

Notice of Annual General Meeting



Notice is hereby given that the Annual General Meeting (the "Meeting") of ASOS PLC (the "Company") will be held at at the offices of JP Morgan Cazenove, 20 Moorgate, London, EC2R 6DA on 1 October 2008 at 11.00 am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution. The business to be transacted under Resolutions 1 to 6 is deemed to be ordinary business under the Company's Articles of Association and the business to be transacted under Resolution 7 is deemed to be special business under the Company's Articles of Association.

ORDINARY RESOLUTIONS

1. To receive and adopt the Financial Statements of the Group for the 12 months ended 31 March 2008 together with the Reports of the Directors and Auditors thereon.
2. To re-elect as a director Peter Williams who retires by rotation in accordance with the Company's Articles of Association and offers himself for re-election.
3. To re-elect as a director Robert Bready who retires by rotation in accordance with the Company's Articles of Association and offers himself for re-election.
4. To re-elect as a director Jonathan Kamaluddin who retires by rotation in accordance with the Company's Articles of Association and offers himself for re-election.
5. To reappoint PricewaterhouseCoopers LLP, Chartered Accountants, London as auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company , at a level of remuneration to be determined by the directors.
6. THAT in substitution for any existing and unexercised authority and for the purposes of Section 80 of the Companies Act 1985 ("Section 80"), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80) up to an aggregate nominal amount of £854,723 provided that this authority shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 10 January 2010, save that the Company may at any time before such expiry make offers, or enter into agreements or arrangements which would or might require relevant securities to be allotted after such expiry and so that the directors may allot relevant securities in pursuance of such offers, agreements or arrangements as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

7. THAT in substitution for any existing and unexercised powers granted to them and subject to the passing of Resolution 6 above, the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act, including the sale of shares previously held as treasury shares within the scope of Section 94(3A) thereof) for

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cash pursuant to the authority conferred by Resolution 6 as if Section 89(1) of that Act did not apply to any such allotment (or sale of treasury shares) provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with an issue by way of rights (including without limitation under a rights issue, open offer or similar arrangement) in favour of holders of ordinary shares in the Company where the equity securities respectively attribute to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them but subject to such exclusion or other arrangement as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under laws of, or the requirements of, any regulatory or stock exchange authority in any jurisdiction or shares held by an approved depository or in issue in uncertified form;
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities (or sale of treasury shares) up to an aggregate nominal amount of £128,209; and
- (c) (otherwise than pursuant to paragraphs (a) and (b) above), in connection with the issue of shares pursuant to existing share options issued under the Company's Enterprise Management Investment Scheme and the Company's unapproved share option scheme (the "Share Options"), the allotment of ordinary shares of the Company pursuant to the exercise of the Share Options up to an aggregate nominal amount of £209,381

and shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 10 January 2010, except to the extent that the same is renewed or extended prior to or at such meeting save that the Company may before such expiry make offers, agreements or arrangements which would or might require equity securities to be allotted after such expiry and so that the directors may allot equity securities in pursuance of such offers, agreements or arrangements as if the power conferred hereby had not expired.

By Order of the Board

J Kamaluddin

Company secretary

ASOS PLC

Greater London House

Hampstead Road

London

NW1 7FB

21 August 2008

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.00 pm on 29 September 2008 or, if this Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU (the "Company's Registrars") in advance of the time and date specified in note 6 below who will advise you on how to do so. Please note that failure to specify the number of shares to which each proxy appointment relates, or specifying a number of shares in excess of those held will result in the proxy appointments being invalid.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy you must use the hard copy Proxy Form. The form must be completed and signed, and it must be received by the Company's Registrars no later than 6.00 pm on 29 September 2008.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a notarially certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrars in advance of the time and date specified in note 6 who will advise you on how to do so. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars in advance of the time and date specified in note 6. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company's Registrars no later than the time and date specified in note 6. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Appointment of proxy via CREST

10. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 6.00 pm on 29 September 2008. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the Company's Registrars no later than 6.00 pm on 29 September 2008.

Issued shares and total voting rights

11. As at 6.00 pm on 15 August 2008, the Company's issued share capital comprised 73,734,162 ordinary shares of 35 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company. Of this total, 1,119,741 ordinary shares are held on behalf of Ogier Employee Benefit Trustee Limited in their capacity as trustees of the Company's employee share schemes and these shares do not carry voting rights. Therefore the total number of voting rights in the Company as at 6.00 pm on 15 August 2008 is 72,614,421.

Documents on display

12. Copies of the service contracts and letters of appointment of executive directors of the Company will be available for inspection on 1 October 2008 at the place of the Annual General Meeting from 10:30am until the conclusion of the Meeting.

Communication

13. You may not use any electronic address (other than the use of the CREST system as stated above) to communicate with the Company for any purposes in connection with this Notice of AGM.