on the entity in the current reporting period and are not expected to in future reporting periods.

- Amendments to IFRS 17: Insurance Contracts
- Amendments to IAS 1: Presentation of Financial Statements
- Amendments to IAS 8: Accounting policies, Changes in Accounting Estimates and Errors
- Amendments to IAS 12: Income Taxes
- Amendments to IFRS 17: Insurance Contracts

Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the group.

The following standards have been published for accounting periods beginning after 1 March 2024 but have not been adopted by the UK and have not been early adopted by the group and could have an impact on the group financial statements. These standards are not expected to have a material impact on the entity in the current or future reporting periods.

- Amendments to IAS1: Classification of Liabilities as Current or Non-current
- Amendments to IAS1: Non-current Liabilities with Covenants
- Amendments to IFRS 16: Leases (Lease Liability in a Sale and Leaseback)
- Amendments to IAS 7: Statement of Cash Flows (Supplier Finance Arrangements)
- Amendments to IFRS 7: Financial Instruments (Supplier Finance Arrangements)
- Amendments to IAS 21: The Effects of Changes in Foreign Exchange Rate (Lack of Exchangeability)

Measurement convention

The consolidated financial statements have been prepared under the historical cost convention, excluding financial assets and financial liabilities (including derivative instruments) held at either fair value through profit or loss or fair value through other comprehensive income, and excluding assets and liabilities acquired through acquisitions and held at fair value. The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of consolidation

The group financial statements consolidate those of its subsidiaries and the Employee Benefit Trust. All intercompany transactions between group companies are eliminated.

Subsidiaries are entities controlled by the group. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

In assessing control, the group takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer. Subsidiary undertakings acquired during the year are accounted for using the acquisition method of accounting. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The cost of the acquisition is the aggregate of the fair values of the assets and liabilities and equity instruments issued on the acquisition date. The excess of the cost of acquisition over the group's share of the fair values of the identifiable net assets acquired is recorded as

goodwill. If the cost of acquisition is less than the fair value of the assets, the difference is recognised directly in the statement of comprehensive income.

The Employee Benefit Trust is considered to be a special purpose entity in which the substance of the relationship is that of control by the group in order that the group may benefit from its control. The assets held by the trust are consolidated into the group.

Business combinations

The group uses the acquisition method of accounting for business combinations of entities not under common control. Separable identifiable assets and liabilities are measured initially at their fair values on the acquisition date. Any non-controlling interest is measured at either fair value or at the non-controlling interest's share of the acquiree's net assets. Acquisition costs are expensed as incurred. The excess of any consideration paid over the fair value of the net assets is recognised as goodwill and any shortfall of consideration paid against the fair value of net assets is recognised directly in the statement of comprehensive income.

Intangible assets

Trademark and licences are stated at cost less accumulated amortisation and impairment losses and are amortised over their expected life and charged to administrative expenses. Customer lists are amortised over expected customer lifetime value. If the cash flows or profits from the use of the assets are negative over the expected useful life, the assets are impaired and charged to administration expenses.

The costs of acquiring or developing software are recorded as intangible assets and stated at cost less accumulated amortisation and impairment losses. The costs include the payroll costs of employees directly associated with the project and other direct external material and service costs. Costs are capitalised only where there is an identifiable project that will bring future economic benefit. Other website development and maintenance costs are expensed in the statement of comprehensive income. Software costs are amortised based on their estimated useful lives and charged to administrative expenses in the statement of comprehensive income.

Trademarks and licenses	10 years
Customer lists	3 years
Software	Between 3 and 5 years

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses and, where assets are acquired through the acquisition of an entity, they are accounted for at fair value. Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate property, plant and equipment. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of each item of property, plant and equipment is written off evenly over its estimated remaining useful life. Assets under construction are held at cost until they are brought into use, whereupon depreciation is charged. Depreciation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, as follows:

Short leasehold alterations	Life of lease or between 3 and 10 years
Fixtures and fittings	Between 3 and 15 years
Computer equipment	3 years
Motor vehicles	Between 3 and 5 years
Land and buildings	Buildings – 50 years. Land is not depreciated.

The assets' residual values and useful lives are reviewed and adjusted, if appropriate, at each reporting date.

Leases

The group assesses whether a contract is, or contains, a lease at the inception of the contract. The group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (less than £0.1 million p.a., which are considered immaterial), which fall out of IFRS 16 scope and are charged to the statement of comprehensive income on a straight-line basis over the period of the lease. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the group uses its incremental borrowing rate. The lease liability is presented as a separate line in the consolidated statement of financial position. The lease liability is, subsequently, measured by increasing the carrying amount to reflect interest on the lease liability based on the effective interest method, and by reducing the carrying amount to reflect the lease payments made.

Right-of-use assets
The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at, or before, the commencement date, and any initial direct costs. They are, subsequently, measured at cost less accumulated depreciation and impairment losses. Where the group has an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located, or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. The costs are included in the related right-of-use asset unless those costs are incurred to produce inventories. The right-of-use asset is presented as a separate line in the balance sheet. For subsequent measurement, right-of-use assets are depreciated over the shorter of the lease term and useful life of the underlying asset.

Financial instruments
Financial instruments are recognised at fair value and, subsequently, remeasured at fair value at the end of each reporting date or at amortised cost.

Equity investments have been irrevocably designated at fair value through other comprehensive income at initial recognition. Gains and losses arising from changes in fair value are recognised directly in other comprehensive income. On derecognition, cumulative gains or losses recognised in Other Comprehensive Income are reclassified to Other reserves as a reclassification adjustment. Dividends are recognised when the entity's right to receive payment is established, it is probable the economic benefits will flow to the entity, and the amount can be measured reliably. Dividends are recognised in profit or loss unless they clearly represent recovery of a part of the cost of the investment, in which case they are included in Other Comprehensive Income.

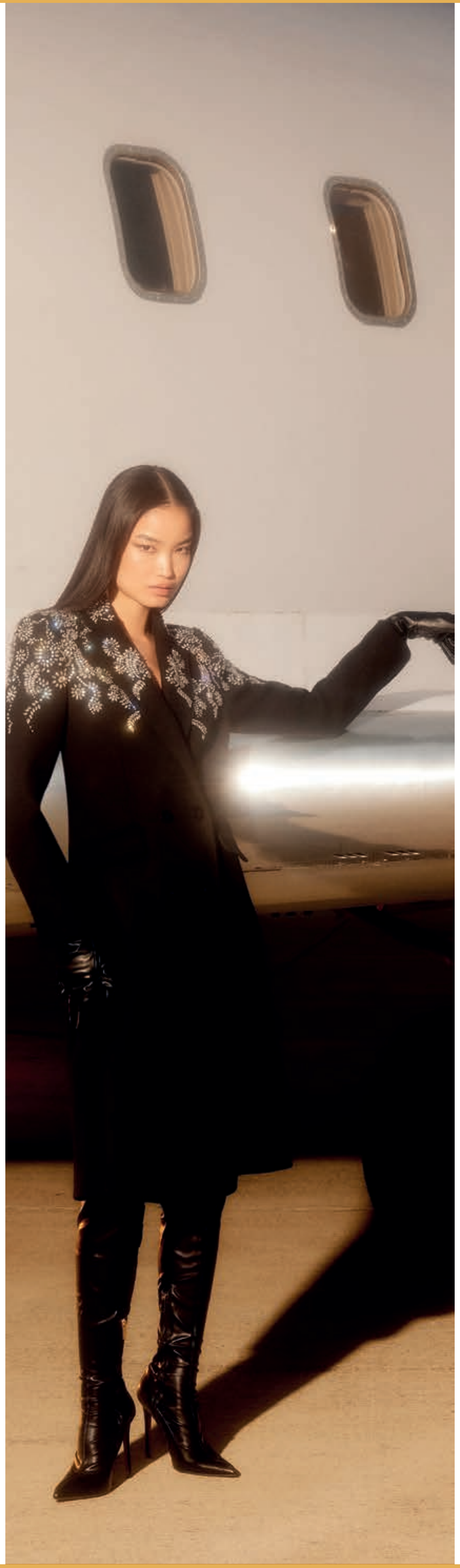
Further details are shown in note 28.

Investments in associates
An associate is an entity over which the group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies, whereas joint ventures are entities over which the group has joint control over such policies.

The group's share of the results of associate is included in the group statement of comprehensive income using the equity method of accounting. Investments in associates are carried in the group balance sheet at cost plus post-acquisition changes in the group's share of the net assets of the entity, less any dividends received and impairment in value. If the group's share of losses in an associate equals or exceeds its investment in the associate, the group does not recognise further losses, unless it has incurred obligations to do so or made payments on behalf of the associate.

Dividends received from associates with nil carrying value are recognised in the group income statement as part of the group's share of post-tax profits/(losses) of associates. Unrealised gains arising from transactions with associates are eliminated to the extent of the group's interest in the entity.

Derivative financial instruments and cash flow hedges
The group holds derivative financial instruments to hedge its foreign currency exposures. These derivatives, classified as cash flow hedges, are initially recognised at fair value and then re-measured at fair value at the end of each reporting date. Hedging instruments are documented at inception and effectiveness is tested throughout their duration. Changes in the value of cash flow hedges are recognised in other comprehensive income and any ineffective portion is immediately recognised in the income statement. If the firm commitment or forecast transaction, which is the subject of a cash flow hedge, results in the recognition of a non-financial asset or liability, then, at the time the asset is recognised, the associated gains or losses on the derivative that had been previously recognised in other comprehensive income are included in the initial measurement of the asset or liability. For hedges that do not result in the recognition of an asset or liability, amounts deferred in other comprehensive income are recognised in the statement of comprehensive income in the same period in which the hedged item affects net profit.



To qualify for hedge accounting, the hedging relationship must meet all of the following requirements:
- There is an economic relationship between the hedged item and the hedging instrument
- The effect of credit risk does not dominate the value changes that result from that hedging relationship
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the entity actually uses to hedge that quantity of hedged item.

At inception of the hedge relationship, the group documents the economic relationship between hedging instruments and hedged items, including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The group documents its risk management objective and strategy for undertaking its hedge transactions.
Hedge ineffectiveness may occur due to:
- Fluctuation in volume of hedged items caused due to operational changes
- Index basis risk of hedged items vs hedging instrument
- Credit risk as a result of deterioration of credit profile of the counterparties

The effective element of any gain or loss from remeasuring the derivative is recognised directly in other comprehensive income and accumulated in the hedging reserve. Ineffective hedging instruments are rebalanced by adjusting the designated quantities of either the hedged items or the hedging instrument of an existing hedging relationship for the purpose of maintaining a hedge ratio that complies with the hedge effectiveness requirements. Where rebalancing is not applicable the ineffective element is recognised immediately in the statement of comprehensive income. Hedge accounting is discontinued when the hedging relationship no longer meets the risk management objective, when the hedging instrument is sold or terminated or where there is no longer an economic relationship between the hedged item and the hedging instrument. The cumulative gain or loss in the hedging reserve remains until the forecast transaction occurs or the original hedged item affects the statement of comprehensive income. However, if that amount is a loss, and it is expected that all or a portion of that loss will not be recovered, then the amount that is not expected to be recovered is reclassified immediately into the statement of comprehensive income. If a forecast hedged transaction is no longer expected to occur, the cumulative gain or loss in the hedging reserve, and the cost of the hedging reserve, is also reclassified to the statement of comprehensive income.

Hedge ineffectiveness in relation to designated hedges was negligible during the year ended 29 February 2024 and year ended 28 February 2023. In the year ended 28 February 2023, hedge accounting was discontinued on ineffective cash flow hedge contracts, and a total of £14.3m was reclassified to the statement of comprehensive income.

Further details of derivative financial instruments, including fair value measurements, are disclosed in note 28.

Trade and other receivables
Trade receivables (including supplier advances) are recognised, initially, at fair value and are, subsequently, measured at amortised cost using the effective interest method, less provision for impairment. Under IFRS 9, the group elected to use the simplified approach to measure the loss allowance at an amount equal to lifetime expected credit losses for trade receivables, and contract assets that result from transactions that are within the scope of IFRS 15, irrespective of whether they contain a significant financing component or not. The group establishes a provision for impairment of trade receivables when there is objective evidence that the group will not be able to collect all amounts due, according to the original terms of the receivables. Significant financial difficulties of the counterparty, probability that the counterparty will enter bankruptcy, or financial reorganisation and default in (or delinquency in) payments, are considered indicators that the trade receivable is impaired.
In addition, IFRS 9 requires the group to consider forward-looking information and the probability of default when calculating expected credit losses. The measurement of expected credit losses reflects an unbiased and probability-weighted amount that is determined by evaluating the range of possible outcomes as well as incorporating the time value of money. The group considers reasonable and supportable customer-specific and market information about past events, current conditions and forecasts of future economic conditions when measuring expected credit losses. The amount of the provision is the difference between the carrying amount and the present value of estimated future cash flows of the asset, discounted, where material, at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement within administrative expenses. When a trade receivable is uncollectable, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the income statement.

Trade and other payables

Trade and other payables are recorded initially at fair value. Subsequent to this, they are measured at amortised cost.

The group has a supply chain financing agreement in place to support the cash flow of its external suppliers. The financing is provided by one of the group's relationship funders and gives certain suppliers the flexibility to receive early payments on specific invoices. All early payments are processed by the funding party and the group settles the original invoice amount with the funders at the original invoice due date. The outstanding balances due to suppliers are recorded within trade payables. Access to the supplier finance schemes is by mutual agreement between the funder and supplier. The schemes have no cost to the group as the fees are paid by the supplier directly to the funder. The funder has no special seniority of claim to the group upon liquidation and would be treated the same as any other trade payable.

Provisions

Provisions are accounted for where there is a liability of uncertain timing or amount, such as legal or constructive obligations, where it is probable that an outflow of cash or other economic resource will be required to settle the provision. Certain provisions that require significant estimates and judgements are discussed in the significant estimates and judgements section below.

Inventories

Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow-moving items. Where provision requires estimates and judgement, these are discussed in the significant estimates and judgements section below. Inventories are valued on a first in, first out basis. Inventory includes the cost price of estimated returns.

Cash and cash equivalents

Cash and cash equivalents, for the purpose of the cash flow statement and the statement of financial position, comprises cash in bank.

Revenue

Revenue is attributable to the one principal activity of the business. Revenue represents net invoiced sales of goods, including carriage receipts, and commission income from marketplace sales, excluding value added tax. Revenue from the sale of goods is recognised when the customer has received the products, which is when it is considered that the performance obligations have been met, and is adjusted for actual returns and a provision for expected returns. Internet sales are paid by customers at the time of ordering using a variety of payment methods and the proceeds remitted to the company by payment service providers within a few days. Wholesale sales are paid in accordance with agreed credit terms with business customers. Commission income on the sale of third-party products on marketplace websites is recognised when the order is placed and paid by the customer. A provision for returns, based on historical customer return rates, is deducted from revenue and included in provisions within trade and other payables. Returns provisions are discussed in the significant estimates and judgements section below.

Rebates

Retrospective rebates from suppliers are accounted for in the period to which the rebate relates to the extent that it is reasonably certain that the rebate will be received. Early-settlement discounts are taken when payment is made.

Finance costs

Interest payable is recognised in the statement of comprehensive income as it accrues in respect of the effective interest rate method.

Finance income

Interest receivable is recognised in the statement of comprehensive income as it is earned.

Pension costs

The group contributes to Group Personal Pension Schemes for certain employees under a defined contribution scheme. The costs of these contributions are charged to the statement of comprehensive income on an accruals basis as they become payable under the scheme rules.

Share-based payments

The group issues equity-settled share-based payments in the parent company to certain employees in exchange for services rendered. These awards are measured at fair value on the date of the grant using an option pricing model and expensed in the statement of comprehensive income on a straight-line basis over the vesting period after making an allowance for the number of shares that are estimated will not vest. The level of vesting is reviewed and adjusted annually. Free shares awarded are expensed immediately.

Taxation

Tax on the profit for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the reporting date, and any adjustments to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred tax is provided for on the fair value of intangible assets acquired in subsidiaries.

Foreign currency translation

The results and cash flows of overseas subsidiaries are translated at the average monthly exchange rates during the period. The statement of financial position of each overseas subsidiary is translated at the year-end rate. The resulting exchange differences are recognised in a translation reserve in equity and are reported in other comprehensive income.

Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates on the day of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the year-end rate and exchange differences are recognised in the statement of comprehensive income.

Exceptional items

In determining whether an item should be presented as exceptional, the group considers items that are significant, because of, either, their size or nature and that are non-recurring. In order for an item to be presented as exceptional, it should, typically, meet at least one of the following criteria:

- It is a significant item, which may cross more than one accounting period.
- It has been directly incurred as a result of either an acquisition or divestment, or arises from a major business change or restructuring programme.
- It is unusual in nature or outside the normal course of business.

The separate reporting of items, which are presented as exceptional within the relevant category in the consolidated statement of comprehensive income, helps provide an indication of the group's trading performance in the normal course of business.

Significant estimates and judgements

The preparation of financial statements in conformity with UK-adopted International Accounting Standards, as adopted by the UK, requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. The estimates and assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances. Actual results could differ from these estimates and any subsequent changes are accounted for when such information becomes available. The judgements, estimates and assumptions that are the most subjective or complex are discussed below:

Returns provision

The provision for sales returns is estimated based on prior months' historical returns and trends, including seasonal variations, on a country-by-country basis, and is allocated to the period in which the revenue is recorded. This is considered by management as the most appropriate method, which is applied to every set of monthly management accounts and is constantly checked for accuracy and reliability. Actual returns could differ from these estimates. The historic difference between the provision estimate and the actual results, known at a later stage, has never been, nor is expected to be, material. A difference of 1%pt in the percentage of sales returns rate would have an impact of +/- £2.0 million on reported revenue and +/- £1.0 million on operating profit. The choice of a 1%pt change for the determination of sensitivity represents a reasonable, but not extreme, variation in the return rate.

Claims provision

Management makes judgements in respect of the likelihood of the realisation of a claim. The provision for claims is then estimated from the settlement amount of similar claims in the relevant jurisdiction, with assistance from legal counsel, or from agreed settlements. Factors taken into account are the degree of loss to the appealing party, the likelihood of success in defence and the possible bases of the amount of the settlement claims. Where there are settlements involving class actions and compensation provided to beneficiaries through vouchers, the redemption rates are based on the rates that have been observed in similar instances.

Inventory valuation

Inventory is carried at the lower of cost or net realisable value. Net realisable value is estimated by management on the basis of a number of factors: the historic rate of sell through; the product size fragmentation; the continuing fashionability and likely continuing popularity with reference to fashion and seasonal trends; and the volume of a particular style. The judgement of net realisable value may be different from the future actual value realised, but that difference is not expected ever to be material. A difference of 1%pt in the provision as a percentage of gross inventory would give rise to a difference of +/- £2.3 million in gross margin. The choice of a 1%pt change for the determination of sensitivity represents a reasonable, but not extreme, variation in the provision.

Intangible assets – impairment testing

Acquired trademarks and customer list intangible assets are impaired if the projected cash flows over the expected lives are negative. Sensitivity testing is performed on the cash flow calculations to verify that impairment is not required with a reasonable range of downside scenarios. Further details of the sensitivities performed are disclosed in note 11.

Classification and fair value of investments in equity instruments and associates

During the year ended 28 February 2023 26.47% of the issued share capital of Revolution Beauty Group plc ("REVB") was acquired. The equity accounting requirements of IAS 28 (Investments in associates and joint ventures) were considered and it was determined that significant influence did not exist either at the time of initial recognition or as at 28 February 2023. The equity investment was accounted for as a financial asset under IFRS 9 with the option taken to hold at fair value through other comprehensive income, as irrevocably designated at the date of recognition.

On 18th July 2023 the group entered into a settlement agreement with REVB resulting in the reconstitution of the REVB board. The group also increased it's shareholding in REVB to 27.13%. The equity accounting requirements of IAS 28 were reconsidered and it was determined that significant influence did exist as a result of the settlement agreement, access to accounting records and the reconstitution of the REVB board (including the appointment of Neil Catto, former group CFO and NED, and Alistair McGeorge, who remains a NED on the group's board). As a result the investment has been accounted for as an associate under IAS 28 from 18th July 2023. The investment, which was previously accounted for under IFRS 9, was derecognised and the cumulative gain recognised in other comprehensive income of £10.2m was reclassified to other reserves (note 26) as a revaluation adjustment.

Under the equity accounting requirements of IAS 28 the group's share of the results of associate is included in the carrying value of the associate in the group statement of financial position and included within the group income statement using the equity method of accounting.

As at the date of publishing these financial statements REVB's results for the period 18th July 2023 to 29 February 2024 have not been publically disclosed by REVB and the audit of REVB's financial statements for the year ended 29 February 2024 has begun but not been completed by REVB's auditors. The group has reviewed analyst notes prepared by REVB's NOMAD, Liberum dated 27 March 2024, the management accounts of REVB for the period ending 29 February 2024 and post year end RNS notes published by REVB. As a result of this review an estimate of £3.1 million has been disclosed in the group statement of financial position, the group income statement and group statement of comprehensive income as the group's share of the results of associates for the period.

Given the group's shareholding percentage and the short period of time prior to the period end that REVB has been classified as an associate the risk of this estimate being materially incorrect is considered remote.

Recognition of deferred tax assets

Deferred tax assets are recognised and carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable by reference to five-year management forecasts. The carrying amount of deferred tax assets is reviewed at each reporting date by reference to five-year management forecasts and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates and in accordance with laws that are expected to apply in the period/jurisdiction when/where the liability is settled or the asset is realised.

Exceptional items

The group exercises judgement in assessing whether items should be classified as exceptional. This assessment covers the nature of the item, cause of occurrence and scale of impact of that item on the reported performance. The exceptional costs in these financial statements include:

- restructuring costs and impairment of assets associated with the closure of the Daventry warehousing facility
- set up costs associated with the opening of a warehousing facility in the USA
- impairment of the group's acquired intangible assets
- dual technology platform running costs associated with the re-platforming of the group's e-commerce front end to its own in-house developed tech stacks
- redundancy costs associated with the group's cost reduction programme

Exceptional costs and impairment of assets	2024 £ million	2023 £ million
Selling and distribution costs		
Impairment of UK warehouse right-of-use asset	**34.2**	3.6
Impairment of UK warehouse property, plant and equipment	**19.1**	3.3
USA warehouse set up costs	**11.6**	2.4
UK warehouse restructuring and dual operating costs	**6.6**	2.4
Sheffield automation disruption costs	**-**	8.3
	71.5	20.0
Administration expenses		
Impairment of acquired intangibles	**22.4**	-
Redundancy costs	**5.2**	4.1
Technology platform – dual running costs	**3.9**	-
Reclassification to profit or loss of discontinued hedge contracts	**-**	14.3
Impairment of property, plant and equipment at loss-making operations	**-**	6.5
	31.5	24.9
Total before tax	**103.0**	44.9
Tax	**(16.9)**	(8.5)
Total after tax	**86.1**	36.4

2 Segmental analysis

IFRS 8, 'Operating Segments', requires operating segments to be determined based on the group's internal reporting to the chief operating decision maker. The chief operating decision maker is considered to be the executive board, which has determined that the primary segmental reporting format of the group is by geographic region. The group strategy is to increase market share in each territory using the optimum mix of brands that is appropriate for each market, taking into account factors such as consumer preference, established presence and brand appeal.

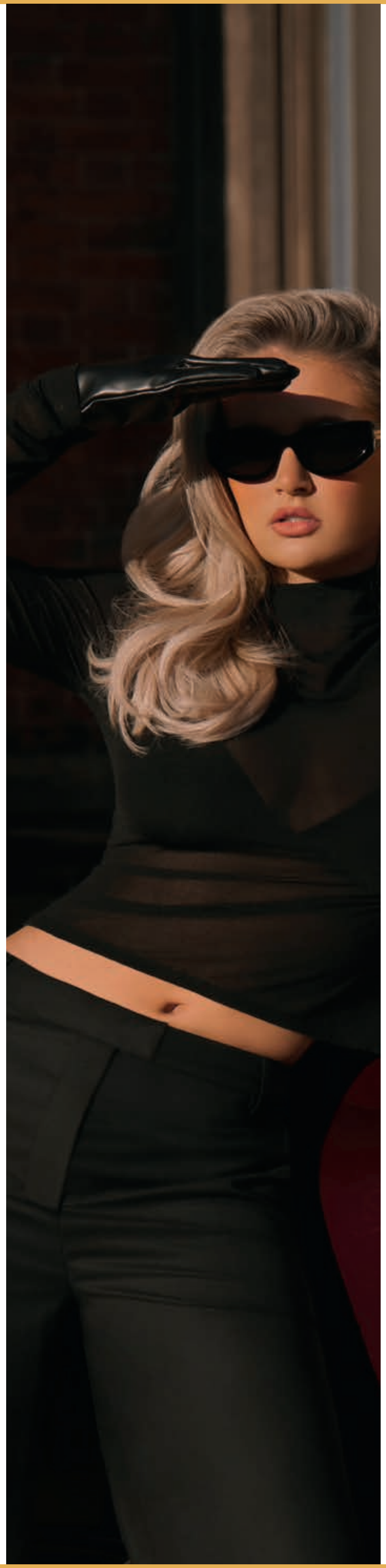
Year ended 29 February 2024	UK £ million	Rest of Europe £ million	USA £ million	Rest of World £ million	Total £ million
Revenue	921.5	165.8	299.1	74.6	1,461.0
Cost of sales	(460.8)	(78.4)	(132.0)	(33.7)	(704.9)
Gross profit	**460.7**	**87.4**	**167.1**	**40.9**	**756.1**
Distribution costs	-	-	-	-	(431.5)
Administrative expenses – other	-	-	-	-	(442.0)
Amortisation of acquired intangibles	-	-	-	-	(30.8)
Other income	-	-	-	-	1.3
Operating loss	-	-	-	-	(146.9)
Finance income	-	-	-	-	9.5
Finance expense	-	-	-	-	(22.5)
Loss before tax	**-**	**-**	**-**	**-**	**(159.9)**

Year ended 28 February 2023	UK £ million	Rest of Europe £ million	USA £ million	Rest of £ million	Total £ million
Revenue	1,091.5	206.5	363.7	107.0	1,768.7
Cost of sales	(569.1)	(99.1)	(152.6)	(52.7)	(873.5)
Gross profit	**522.4**	**107.4**	**211.1**	**54.3**	**895.2**
Distribution costs	-	-	-	-	(447.9)
Administrative expenses – other	-	-	-	-	(517.5)
Amortisation of acquired intangibles	-	-	-	-	(12.2)
Other income	-	-	-	-	0.2
Operating profit	-	-	-	-	(82.2)
Finance income	-	-	-	-	3.5
Finance expense	-	-	-	-	(12.0)
Loss before tax	**-**	**-**	**-**	**-**	**(90.7)**

Due to the nature of its activities, the group is not reliant on any individual customers.
No analysis of the assets and liabilities of each operating segment is provided to the chief operating decision maker in the monthly management accounts; therefore, no measure of segmental assets or liabilities is disclosed in this note. Non-current assets located outside the UK comprise a right-of-use asset, warehouse fixtures and fittings and offices in the USA with a net book value of £101.9 million (2023: £107.4 million).

3 Other income

	2024 £ million	2023 £ million
Property rental income	**0.4**	0.1
R&D expenditure tax credit	**0.9**	0.1
	1.3	0.2



4 Finance income and expense

	2024 £ million	2023 £ million
Finance income: Bank interest received	**9.5**	3.5
Finance expense: RCF interest paid	**(18.3)**	(9.6)
Finance expense: IFRS 16 lease interest	**(2.9)**	(1.7)
Finance expense: RCF arrangement and facility fees	**(1.3)**	(0.7)
	(22.5)	(12.0)

5 Auditors' remuneration

	2024 £ million	2023 £ million
Audit of these financial statements	0.6	0.6
Disclosure below based on amounts receivable in respect of services to the group		
Amounts receivable by auditors and their associates in respect of:		
Audit of financial statements of subsidiaries pursuant to legislation	-	-
	0.6	0.6

6 Profit before tax

Profit before tax is stated after charging:	**2024 £ million**	2023 £ million
Short-term operating lease rentals for buildings	0.2	0.1
Equity-settled share-based payment charges (note 29)	17.5	32.0
Exceptional costs, excluding impairment (note 1)	27.3	31.5
Depreciation of property, plant and equipment (note 12)	33.7	26.7
Impairment of property, plant and equipment (notes 1, 12)	19.1	9.8
Depreciation of right-of-use assets (note 13)	14.3	12.8
Impairment of right-of-use assets (notes 1, 13)	34.2	3.6
Amortisation of intangible assets (note 11)	28.6	16.9
Impairment of intangible assets (notes 1, 11)	22.4	-
Amortisation of acquired intangible assets (note 11)	8.4	12.2

7 Earnings per share
Basic earnings per share is calculated by dividing profit after tax attributable to members of the holding company by the weighted average number of shares in issue during the year. Own shares held by the Employee Benefit Trust are eliminated from the weighted average number of shares. Diluted earnings per share is calculated by dividing the result after tax attributable to members of the holding company by the weighted average number of shares in issue during the year, adjusted for potentially dilutive share options, except when there is a loss, in which case the basic measure is used.

Adjusted earnings and adjusted earnings per share is a non-IFRS measure, which, in management's opinion, gives a more consistent measure of the underlying performance of the business excluding non-cash accounting charges and gains relating to the amortisation of intangible assets valued upon acquisitions, non-cash share-based payment charges, exceptional items and the group's share of results of associate.

	2024	2023
Weighted average shares in issue for basic earnings per share	1,199.5	1,233.0
Dilutive share options	88.0	69.4
Weighted average shares in issue for diluted earnings per share	1,287.5	1,302.4
Loss (£ million)	(137.8)	(75.6)
Loss per share	(11.48)p	(6.13)p
Loss (£ million)	(137.8)	(75.6)
Adjusting items:		
Amortisation of intangible assets arising on acquisitions	8.4	12.2
Share-based payments charges	17.5	32.0
Exceptional items (note 1)	27.3	31.5
Impairment of assets (note 1)	75.7	13.4
Share of results of associate	(3.1)	-
Adjustment for tax	(22.3)	(13.7)
Adjusted loss	(34.3)	(0.2)
Adjusted loss per share (basic)	(2.86)p	(0.02)p
Adjusted loss per share (diluted)	(2.86)p	(0.02)p

8 Staff numbers and costs

The average monthly number of persons employed by the group (including directors) during the year, analysed by category, was as follows:

	Number of employees	
	2024 £ million	2023 £ million
Administration	2,098	2,475
Distribution	2,981	3,715
	5,079	6,190

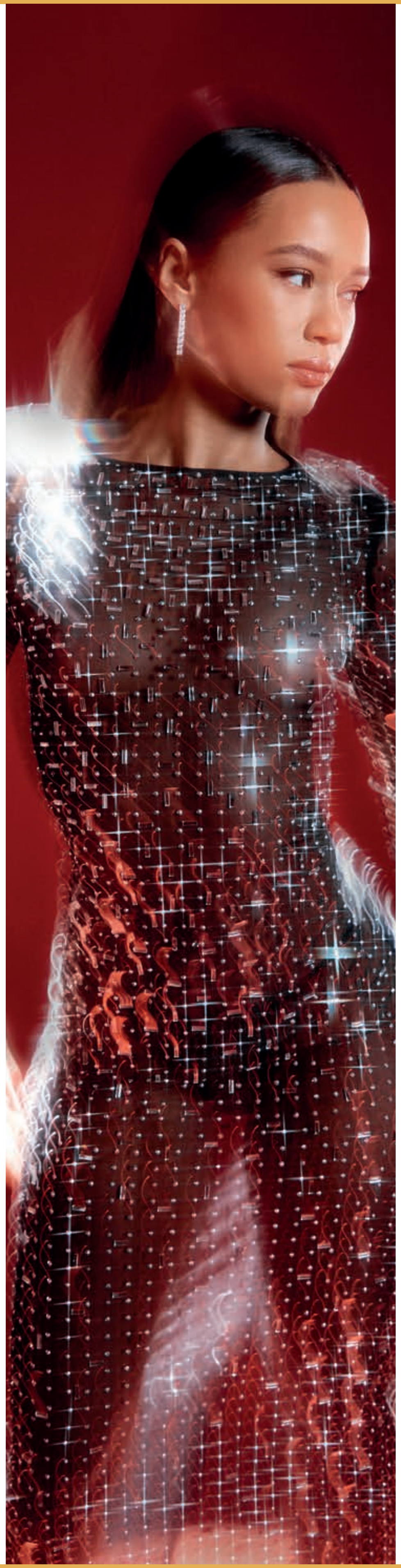
The aggregate payroll costs of these persons were as follows:

	2024 £ million	2023 £ million
Wages and salaries	163.3	176.3
Social security costs	16.7	19.0
Post-employment benefits	4.4	4.4
Equity-settled share-based payment charges	17.5	32.0
	201.9	231.7

9 Directors' and key management compensation

	2024 £ million	2023 £ million
Short-term employee benefits	23.5	21.8
Post-employment benefits	0.4	0.3
Equity-settled share-based payment charges	3.4	4.5
	27.3	26.6

Directors (who are considered to be the key management personnel) compensation comprises the group directors. Directors' emoluments and pension payments of boohoo group plc are detailed in the directors' remuneration report on page 105.



10 Taxation

	2024 £ million	2023 £ million
Analysis of credit in year		
Current tax on income for the year	0.3	-
Adjustments in respect of prior year taxes	(3.3)	2.0
Deferred taxation (note 16)	(16.0)	(17.1)
Tax credit	(19.0)	(15.1)

Income tax expense computations are based on the jurisdictions in which taxable profits were earned at prevailing rates in those jurisdictions. The company is subject to Jersey income tax at the standard rate of 0%. The reconciliation below relates to tax incurred in the UK where the group is primarily tax resident. The total tax charge differs from the amount computed by applying the UK rate of 24.5% for the year (2023: 19.0%) to profit before tax as a result of the following:

	2024 £ million	2023 £ million
Loss before tax	(159.9)	(90.7)
Loss before tax multiplied by the standard rate of corporation tax of the UK of 24.5% (2023: 19.0%)	(39.2)	(17.2)
Effects of:		
Expenses not deductible for tax purposes	20.3	4.6
Change in deferred tax rate	-	(5.9)
Adjustments in respect of prior year taxes	(3.3)	2.0
Overseas tax differentials	0.3	0.5
Depreciation on ineligible assets	2.9	0.9
Tax credit	(19.0)	(15.1)
Tax recognised in the statement of changes in equity		
Deferred tax debit on movement in tax base of share options	-	(0.1)

No current tax was recognised in other comprehensive income (2023: £nil). The UK corporation tax rate changed effective April 2023 from 19% to 25% as enacted by the UK Government resulting in an effective rate of 24.5% for the year ended 29 February 2024.

In May 2023, the IASB issued International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12 Income Taxes to clarify the application of IAS12 to tax legislation enacted or substantively enacted to implement Pillar Two of the Organisation for Economic Co-operation and Development's Base Erosion and Profit Shifting project, which aims to address the tax challenges of the digitalisation of the economy. The amendments include a mandatory temporary exception from accounting for deferred tax on such tax law. In July 2023, the UK government enacted legislation to implement the Pillar Two rules. The legislation is designed to ensure a minimum effective tax rate of 15% in each country in which the group operates. Similar legislation is being enacted by other governments around the world. In line with the amendments to IAS 12, the exception from accounting for deferred tax for the Pillar Two rules has been applied and there is no impact on the consolidated financial statements for the year ended 29 February 2024. Based on an assessment of historic data and forecasts for future years the group does not expect a material exposure to Pillar Two income taxes.

11 Intangible assets

	Patents and licences £ million	Trademarks £ million	Customer list £ million	Computer software £ million	Total £ million
Cost					
Balance at 28 February 2022	0.6	115.6	8.1	53.2	177.5
Additions	0.4	-	-	31.7	32.1
Disposals	-	-	-	(1.7)	(1.7)
Balance at 28 February 2023	1.0	115.6	8.1	83.2	207.9
Additions	0.3	-	-	31.9	32.2
Disposals	-	-	-	-	-
Balance at 29 February 2024	**1.3**	**115.6**	**8.1**	**115.1**	**240.1**
Accumulated amortisation					
Balance at 28 February 2022	0.6	26.0	6.8	15.6	49.0
Amortisation for year	-	11.5	0.7	16.9	29.1
Disposals	-	-	-	(1.7)	(1.7)
Balance at 28 February 2023	0.6	37.5	7.5	30.8	76.4
Amortisation for year	0.1	7.8	0.6	28.5	37.0
Impairment of intangible assets	-	22.4	-	-	22.4
Disposals	-	-	-	-	-
Balance at 29 February 2024	**0.7**	**67.7**	**8.1**	**59.3**	**135.8**
Net book value					
At 28 February 2022	-	89.6	1.3	37.6	128.5
At 28 February 2023	0.4	78.1	0.6	52.4	131.5
At 29 February 2024	**0.6**	**47.9**	**-**	**55.8**	**104.3**

Within the statement of comprehensive income, amortisation and impairment of acquired intangible assets (trademarks and customer lists) of £30.8 million (2023: £12.2 million) is shown separately. The amount of amortisation and impairment of the other intangible assets included in distribution costs is £0.4 million (2023: £0.3 million) and in administrative expenses is £28.2 million (2023: £16.6 million).

The group tests the carrying amount of trademarks and customer lists annually for impairment or, more frequently, if there are indications that their carrying value might be impaired. The carrying amounts of other intangible assets are reviewed for impairment if there is an indication of impairment. The intangible assets impaired during the year ended 29 February 2024 relate to the group's non-core labels which have seen significant declines in revenue during the year, following proactive actions taken to target more profitable sales, as explained in the Strategic Report on pages 11.

Impairment is calculated by comparing the carrying amounts to the value in use derived from discounted cash flow projections for each cash-generating unit ("CGU") to which the intangible assets are allocated. A CGU is deemed to be an individual brand.

Value-in-use calculations are based on five-year management forecasts with a terminal growth rate applied thereafter, representing management's estimate of the long-term growth rate of the sector served by the CGUs. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

The key assumptions used in the value-in-use calculations are as follows:

Sales growth and forecast contribution margin
This is based on past performance and management's expectations of market development over the five-year forecast period, plus perpetuity. The directors have reviewed the group's profitability in the five-year plans, the annual budgets and medium-term forecasts, including assumptions concerning capital expenditure and expenditure commitments and their impact on cash flow. The directors consider that a five-year plan is the appropriate period to project financial plans with a reasonable level of certainty in line with their current strategic objectives.

Other operating costs
These are the fixed costs of the CGU, which do not vary significantly with sales volumes or prices. Management forecasts these costs based on the current structure of the business, adjusting for inflationary increases, and these do not reflect any future restructurings or cost-saving measures.

Long-term growth rate 2%
This growth rate is based on a prudent assessment of past experience and future estimations of market expectations.

Discount rate 10.1%
The pre-tax discount rate applied to the cash flow forecasts for the CGU is derived from the estimated pre-tax weighted average cost of capital ("WACC") for the group.

Sensitivity to changes in assumptions
There is sufficient headroom for each of the unimpaired CGUs, such that management believes no reasonable change in any of the above assumptions would cause the carrying value of the intangible asset to exceed its recoverable amount. If the long-term growth rate was reduced to zero, there would still be sufficient headroom. If the discount rate was increased by 25% from a rate of 10.1% to 12.6%, there would still be sufficient headroom. For the CGU with the lowest headroom, the breakeven point for impairment is a reduction in the long-term growth rate to -18% or an increase in the WACC to 22%, neither of which is considered a reasonable scenario.

12 Property, plant and equipment

	Short leasehold alterations £ million	Fixtures and fittings £ million	Computer equipment £ million	Motor vehicles £ million	Land & buildings £ million	Total £ million
Cost						
Balance at 28 February 2022	26.5	230.5	12.3	1.0	136.3	406.6
Additions	5.5	50.6	3.0	-	-	59.1
Exchange differences	-	-	-	-	0.3	0.3
Disposals	(0.2)	(1.8)	(0.5)	-	(0.5)	(3.0)
Balance at 28 February 2023	31.8	279.3	14.8	1.0	136.1	463.0
Additions	3.5	28.2	0.9	-	-	32.6
Exchange differences	-	(0.7)	-	-	(0.3)	(1.0)
Disposals	(0.3)	-	-	(0.1)	(1.2)	(1.6)
Balance at 29 February 2024	**35.0**	**306.8**	**15.7**	**0.9**	**134.6**	**493.0**
Accumulated depreciation						
Balance at 28 February 2022	6.7	38.0	6.5	0.6	5.6	57.4
Depreciation charge for the year	2.2	18.2	3.5	0.2	2.6	26.7
Impairment of assets	1.6	8.2	-	-	-	9.8
Disposals	(0.2)	(1.8)	(0.5)	-	-	(2.5)
Balance at 28 February 2023	10.3	62.6	9.5	0.8	8.2	91.4
Depreciation charge for the year	2.7	24.8	3.3	0.1	2.8	33.7
Impairment of assets	-	19.1	-	-	-	19.1
Disposals	(0.3)	-	-	(0.1)	(0.1)	(0.5)
Balance at 29 February 2024	**12.7**	**106.5**	**12.8**	**0.8**	**10.9**	**143.7**
Net book value						
At 28 February 2022	19.8	192.5	5.8	0.4	130.7	349.2
At 28 February 2023	21.5	216.7	5.3	0.2	127.9	371.6
At 29 February 2024	**22.3**	**200.3**	**2.9**	**0.1**	**123.7**	**349.3**

The amounts of depreciation included in the statement of comprehensive income in distribution costs is £22.9 million (2023: £16.0 million) and in administrative expenses is £10.8 million (2022: £10.7 million). The amounts of impairment included in the statement of comprehensive income in distribution costs is £19.1 million (2023: £3.3 million) and in administrative expenses is £nil (2023: £6.5 million).

The assets impaired relate to leasehold alterations and fixtures and fittings located in facilities which are no longer in use, where the assets' value in use has been determined to be lower than the carrying value. Assets have been impaired to their estimated recoverable amount, being the lower of value in use or fair value less costs of disposal. The residual value of the impaired assets is £nil.

13 Right-of-use assets

	Short leasehold properties £ million
Cost	
Balance at 28 February 2022	77.9
Additions	103.1
Balance at 28 February 2023	181.0
Additions	3.8
Exchange differences	(6.2)
Disposals	(0.1)
Balance at 29 February 2024	**178.5**
Accumulated depreciation	
Balance at 28 February 2022	28.2
Depreciation for year	12.8
Impairment of assets	3.6
Balance at 28 February 2023	44.6
Depreciation for year	14.3
Impairment of assets	34.2
Exchange differences	(0.2)
Balance at 29 February 2024	**92.9**
Net book value	
At 28 February 2022	49.7
At 28 February 2023	136.4
At 29 February 2024	**85.6**

The amounts of depreciation included in the statement of comprehensive income in distribution costs is £10.0 million (2023: £4.6 million) and in administrative expenses is £4.3 million (2022: £8.2 million). The amounts of impairment included in the statement of comprehensive income in distribution costs is £34.2 million (2022: £3.6 million) and in administrative expenses is £nil (2023: £nil).

The assets impaired relate to short leasehold properties at facilities that are no longer in use. The residual value of the impaired assets is £nil.

Some leases contain break clauses or extension options to provide operational flexibility. Potential future undiscounted lease payments not included in the reasonably certain lease term and, hence, not included in right-of-use assets or lease liabilities, total £2.3 million (2023: £2.3 million).

14 Investment in associate

	Investment in associate £ million
Cost	
Balance at 28 February 2023	-
Additions at fair value	26.5
Share of results of associate	3.1
Balance at 29 February 2024	**29.6**
Impairment	
Balance at 28 February 2023	-
Impairment charge	-
Balance at 29 February 2024	**-**
Net book value	
At 28 February 2023	-
At 29 February 2024	**29.6**

Under the equity accounting requirements of IAS 28 the group's share of the results of associate is included in the carrying value of the associate in the group statement of financial position and included within the group income statement using the equity method of accounting.

Set out below is the material associate of the group. The entity listed below has share capital consisting of ordinary shares, which are held directly by the group. The country of incorporation or registration is the principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

			% ownership		Carrying amount	
	Nature of relationship	Country of incorporation	2024 %	2023 %	2024 £ million	2023 £ million
Revolution Beauty Group plc ("REVB")	Associate, supplier	UK	27.13%	-	29.6	-

The table below provides the summarised profit and loss and balance sheet for REVB. As at the date of publishing these financial statements REVB's results for the period 18th July 2023 to 29 February 2024 have not been publicly disclosed by REVB and the audit of REVB's financial statements for the year ended 29 February 2024 has begun but not been completed by REVB's auditors. The group has reviewed analyst notes prepared by REVB's NOMAD, Liberum dated 27 March 2024, the management accounts of REVB for the period ending 29 February 2024 and post year end RNS notes published by REVB. These estimated results have been amended to reflect adjustments made by the group when using the equity method, including fair value adjustments and modifications for differences in accounting policy.

	2024 £ million	2023 £ million
Sales (for the period 18/07/2023 – 29/02/2024)	122.3	-
Profit after tax (for the period 18/07/2023 – 29/02/2024)	11.3	-
Group share in %	27.13%	-
Group share in £ million (for the period 18/07/2023 – 29/02/2024)	3.1	-
Total non-current assets	17.4	-
Total current assets	98.1	-
Total current liabilities	(71.1)	-
Total non-current liabilities	(41.7)	-
Net assets	2.7	-

15 Investments

The subsidiaries held and consolidated in these financial statements are set out below:

Name of company	Principal activity	Country of incorporation	Address	Percentage ownership
Direct investment				
Boohoo Holdings Limited	Holding	UK	49–51 Dale St, Manchester	100%
Indirect investments				
21Three Clothing Company Limited	Dormant	UK	49–51 Dale St, Manchester	100%
Boo Who Limited	Dormant	UK	49–51 Dale St, Manchester	100%
boohoo France SAS	Marketing office	France	15, Rue Bachaumont, Paris	100%
boohoo Germany GmbH	Marketing office	Germany	Tucholskystrasse 13, Berlin	100%
boohoo Italy srl	Admin office	Italy	Via Sant'Antonio n. 30, Prato	100%
boohoo.com Australia Pty Ltd	Marketing office	Australia	468 St Kilda Road, Melbourne	100%
boohoo.com UK Limited	Trading	UK	49–51 Dale St, Manchester	100%
boohoo.com USA Inc	Marketing office	USA	8431 Melrose Pl, Los Angeles	100%
boohoo.com USA Limited	Dormant	UK	49–51 Dale St, Manchester	100%
boohooMAN.com UK Limited	Dormant	UK	9–51 Dale St, Manchester	100%
BoohooPLC.com Inc	Warehouse	USA	49–51 Dale St, Manchester	100%
Boohoo Property Holdings Limited	Property	Jersey	44 Esplanade, St Helier, Jersey	100%
Boohoo Property Holdings 2 Limited	Property	UK	49–51 Dale St, Manchester	100%
Boohoo Turkey	Sourcing office	Turkey	20 Bahcelievler, Istanbul 34197	100%
Burton Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
CoastLondon.com Limited	Trading	UK	49–51 Dale St, Manchester	100%
Debenhams Brands Limited	Trading	UK	49–51 Dale St, Manchester	100%
Debenhams DBZ Limited	Trading	UK	49–51 Dale St, Manchester	100%
Debenhams Holdings Limited	Holding	UK	49–51 Dale St, Manchester	100%
Dorothy Perkins Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
Faith.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
Karenmillen.com Limited	Trading	UK	49–51 Dale St, Manchester	100%
Maine.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
Mantaray.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
MissPap UK Limited	Trading	UK	49–51 Dale St, Manchester	100%
MyBBuy.com	Dormant	UK	49–51 Dale St, Manchester	100%
Nasty Gal Limited	Trading	UK	49–51 Dale St, Manchester	100%
NastyGal.com USA Inc	Marketing office	USA	2135 Bay Street, Los Angeles	100%
Oasis Fashions Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
Pancorp1 Limited	Dormant	UK	49–51 Dale St, Manchester	100%
PrettyLittleThing.com France SAS	Marketing office	France	81 Rue Reaumur, 75002, Paris	100%
PrettyLittleThing.com Limited	Trading	UK	49–51 Dale St, Manchester	100%
PrettyLittleThing.com USA Inc	Marketing office	USA	1209 Orange Street, Wilmington	100%
Principles.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
RedHerring.com Online Limited	Dormant	UK	49–51 Dale St, Manchester	100%
Shanghai Wasabi Frog Trading Co Limited	Trading	China	828–838 Zhangyang Rd., Shanghai, China	100%
Wallis Online Limited	Trading	UK	49–51 Dale St, Manchester	100%
Warehouse Fashions Online Limited	Trading	UK	49–51 Dale St, Manchester	100%

16 Deferred tax

Assets	Unused tax losses £ million	Depreciation in excess of capital allowances £ million	Share-based payments £ million	Total £ million
Asset at 28 February 2022	7.5	-	-	7.5
Recognised in statement of comprehensive income	15.0	-	1.0	16.0
Asset at 28 February 2023	22.5	-	1.0	23.5
Recognised in statement of comprehensive income	6.4	-	2.2	8.6
Debit in equity	-	-	-	-
Asset at 29 February 2024	**28.9**	**-**	**3.2**	**32.1**

Liabilities	Business combinations £ million	Capital allowances in excess of depreciation £ million	Share-based payments £ million	Total £ million
Liability at 28 February 2022	(0.8)	(22.5)	(2.0)	(25.3)
Recognised in statement of comprehensive income	0.1	(1.0)	2.0	1.1
Liability at 28 February 2023	(0.7)	(23.5)	-	(24.2)
Recognised in statement of comprehensive income	0.2	7.2	-	7.4
Debit in equity	-	-	-	-
Liability at 29 February 2024	**(0.5)**	**(16.3)**	**-**	**(16.8)**

Recognition of the deferred tax assets is based upon the expected generation of future taxable profits. The deferred tax liability will reverse in more than one year's time as the intangible assets are amortised. Deferred tax is calculated at 25% as enacted from April 2023 by the UK Government.

17 Inventories

	2024 £ million	2023 £ million
Finished goods	**196.2**	160.2
Finished goods – returns	**11.8**	17.9
	208.0	178.1

The value of inventories included within cost of sales for the year was £709.6 million (2023: £872.0 million). The finished goods returns is the estimated value of stock at customers but expected to be returned. An impairment provision of £18.5 million (2023: £21.6 million) was charged to the statement of comprehensive income. There were no write-backs of prior period provisions during the year.

18 Trade and other receivables

	2024 £ million	2023 £ million
Trade receivables	**17.8**	17.6
Prepayments	**11.2**	13.9
Accrued income	**1.2**	5.5
	30.2	37.0

Trade receivables represent amounts due from wholesale customers and advance payments to suppliers.

The fair value of trade and other receivables is not materially different from the carrying value.

Where specific trade receivables are not considered to be at risk and requiring a provision, the trade receivables impairment provision is calculated using the simplified approach to the expected credit loss model, based on the following percentages:

Age of trade receivable	2024 %	2023 %
60–90 days past due	**1**	1
91–120 days past due	**5**	5
Over 121 days past due	**90**	90

The provision for impairment of receivables is charged to administrative expenses in the statement of comprehensive income. The maturing profile of unsecured trade receivables and the provisions for impairment are as follows:

	2024 £ million	2023 £ million
Due within 30 days	**16.7**	17.6
Provision for impairment	**(1.6)**	(1.6)
Due in 31 to 90 days	**4.6**	4.3
Provision for impairment	**(1.9)**	(2.8)
Past due	**1.5**	0.1
Provision for impairment	**(1.5)**	-
Total amounts due and past due	**22.8**	22.0
Total provision for impairment	**(5.0)**	(4.4)
	17.8	17.6

19 Cash and cash equivalents

	2024 £ million	2023 £ million
At start of year	**330.9**	101.3
Net movement during year	**(97.1)**	227.9
Effect of exchange rates	**(3.8)**	1.7
At end of year	**230.0**	330.9

There is no material credit risk associated with the cash at bank due to the healthy credit ratings of the banks of BBB+ and higher.

20 Trade and other payables

	2024 £ million	2023 £ million
Trade payables	**114.3**	82.0
Other creditors	**28.8**	17.0
Accruals	**110.0**	125.6
Deferred income	**11.6**	15.9
Taxes and social security payable	**29.9**	19.8
	294.6	260.3

Trade payables include £7.6m (2023: £nil) that suppliers have chosen to early-fund under supplier financing arrangements. The supplier financing arrangement does not change the suppliers agreed payment terms directly with the group.

The fair value of trade payables is not materially different from the carrying value.

21 Provisions

	Dilapidations £ million	Returns £ million	Claims £ million	Total £ million
Provision at 28 February 2023	10.0	37.6	12.1	59.7
Movements in provision charged/(credited) to income statement:				
Prior year provision utilised	-	(37.6)	(10.3)	(47.9)
Increase in provision in current year	-	25.1	-	25.1
Exchange differences	(0.5)	-	-	(0.5)
Provision at 29 February 2024	**9.5**	**25.1**	**1.8**	**36.4**

The dilapidation provision represents the estimated exit cost of leased premises and is expected to unwind in more than ten years. Returns provision represents the revenue reduction of estimated customer returns, which occur over the two-to-three months after the date of sale; and the claims represents the estimate of claims against the group that are expected to settle in the period within nine-to-twelve months after the year end.

22 Interest-bearing loans and borrowings

This note provides information about the contractual terms of the group's interest-bearing loans and borrowings, which are measured at amortised cost.

Terms and debt repayment schedule

	Currency	Nominal interest rate	Year of maturity	2024 £ million	2023 £ million
Revolving credit facility	GB£	SONIA CIA	2025	**75.0**	75.0
Revolving credit facility	GB£	SONIA CIA	2026	**250.0**	250.0
				325.0	325.0

The RCF is unsecured against the company's assets and includes financial covenants relating to interest cover and adjusted leverage.

Movement in interest-bearing loans and borrowings

	2024 £ million	2023 £ million
Opening balance	**325.0**	100.0
Increase of borrowings	**-**	225.0
Interest expense	**18.3**	9.6
Interest paid and accrued	**(18.3)**	(9.6)
Capital repaid	-	-
Closing balance	325.0	325.0

Reconciliation of movements in cash flows from financing activities to movements in liabilities:

	Balance 28 February 2023 £ million	Cash flow from financing activities £ million	Additions, disposals and exchange differences £ million	Statement of comprehensive income £ million	Movement in retained earnings and other reserves £ million	Balance at 29 February 2024 £ million
Equity	400.0	(15.2)	-	(122.6)	17.5	**279.7**
Leases	138.6	(16.9)	(2.7)	2.9	-	**121.9**
Bank borrowings	325.0	(15.9)	-	15.9	-	**325.0**
	863.6	(48.0)	(2.7)	(103.8)	17.5	**723.5**

Reconciliation of net debt:

	2024 £ million	2023 £ million
Cash and cash equivalents	**230.0**	330.9
Interest bearing loans and borrowings	**(325.0)**	(325.0)
Net (debt) / cash and cash equivalents	**(95.0)**	5.9

23 Lease liabilities

Minimum lease payments due	Within 1 year	1-2 years £ million	2-5 years £ million	5-10 years £ million	More than 10 years £ million	Total £ million
29 February 2024						
Lease payments	12.0	18.9	29.1	52.0	26.2	**138.2**
Finance charges	(2.5)	(2.5)	(5.2)	(4.9)	(1.2)	**(16.3)**
Net present value	9.5	16.4	23.9	47.1	25.0	**121.9**

	2024 £ million	2023 £ million
Current lease liability	**9.5**	12.1
Non-current lease liability	**112.4**	126.5
Total	**121.9**	138.6

Movement in lease liabilities:

	2024 £ million	2023 £ million
Opening balance	**138.6**	51.9
Interest accrued	**2.9**	1.7
Cash flow lease payments	**(16.9)**	(12.0)
Additions	**3.8**	97.0
Disposals	**(0.1)**	-
Exchange differences	**(6.4)**	-
Closing balance	**121.9**	138.6

The lease liabilities relate to leasehold properties.

24 Share capital

	2024 £ million	2023 £ million
1,268,865,215 authorised and fully paid ordinary shares of 1p each (2023: 1,268,333,43)	**12.7**	12.7

During the year, a total of 7.0 million shares were issued under the share incentive plans (2023: 4.2 million). On 8 February 2024, 206,309 (2023: 99,824) new ordinary shares were issued to non-executive directors as part of their annual remuneration.

The directors do not recommend the payment of a dividend so that cash is retained in the group for capital expenditure projects that are required for the rapid growth and efficiency improvements of the business and for suitable business acquisitions (2023: £nil).

25 Shares to be issued

	2024 £ million	2023 £ million
	-	31.9

The shares to be issued represents the fair value of the contingent shares to be issued to the non-controlling interests of PrettyLittleThing.com Limited, in accordance with the acquisition agreement entered into and announced on 28 May 2020. Under this agreement, 16,112,331 Ordinary Shares in boohoo group plc were to be issued subject to the group's share price averaging 491 pence per share over a six-month period, up until a longstop date of 14 March 2024. If this was not met, the consideration was to lapse.

As at 29 February 2024 the issuing condition had not been met and could not have been met before the longstop date of 14 March 2024. As a result the shares to be issued have been derecognised and recycled through Other reserves (note 26) alongside the reserves created upon acquisition of the non-controlling interest in PrettyLittleThing.com Limited.

26 Other reserves

	2024 £ million	2023 £ million
Translation reserve	**(0.8)**	(0.8)
Capital redemption reserve	**0.1**	0.1
Reconstruction reserve	**(515.3)**	(515.3)
Acquisition of non-controlling interest in PrettyLittleThing.com Limited	**(249.4)**	(281.3)
Revaluation gain on transition of investment to associate	**10.2**	-
Proceeds from issue of growth shares in boohoo holdings Limited	**0.8**	0.8
	(754.4)	(796.5)

The translation reserve arises from the movement in the revaluation of subsidiary balance sheets in foreign currencies; the capital redemption reserve arose from a capital reconstruction in 2014; the reconstruction reserve arose on the impairment of the carrying value of the subsidiary company in 2014 at that date; the acquisition of the non-controlling interest in PrettyLittleThing is the excess of consideration paid over the carrying value of the non-controlling interest as at the date of acquisition in May 2020 adjusted during the year for the cancellation of the shares to be issued (note 25); and the revaluation gain on transition of investment to associate arose in July 2023 when significant influence was determined to have been obtained over Revolution Beauty Group plc, with the equity accounting requirements of IAS 28 being applied from this date.

27 Related party disclosures

Related party	Company transacting with the related party	Nature of relationship	2024 £ million	2023 £ million
Amounts included in the statement of financial position				
Inventories				
Revolution Beauty Group plc	boohoo.com UK Limited	Associate	0.1	-
Revolution Beauty Group plc	PrettyLittleThing.com Limited	Associate	0.1	-
Lease liabilities				
Kamani Commercial Property Limited	boohoo.com UK Limited	Common directors and shareholders	-	0.6
Kamani Commercial Property Limited	PrettyLittleThing.com Limited	Common directors and shareholders	0.3	0.4
Amounts included in the statement of comprehensive income				
Cost of sales				
Revolution Beauty Group plc	boohoo.com UK Limited	Associate	0.3	-
Revolution Beauty Group plc	PrettyLittleThing.com Limited	Associate	0.5	
Administrative expenses				
The Pinstripe Property Investment Co. Limited	PrettyLittleThing.com Limited	Common directors and shareholders	-	0.1
Pinstripe Hong Kong Limited	boohoo.com UK Limited	Common directors and shareholders	0.1	-
Depreciation – right-of-use assets				
Kamani Commercial Property Limited	boohoo.com UK Limited	Common directors and shareholders	0.8	0.8
Kamani Commercial Property Limited	PrettyLittleThing.com Limited	Common directors and shareholders	0.2	0.1

Kamani Commercial Property Limited has been the lessor of boohoo's and PrettyLittleThing's head office buildings in Manchester since the IPO in 2014.

Related party transactions are considered to be on arm's length commercial terms.

28 Financial instruments

(a) Fair values of financial instruments

Trade and other receivables
The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date if the effect is material.

Trade and other payables
The fair value of trade and other payables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date if the effect is material.

Cash and cash equivalents
The fair value of cash and cash equivalents is estimated as its carrying amount where the cash is repayable on demand. Where it is not repayable on demand, then the fair value is estimated at the present value of future cash flows, discounted at the market rate of interest at the reporting date.

Interest-bearing borrowings
Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

Cash flow hedges
Fair value is calculated using forward interest rate points to restate the hedge to fair market value.

Foreign exchange rates
The key currency exchange rates used in the financial statements are:

	2024	2023
USD closing rat	**1.26326**	1.20945
USD year average rate	**1.25200**	1.21444
EUR closing rate	**1.16895**	1.14074
EUR year average rate	**1.15514**	1.16249
AUD closing rate	**1.94262**	1.79328
AUD year average rate	**1.90028**	1.75793

The impact of any reasonable fluctuations in the exchange rates used to translate assets and liabilities at the year end is not considered to be material and has, therefore, not been disclosed.

Investments in equity instruments
During the year ended 28 February 2023 26.47% of the issued share capital of Revolution Beauty Group plc ("REVB") was acquired. The equity accounting requirements of IAS 28 (Investments in associates and joint ventures) were considered and it was determined that significant influence did not exist either at the time of initial recognition or as at 28 February 2023. The equity investment was accounted for as a financial asset under IFRS 9 with the option taken to hold at fair value through other comprehensive income, as irrevocably designated at the date of recognition.

On 18th July 2023 the group entered into a settlement agreement with REVB resulting in the reconstitution of the REVB board. The group also increased its shareholding in REVB to 27.13%. The equity accounting requirements of IAS 28 were reconsidered and it was determined that significant influence did exist as a result of the settlement agreement, access to accounting records and the reconstitution of the REVB board (including the appointment of Neil Catto, former group CFO and NED, and Alistair McGeorge, who remains a NED on the group's board). As a result the investment has been accounted for as an associate under IAS 28 from 18th July 2023. The investment, which was previously accounted for under IFRS 9, was derecognised and the cumulative gain recognised in other comprehensive income of £10.2m was reclassified to profit or loss as a revaluation adjustment.

The investments in equity instruments are classed as Level 3 investments under the fair value hierarchy and are financial instruments that are difficult to value because they do not have an active market. The fair value considerations of these investments are, typically, highly judgemental and are valued using models and assumptions based on inputs that are not readily observable. The fair value of these non-listed equity investments has been estimated using a discounted cash flow model and recent funding rounds. Where insufficient, more recent, information is available to measure fair value, or if there is a wide range of possible fair value measurements, then cost is used as the best estimate of fair value if it falls within that range. Investments in equity instruments are held at fair value through other comprehensive income and this election was made at initial recognition.

The following table presents the changes in Level 3 investments:

	2024 £ million	2023 £ million
At the beginning of the year	**15.3**	-
Addition of financial assets at fair value through other comprehensive income	**1.3**	15.3
Gains recognised through other comprehensive income	**10.2**	-
Disposal of financial assets at fair value through other comprehensive income	**-**	-
Transfers into/(out of) Level 3 investments	**(26.5)**	-
At the end of the year	**0.3**	15.3

The following table summarises the Level 3 investments held:

	2024 £ million	2023 £ million
27.13% investment in Revolution Beauty Group plc (2023: 26.47%)	**-**	15.0
8.51% investment in PrimaTrade Systems Limited (2023: 8.51%)	**0.3**	0.3
	0.3	15.3

Fair values

	2024 £ million	2023 £ million
Financial assets		
At amortised cost:		
Cash and cash equivalents	230.0	330.9
Trade receivables	17.8	17.6
Accrued income	1.2	5.5
At fair value through profit or loss:		
Cash flow hedges	0.6	0.2
At fair value through other comprehensive income:		
Cash flow hedges	2.7	1.2
Equity investments	0.3	15.3
	252.6	370.7

	2024 £ million	2023 £ million
Financial liabilities		
At amortised cost:		
Trade payables	114.3	82.0
Other creditors	28.8	17.0
Accruals	110.0	125.6
Provisions	36.4	59.7
Interest-bearing loans and borrowings	325.0	325.0
Lease liabilities	121.9	138.6
At fair value through profit or loss:		
Cash flow hedges	1.0	14.5
At fair value through other comprehensive income:		
Cash flow hedges	-	3.4
	737.4	765.8

Fair value hierarchy

Financial instruments carried at fair value are required to be measured by reference to the following levels under IFRS 13 "Fair Value Measurement":

Hierarchy level	Inputs	Financial instruments	Valuation methodology
Level 1	Quoted prices in active markets for identical assets or liabilities	Investments in equity instruments at fair value through other comprehensive income	Quoted prices in active markets for identical assets or liabilities
Level 2	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)	Derivative financial instruments – cash flow hedges	Valuation techniques include forward pricing and swap models using net present value calculation of future cash flows. The model inputs include the foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies and interest rate curves.
Level 3	Inputs for the asset or liability that are not based on observable market data	Investments in equity instruments at fair value through other comprehensive income	The fair value of these equity investments has been estimated using a discounted cash flow model and recent funding rounds. Where insufficient, more recent, information is available to measure fair value, or if there is a wide range of possible fair value measurements, then cost is used as the best estimate of fair value if it falls within that range.

(b) Credit risk

Financial risk management

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises, principally, from the group's receivables from customers and hedging and other financial activities.

The group has no significant concentration of credit risk, as exposure is spread over a large number of counterparties and customers. The group faces minimal credit risk from trade receivables as customers pay for their orders in full at the time of purchase and third-party sales are to a small number of large established corporations with which the group has long-standing relationships. The risk of default from related party undertakings is considered low.

(c) Liquidity risk

Financial risk management

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they fall due.

The group manages its exposure to liquidity risk by continuously monitoring short- and long-term forecasts and actual cash flows and ensuring it has the necessary banking and reserve borrowing facilities available to meet the requirements of the business.

The maturity profile of the group's borrowings is included in note 22, of the group's lease liabilities is included in note 23, and of derivative liabilities included within the foreign currency risk section of this note.

(d) Capital risk

Financial risk management

Capital risk is the risk that the group will not be able to continue as a going concern. The group's approach to managing capital risk is to safeguard the group's ability to continue as a going concern by securing an appropriate mix of debt and equity funding, a strong credit rating and sufficient headroom. The capital structure is regularly reviewed to ensure it is appropriate to the group's strategic objectives. The funding requirements of the group are ascertained by regular cash flow forecasts and projections. At 29 February 2024, the group had capital of £184.7 million (2023: £405.9 million), comprising equity of £279.7 million (2023: £400.0 million) and net debt of £95.0 million (2023 net cash: £5.9 million).

(e) Foreign currency risk

Financial risk management

The group trades internationally and is exposed to exchange rate risk on purchases and sales, primarily in Australian dollars, euros and US dollars. The group's results are presented in sterling and are exposed to exchange rate risk on translation of foreign currency assets and liabilities. The group's approach to managing foreign currency risk is to use financial instruments in the form of forward foreign exchange contracts to hedge foreign currency cash flows. The primary use of forward exchange and option contracts for sales, and inventory purchases per the group's hedging policy, is to layer hedges up to six quarters into the future, with up to 90% coverage of the net unmatched exposure for the first quarter and coverage decreasing to a maximum of 20% between quarters four to six. These forward foreign exchange contracts are classified as Level 2 derivative financial instruments under IFRS 13 'Fair Value Measurement'.

The fair value of forward foreign exchange contracts recognised in the statement of financial position within financial assets at 29 February 2024 was £3.3 million (2023: £1.4 million) and within financial liabilities was £1.0 million (2023: £17.9 million). The non-current element of the financial assets is £nil (2023: £0.3 million) and of financial liabilities is £nil (2023: £2.2 million). Cash flows related to these contracts will occur during the two years to 28 February 2026.

Hedge effectiveness is determined at inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that the economic relationship, as per the group's hedging policy, exists between the hedged item and hedging instrument. The derivatives have been fair valued at 29 February 2024 with reference to forward exchange rates and option pricing models that are quoted in an active market, with the resulting value discounted back to present value. Hedge ineffectiveness may occur due to:

- Fluctuation in volume of hedged item caused due to operational changes
- Index basis risk of hedged item vs hedging instrument
- Credit risk as a result of deterioration of credit profile of the counterparties

Hedge ineffectiveness in relation to designated hedges was negligible during the year ended 29 February 2024 and year ended 28 February 2023. In the year ended 28 February 2023, hedge accounting was discontinued on ineffective cash flow hedge contracts, and a total of £14.3m was reclassified to the statement of comprehensive income.

The total amount recognised in other comprehensive income during the year is a gain of £7.4 million (2023: £28.7 million loss) and the amount reclassified from other comprehensive income to profit and loss in revenue during the year is a gain of £2.4 million (2023: £16.2 million loss).

Maturity of forward currency hedging instruments – notional amount £ million

Currency	1–6 months	7–12 months	13–18 months	19–24 months	More than 2 years	Total
USD	20.2	13.0	1.6	-	-	34.8
EUR	30.8	17.3	-	-	-	48.1
AUD	11.9	3.6	-	-	-	15.5
CAD	1.3	1.0	-	-	-	2.3
SEK	0.8	0.1	-	-	-	0.9
NZD	0.7	0.2	-	-	-	0.9
DKK	0.2	0.1	-	-	-	0.3
	65.9	**35.3**	**1.6**	**-**	**-**	**102.8**

Average rate of forward currency hedging instruments – GBP: currency

Currency	1–6 months	7–12 months	13–18 months	19–24 months	More than 2 years	Average
USD	1.2871	1.2308	1.2500	-	-	1.2644
EUR	1.1396	1.1272	-	-	-	1.1351
AUD	1.8319	1.8056	-	-	-	1.8258
CAD	1.6923	1.6000	-	-	-	1.6522
SEK	11.8750	15.0000	-	-	-	12.2222
NZD	2.1429	2.0000	-	-	-	2.1111
DKK	7.5000	12.0000	-	-	-	9.0000

29 Share-based payments

Summary of movements in awards

Number of shares	ESOP	LTIP	SIP	SAYE	Total	Weighted average exercise price
Outstanding at 28 February 2022	43,562,794	7,711,257	21,130,006	8,087,869	80,491,926	156.75
Granted during the year	13,291,981	24,359,225	-	32,160,360	69,811,566	13.80
Lapsed during the year	(15,100,235)	(2,573,565)	(6,657,142)	(9,529,902)	(33,860,844)	147.48
Exercised during the year	(2,549,311)	(536,899)	(1,143,415)	-	(4,229,625)	5.68
Outstanding at 28 February 2023	**39,205,229**	**28,960,018**	**13,329,449**	**30,718,327**	**112,213,023**	**74.70**
Exercisable at 28 February 2023	**9,987,670**	**1,697,995**	**1,447,611**	**91,434**	**13,224,710**	**125.01**
Granted during the year	24,230,928	-	-	13,013,491	37,244,419	9.39
Lapsed during the year	(8,012,338)	(5,829,973)	(1,997,306)	(16,730,237)	(32,569,854)	61.48
Exercised during the year	(4,128,452)	(169,852)	(2,498,679)	(110,822)	(6,907,805)	1.20
Outstanding at 29 February 2024	**51,295,367**	**22,960,193**	**8,833,464**	**26,890,759**	**109,979,783**	**61.53**
Exercisable at 29 February 2024	**18,135,521**	**1,559,361**	**989,294**	**23,953**	**20,708,129**	**162.58**

The weighted average share price at date of exercise of shares exercised during the year was 32.1 pence (2023: 40.2 pence). The weighted average remaining of contractual life of outstanding options at the end of the year was 6.4 years (2023: 6.7 years).

The group recognised a total expense of £17.5 million during the year (2023: £32.0 million) relating to equity-settled share-based payment transactions.

Employee Stock Ownership Plan ("ESOP")

The 2014 ESOP allows the grant of options to selected employees and executive directors of the group, based on a predetermined aggregate EBITDA target for the three financial years 2015 to 2017. The 2015 ESOP allows the grant of options to selected employees and executive directors of the group. With the exception of Neil Catto (former CFO), there are no performance criteria. Neil Catto's options are subject to achieving performance criteria based on a predetermined aggregate EBITDA target and a measure of Total Shareholder Return for the four financial years 2016 to 2020. The 2016 to 2024 ESOPs allow the grant of options to selected employees of the group, without any performance criteria. Options may be granted by either the board or the trustees of the Employee Benefit Trust.

Date of grant	28 February 2023 no. of shares	Granted during the year no. of shares	Lapsed during the year no. of shares	Exercised during the year no. of shares	29 February 2024 no. of shares	Exercise price pence	Exercise period
14/03/14	431,800	-	(10,140)	-	421,660	50.00	14/03/17–14/03/24
22/05/15	171,496	-	-	(5,000)	166,496	25.75	22/05/18–22/05/25
09/06/16	239,007		(28,365)	-	210,642	57.75	09/06/19–09/06/26
13/06/17	879,665	-	(147,732)	-	731,933	244.50	13/06/20–13/06/27
28/06/18	2,747,985	-	(425,000)	-	2,322,985	201.95	28/06/21–28/06/28
30/04/19	24,278	-	-	-	24,278	266.95	30/04/22–30/04/29
23/07/19	5,493,439	-	(967,500)	-	4,525,939	219.65	23/07/22–23/07/29
03/11/20	8,589,326	-	(1,729,472)	-	6,859,854	272.95	03/11/23–03/11/30
13/07/21	10,853,495	-	(2,399,537)	-	8,453,958	289.45	13/07/24–13/07/31
17/05/22	4,817,058	-	(76,837)	(1,868,217)	2,872,004	1.00	17/05/23–17/05/32
01/07/22	4,957,680	-	(798,457)	-	4,159,223	1.00	01/07/25–01/07/32
17/05/23	-	6,512,920	(431,051)	(1,803,540)	4,278,329	1.00	17/05/24–17/05/33
28/06/23	-	17,718,008	(997,977)	(451,695)	16,268,336	1.00	28/06/26–28/06/33
	39,205,229	24,230,928	(8,012,068)	(4,128,452)	51,295,637		

The ESOP options were valued using the Black-Scholes model. The inputs into the model were as follows:

Grant date	14/03/14	22/05/15	09/06/16	13/06/17	28/06/18	30/04/19	23/07/19
Share price at grant date	50.00	25.75	57.75	244.50	201.95	245.70	219.65
Exercise price	50.00	25.75	57.75	244.50	201.95	266.95	219.65
Number of employees	7	8	14	40	108	4	176
Shares under option	421,660	166,496	210,642	731,933	2,322,985	24,278	4,525,939
Vesting period (years)	3	3	3	3	3	3	3
Expected volatility	33.33%	36.33%	36.75%	40.85%	44.17%	43.14%	41.85%
Option life (years)	10	10	10	10	10	10	10
Expected life (years)	3	3	3	3.5	3.5	3.5	3.5
Risk-free rate	0.976%	0.966%	0.523%	0.192%	0.723%	0.787%	0.434%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%	0%	0%
Possibility of ceasing employment before vesting	26%	16%	30%	33%	38%	19%	43%
Expectations of meeting performance criteria	78%	100%	100%	100%	100%	85%	100%
Fair value per option (pence)	11.93	6.64	14.76	73.35	66.47	72.39	68.06

Grant date	03/11/20	13/07/21	17/05/22	01/07/22	17/05/23	28/06/23
Share price at grant date	272.95	289.45	79.66	54.92	41.05	34.57
Exercise price	272.95	289.45	1.00	1.00	1.00	1.00
Number of employees	244	334	428	158	139	41
Shares under option	6,859,584	8,453,958	2,872,004	4,159,223	4,278,329	16,268,336
Vesting period (years)	3	3	1	3	1	3
Expected volatility	36.56%	36.56%	64.98%	69.99%	72.42%	69.20%
Option life (years)	10	10	10	10	10	10
Expected life (years)	3.5	3.5	1.5	3.5	1.5	3.5
Risk-free rate	0.075%	0.175%	1.456%	1.653%	3.804%	4.925%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%	0.0%
Possibility of ceasing employment before vesting	53%	56%	10%	48%	28%	28%
Expectations of meeting performance criteria	100%	100%	100%	100%	100%	100%
Fair value per option (pence)	3.31	78.11	78.68	53.98	40.11	33.73

Expected volatility was found using a historical volatility calculator with reference to the share price of competitors over a three-year period for grant dates up to 2016 and from the company's share price volatility from 2017.

Long-Term Incentive Plan ("LTIP")

LTIPs allow the grant of options to executive directors and senior management of the group, based on a predetermined aggregate Earnings per Share and Total Shareholder Return targets for three financial years. Options may be granted by either the board or the trustees of the Employee Benefit Trust. The vesting conditions are disclosed in the Directors Remuneration Report.

Date of grant	28 February 2023 no. of shares	Granted during the year no. of shares	Lapsed during the year no. of shares	Exercised during the year no. of shares	29 February 2024 no. of shares	Exercise price pence	Exercise period
30/06/16	404,822	-	-	-	404,822	1.00	30/06/19–30/06/26
13/06/17	159,783	-	-	-	159,783	1.00	13/06/20–13/06/27
28/06/18	345,146	-	-	(20,861)	324,285	1.00	28/06/21–28/06/28
03/10/18	94,267	-	-	-	94,267	1.00	03/10/21–03/10/28
30/04/19	693,977	-	-	(117,773)	576,204	1.00	30/04/22–30/04/29
03/11/20	2,095,972	-	(2,095,972)	-	-	1.00	03/11/23–03/11/30
13/07/21	1,799,071	-	(269,778)	-	1,529,293	1.00	13/07/24–13/07/31
01/03/22	896,555	-	25,000	(31,218)	890,337	1.00	01/03/25–01/03/32
01/07/22	22,470,425	-	(3,489,223)	-	18,981,202	1.00	01/07/25–01/07/32
	28,960,018	-	(5,829,973)	(169,852)	22,960,193		

The LTIP options were valued using the Black–Scholes model. The inputs into the model were as follows:

	30/06/16	13/06/17	28/06/18	03/10/18	30/04/19
Grant date	30/06/16	13/06/17	28/06/18	03/10/18	30/04/19
Share price at grant date	57.25	244.50	201.95	239.00	245.70
Exercise price	1.00	1.00	1.00	1.00	1.00
Number of employees	1	2	4	2	10
Shares under option	404,822	159,783	324,285	94,267	576,204
Vesting period (years)	3	3	3	3	3
Expected volatility	37.06%	40.85%	44.17%	43.37%	43.14%
Option life (years)	10	10	10	10	10
Expected life (years)	3	3.5	3.5	3.5	3.5
Risk-free rate	0.173%	0.192%	0.723%	0.869%	0.787%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%
Possibility of ceasing employment before vesting	42%	32%	29%	27%	28%
Expectations of meeting performance criteria	100%	67%	75%	75%	85%
Fair value per option (pence)	56.26	243.51	200.97	238.03	244.73

	03/11/20	13/07/21	01/03/22	01/07/22
Grant date	03/11/20	13/07/21	01/03/22	01/07/22
Share price at grant date	272.95	289.45	89.44	54.92
Exercise price	1.00	1.00	1.00	1.00
Number of employees	-	26	2	41
Shares under option	-	1,529,293	890,337	18,981,202
Vesting period (years)	3	3	1.5	3
Expected volatility	36.56%	36.56%	54.08%	69.99%
Option life (years)	10	10	10	10
Expected life (years)	3.5	3.5	1.8	3.5
Risk-free rate	0.075%	0.175%	0.746%	1.653%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%
Possibility of ceasing employment before vesting	45%	32%	0%	39%
Expectations of meeting performance criteria	75%	50%	100%	50%
Fair value per option (pence)	271.95	288.46	88.45	53.98

Expected volatility was found using a historical volatility calculator with reference to the share price of competitors over a three-year period for grant dates up to 2016 and from the company's share price volatility from 2017.

Share Incentive Plan ("SIP")

Under the terms of the SIP, the board or the trustees of the Employee Benefit Trust grant free shares to every employee under an HMRC-approved SIP. Awards must be held in trust for a period of at least three years after grant date and become exercisable at this date. There are no performance criteria.

Date of grant	28 February 2023 no. of shares	Granted during the year no. of shares	Lapsed during the year no. of shares	Exercised during the year no. of shares	29 February 2024 no. of shares	Exercise price pence	Exercise period
14/03/14	79,325	-	-	(16,450)	62,875	nil	14/03/17–14/03/24
02/04/14	5,479	-	-	(5,479)	-	nil	02/04/17–02/04/24
19/06/15	169,257	-	-	(40,474)	128,783	nil	19/06/18–19/06/25
27/09/18	444,670	-	-	(145,672)	298,998	nil	27/09/21–27/09/28
25/07/19	748,880	-	-	(250,242)	498,638	nil	25/07/22–25/07/29
18/02/21	1,761,966	-	(275,642)	(459,818)	1,026,506	nil	18/02/24–18/02/31
13/01/22	10,119,872	-	(1,721,664)	(1,580,544)	6,817,664	nil	13/01/25–13/01/32
	13,329,449	-	(1,997,306)	(2,498,679)	8,833,464		

The SIP options were valued using the Black–Scholes model. The inputs into the model were as follows:

	14/03/14	02/04/14	19/06/15	27/09/18	25/07/19	18/02/21	13/01/22
Grant date	14/03/14	02/04/14	19/06/15	27/09/18	25/07/19	18/02/21	13/01/22
Share price at grant date	50.00	54.75	28.00	213.10	226.00	369.40	111.55
Exercise price	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Number of employees	12	-	40	321	566	1054	2174
Shares under option	62,875	-	128,783	298,998	498,638	1,026,506	6,817,664
Vesting period (years)	3	3	3	3	3	3	3
Expected volatility	33.33%	33.20%	35.89%	42.75%	41.77%	36.56%	36.56%
Option life (years)	10	10	10	10	10	10	10
Expected life (years)	3	3	3	3.5	3.5	3.5	3.5
Risk-free rate	0.976%	1.143%	0.979%	0.883%	0.462%	0.004%	0.896%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%	0%	0%
Possibility of ceasing employment before vesting	44%	37%	31%	40%	38%	50%	50%
Expectations of meeting performance criteria	100%	100%	100%	100%	100%	100%	100%
Fair value per option (pence)	50.00	54.75	28.00	213.10	226.00	369.40	111.55

Expected volatility was found using a historical volatility calculator with reference to the share price of competitors over a three-year period up to 2016 and from the company's share price volatility from 2017.

Save As You Earn (SAYE) scheme

Under the terms of the SAYE scheme, the board or the trustees of the Employee Benefit Trust grants options to purchase ordinary shares in the company to employees who enter into an HMRC-approved SAYE scheme for a term of three years. Options are granted at up to a 20% discount to the market price of the shares on the day preceding the date of offer and are exercisable for a period of six months after completion of the SAYE contract.

Date of grant	29 February 2023 no. of shares	Granted during the year no. of shares	Lapsed during the year no. of shares	Exercised during the year no. of shares	29 February 2024 no. of shares	Exercise price pence	Exercise period
31/10/18	189	-	(189)	-	-	189.88	31/10/21–30/04/22
30/10/19	91,245	-	(87,926)	(3,319)	-	216.92	30/10/22–30/04/23
03/11/20	132,101	-	(108,148)	-	23,953	268.96	03/11/23–03/05/24
01/12/21	776,912	-	(543,627)	-	233,285	154.58	01/12/24–01/06/25
07/11/22	29,717,880	-	(13,803,297)	(101,943)	15,812,640	30.00	01/12/25–01/06/26
01/12/23	-	13,013,491	(2,187,050)	(5,560)	10,820,881	25.00	01/12/26–01/06/27
	30,718,327	13,013,491	(16,730,237)	(110,822)	26,890,759		

The SAYE options were valued using the Black–Scholes model. The inputs into the model were as follows:

	31/10/18	30/10/19	03/11/20	01/12/21	07/11/22	01/12/23
Grant date	31/10/18	30/10/19	03/11/20	01/12/21	07/11/22	01/12/23
Share price at grant date	212.90	265.00	272.95	165.20	45.20	32.01
Exercise price	189.88	216.92	268.96	154.58	30.00	25.00
Number of employees	-	-	15	90	549	368
Shares under option	-	-	23,953	233,285	15,812,640	10,820,881
Vesting period (years)	3	3	3	3	3	3
Expected volatility	43.36%	40.39%	36.56%	36.56%	78.50%	54.57%
Option life (years)	3.5	3.5	3.5	3.5	3.5	3.5
Expected life (years)	3	3	3	3	3	3
Risk-free rate	0.760%	0.463%	0.075%	0.592%	3.275%	4.225%
Expected dividends expressed as a dividend yield	0%	0%	0%	0%	0%	0%
Possibility of ceasing employment before vesting	45%	76%	99%	96%	60%	50%
Expectations of meeting performance criteria	100%	100%	100%	100%	100%	100%
Fair value per option (pence)	72.90	93.94	69.56	46.39	28.27	15.51

Expected volatility was based on using a historical volatility calculator with reference to the share price of competitors over a three-year period for grant dates up to 2016 and from the company's share price volatility from 2017.

30 Capital commitments

Capital expenditure contracted for at the end of the reporting year, but not yet incurred, is as follows:

	2024 £ million	202 £ million
Property, plant and equipment at warehousing facilities	-	17.0

31 Contingent liabilities

From time to time, the group can be subject to various legal proceedings and claims that arise in the ordinary course of business, which may include cases relating to the group's brand and trading name. All such cases brought against the group are robustly defended and a liability is recorded only when it is probable that the case will result in a future economic outflow and that the outflow can be reliably measured.

Five-year group statement of comprehensive income – unaudited

	2020 £ million	2021 £ million	2022 £ million	2023 £ million	**2024 £ million**
Revenue	1,234.9	1,745.3	1,982.8	1,768.7	**1,461.0**
Cost of sales	(568.6)	(800.1)	(941.7)	(873.5)	**(704.9)**
Gross profit	666.3	945.2	1,041.1	895.2	**756.1**
Distribution costs	(278,3)	(422.0)	(516.5)	(447.9)	**(431.5)**
Administrative expenses	(297.3)	(400.1)	(515.3)	(529.7	**(472.9)**
Other income	0.2	1.0	0.1	0.2	**1.3**
Operating profit/(loss)	90.9	124.1	9.4	(82.2)	**(146.9)**
Net finance income/(expense)	1.3	0.6	(1.6)	(8.5)	**(13.0)**
Profit/(loss) after tax	92.2	124.7	7.8	(90.7)	**(159.9)**
Taxation	(19.3)	(31.3)	(11.8)	15.1	**19.0**
Profit/(loss) after tax	72.9	93.4	(4.0)	(75.6)	**(140.9)**
Share of results of associate	-	-	-	-	**3.1**
Profit/(loss) for the year	72.9	93.4	(4.0)	(75.6)	**(137.8)**
Other comprehensive income/(expense) for the year, net of income tax					
Impact of adoption of IFRS 16	(0.4)	-	-	-	-
Net fair value gain/(loss) on cash flow hedges	(10.0)	24.5	(12.6)	(10.1)	**3.8**
Total comprehensive income/(loss) for the year	62.5	117.9	(16.6)	(85.7)	**(134.0)**
Total comprehensive income attributable to:					
Owners of the parent	53.3	115.2	(16.6)	(85.7)	**(137.1)**
Non-controlling interests and associates	9.2	2.7	-	-	**3.1**
Total comprehensive income/(loss)	62.5	117.9	(16.6)	(85.7)	**(134.0)**
Earnings/(loss) per share					
Basic	5.48p	7.43p	(0.32p)	(6.13p)	**(11.48p)**
Diluted	5.35p	7.25p	(0.32p)	(6.13p)	**(11.48p)**

Five-year group statement of financial position – unaudited

	2020 £ million	2021 £ million	2022 £ million	2023 £ million	**2024 £ million**
Non-current assets	186.6	292.9	537.7	678.6	**601.2**
Current assets	382.9	483.0	460.7	547.1	**474.2**
Total assets	569.5	775.9	998.4	1,225.7	**1,075.4**
Equity attributable to the owners of the parent	310.6	472.5	464.3	400.0	**279.7**
Non-controlling interest	17.3	-	-	-	**-**
Current liabilities	217.9	285.7	461.7	337.8	**332.0**
Non-current liabilities	23.7	17.7	72.4	487.9	**463.7**
Total liabilities, capital and reserves	569.5	775.9	998.4	1,225.7	**1,075.4**

Five-year group cash flow statement – unaudited

	2020 £ million	2021 £ million	2022 £ million	2023 £ million	**2024 £ million**
Net cash generated from operating activities	115.7	162.8	10.3	136.7	**1.9**
Net cash used in investing activities	(43.8)	(283.4)	(261.5)	(103.3)	**(54.8)**
Net cash generated from/(used in) financing activities	(24.3)	151.2	76.5	196.2	**(48.0)**
Net movement in cash and cash equivalents	47.6	30.6	(174.7)	229.6	**(100.9)**
Opening cash and cash equivalents	197.8	245.4	276.0	101.3	**330.9**
Closing cash and cash equivalents	245.4	276.0	101.3	330.9	**230.0**

SHAREHOLDER INFORMATION

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boohoo group plc

ANNUAL REPORT AND FINANCIAL STATEMENTS

REGISTERED NUMBER 114397

FOR THE YEAR ENDED **29 FEBRUARY 2024**