

# FARFETCH

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

### I. PURPOSE

The purpose of the Environmental, Social and Governance Committee (the “**Committee**”) is to assist the Board in fulfilling its oversight responsibilities with regard to, including, but not limited to environmental, health and safety, corporate social responsibility, sustainability, philanthropy, corporate governance, reputation, diversity, equity and inclusion, community issues, political contributions and lobbying and other public policy matters relevant to the Company (collectively, “**ESG Matters**”).

### II. COMPOSITION

The Committee must consist of at least three directors. 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, but no fewer than four times each calendar year.

The Committee has the authority to retain any 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. Oversight of ESG Matters*

The Committee will have, without limitation, the following duties and responsibilities:

- Recommend to the Board the Company's overall general strategy with respect to ESG Matters.
- Oversee the Company's policies, practices and performance with respect to ESG Matters.
- Oversee the Company's reporting standards in relation to ESG Matters.
- Report to the Board current and emerging topics relating to ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders and, if appropriate, detail actions taken in relation to the same.
- Advise the Board on stockholder proposals and other significant stakeholder concerns relating to ESG Matters.

### *2. Reports to the Board of Directors*

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

### *3. Committee Self-Evaluation*

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

### *4. Review of this Charter*

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

### *5. 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.