

FARFETCH

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board and management.

II. COMPOSITION

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (“NYSE”), subject to the Company’s election to rely on exemption and transition periods permitted by applicable NYSE rules, including the “controlled company” exemption. Committee members must be appointed and may be removed, 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 has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Memorandum and Articles of Association (as may be amended and/or restated from time to time, the “Memorandum and Articles of Association”) that are applicable to the Committee. The Committee will meet as frequently as it deems necessary and advisable to carry out its duties.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

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, and the Company’s Memorandum and Articles of Association.

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

1. Director Nominees

The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. Criteria for Selecting Directors

The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines.

3. Shareholder Nominees

With respect to a shareholder nominee of the Board who resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect on the director or the Company, evaluate and recommend to the Board whether such shareholder nominee's resignation from the Board should be accepted.

4. Board Committee Structure and Membership

The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

5. Corporate Governance Guidelines

The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

6. Board and Management Evaluations

The Committee will oversee the annual self-evaluations of the Board and management.

7. Other Corporate Governance Matters

The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's Memorandum and Articles of Association, and the charters of the Company's other committees of the Board.

8. Reports to the Board of Directors

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

9. Committee Self-Evaluation

The Committee must at least annually perform an evaluation of the performance of the Committee, subject to the Company's election to rely on exemptions and transition periods permitted by applicable NYSE rules, including the "controlled company" exemption.

10. Review of this Charter

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

11. 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 has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee as permitted by applicable law and NYSE rules.