

# FARFETCH

## AUDIT COMMITTEE CHARTER

### I. Purpose

The purpose of the Audit Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Farfetch Limited (the “**Company**”) in its oversight of: (i) the integrity of the Company’s financial statements; (ii) the Company’s compliance with legal and regulatory requirements; (iii) the independent auditor’s qualifications and independence; (iv) the performance of the Company’s independent auditor; and (v) the design and implementation of the Company’s internal audit function and the performance of the internal audit function after it has been established.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with International Financial Reporting Standards (“**IFRS**”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

### II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the “**NYSE**”) and the independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “**SEC**”), subject, in each case, to applicable transition provisions or exceptions. Each Committee member must be financially literate as determined by the Board in its business judgment or must become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, at least one member of the Committee must be a financial expert as defined under SEC rules.

No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee and this determination is disclosed in accordance with NYSE rules.

Committee members shall be appointed to Committee by the Board and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

### III. Meetings, Procedures and Authority

The Committee will meet as frequently as it deems necessary and advisable to carry out its duties and must meet at least once during each fiscal quarter. The Committee must meet separately and periodically with management, with the internal auditor (or such persons responsible for the internal audit function) and with the independent auditor.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's Memorandum and Articles of Association (as may be amended and/or restated from time to time) and applicable NYSE rules.

The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

A majority of the members of the Committee then serving constitutes a quorum at any meeting of the Committee, and a director represented by an alternate director at any meeting is deemed present for determining a quorum. The Committee may act by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by a resolution in writing signed by all of the Committee members. Each member of the Committee has one vote.

#### **IV. Duties and Responsibilities**

##### Interaction with the Independent Auditor

###### *1. Appointment and Oversight*

The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

###### *2. Annual Report on Independence and Quality Control*

The Committee must, at least annually, obtain and review a report from the independent auditor describing (a) the auditing firm's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (c) all relationships and services between the independent auditor and the Company in order to assess the independent auditors' independence.

## Annual Financial Statements and Annual Audit

### 3. *Audit Problems*

The Committee must discuss with the independent auditor any audit problems or difficulties and management's response.

### 4. *Form 20-F Review*

The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Operating and Financial Review and Prospects."

### 5. *Audit Committee Report*

The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in the Company's annual report.

## Quarterly Financial Information

### 6. *Quarterly Financial Information Review*

The Committee must review and discuss the quarterly financial statements with management and the independent auditor, including the Company's public disclosures.

## Other Duties and Responsibilities

### 7. *Review of Earnings Releases*

The Committee must discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

### 8. *Risk Assessment and Risk Management*

The Committee must discuss the Company's guidelines and policies that govern the process by which the Company's risk exposure is assessed and managed. The Committee should discuss the Company's major financial risk exposures and, as necessary or advisable, the Company's other risk exposures, including without limitation, business continuity risk, information technology risk, tax risk, legal risk, cybersecurity risk and enterprise risk.

### 9. *Hiring of Independent Auditor Employees*

The Committee must set clear hiring policies for employees or former employees of the Company's independent auditor.

### 10. *Complaint Procedures*

The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

11. *Reports to the Board of Directors*

The Committee must report regularly to the Board regarding the activities of the Committee.

12. *Committee Self-Evaluation*

The Committee must at least annually perform an evaluation of the performance of the Committee.

13. *Review of Related Person Transactions*

The Committee is required to review each Related Person Transaction as described by the Corporate Governance Guidelines adopted by the Company from time to time and in particular as set out in the Related Person Transaction Policy and Procedures appended thereto, and must discuss with management and the independent auditor any related person transactions brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

14. *Review of Code of Ethics*

The Committee must, at least annually, consider and discuss with management and the independent auditor the Company's Code of Ethics and the procedures in place to enforce the Code of Ethics. The Committee must also consider and discuss and, as appropriate, grant requested waivers from the Code of Ethics brought to the attention of the Committee, though the Committee may defer any decision with respect to any waiver to the Board.

15. *Review Internal Controls.*

Review major issues regarding accounting principles and financial statement presentations, including any significant change in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit step adopted in light of any material control deficiency.

16. *Review of this Charter*

The Committee must periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

17. *Minutes and Records*

The Committee will maintain written minutes and record of actions taken by the Committee.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee as permitted by applicable law and NYSE rules.