

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your existing ordinary shares in the capital of N Brown Group plc, please send this document, together with the accompanying documents as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

N Brown Group plc

28 May 2009

Griffin House
40 Lever Street
Manchester
M60 6ES

Registered No. 814103

To the holders of shares in N Brown Group plc

2009 Annual General Meeting

Dear Shareholder

Notice of the annual general meeting to be held on Tuesday, 7 July 2009 at 12.30pm at Griffin House, 40 Lever Street, Manchester, M60 6ES is set out on pages 3 to 5 of this document.

I provide below further information regarding the resolutions, which shareholders are to be asked to approve at the annual general meeting.

The directors consider the resolutions which are set out in the notice of meeting on pages 3 to 5 and which are to be proposed at the forthcoming annual general meeting to be in the best interests of the company and its shareholders as a whole and recommend shareholders to vote in favour of the resolutions as they unanimously intend to do so in respect of their own beneficial shareholdings.

You will find enclosed a form of proxy for use at the annual general meeting. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon whether or not you intend to be present at the meeting. Forms of proxy should be returned so as to be received by the company's registrars, Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent, BR3 4BR as soon as possible and in any event not later than 48 hours before the time appointed for the meeting.

Yours faithfully,

Lord Alliance of Manchester CBE
Chairman

Explanatory Notes

Resolution 1 Annual Report and Accounts

The directors will present to shareholders at the annual general meeting the accounts for the previous financial year, together with their report and the report of the auditors.

Resolution 2 Directors Remuneration Report

In accordance with section 439 of the Companies Act 2006 ("the 2006 Act") shareholders are again asked to approve the directors' remuneration report which is set out on pages 30 to 42 of the annual report and accounts. Your directors are satisfied that the company's policy and practice in relation to directors' remuneration are reasonable and that they deserve shareholder support.

Resolution 3 Dividends

Final dividends are approved by the shareholders. However, they cannot be more than the amount the board recommends. The board is recommending a final dividend of 6.41 pence per ordinary share for the 52 weeks ended 28 February 2009. If shareholders approve the recommended dividend, it will be paid on 24 July 2009 to shareholders on the register at the close of business on 26 June 2009.

Resolution 4, 5, 6, 7 and 8 Directors Re-Election

Under the articles of association one third of the directors are required to retire from office at each annual general meeting. Alan White retires by rotation and offers himself for re-election. In accordance with the Combined Code on Corporate Governance and by virtue of holding office as non-executive directors for more than nine years, Ivan Fallon, Lord Alliance of Manchester CBE and Nigel Alliance OBE are subject to annual re-election as directors. Anna Ford was appointed by the Board as a non-executive director since the date of the last annual general meeting and under the articles of association she must be elected by the members of the next annual general meeting following her appointment. Biographical details of all directors including those standing for re-election are included on page 20 of the annual report and accounts.

Resolution 9 Auditors Re-Appointment

This resolution proposes the re-appointment of Deloitte LLP as auditors of the company and authorises the directors to determine their remuneration.

Resolution 10 Authority to Allot Shares

The authority of shareholders is required to enable directors to allot shares and certain rights to subscribe for shares, such as options. Accordingly, in line with the company's usual procedure, which is also standard practice amongst other public companies, this resolution seeks authority for the directors to issue shares and other relevant securities (within the limits of the existing authorised share capital) until the conclusion of next year's annual general meeting or 6 October 2010, if sooner. The resolution will provide for the directors to be able to allot relevant securities up to a nominal amount of £10,098,594. This represents one third of the issued share capital together with the amount of shares that the company may be obliged to allot to satisfy its obligations under the various option schemes, long term incentive plan and annual performance bonus that the company operates. With the exception of shares to be issued in respect of these, the directors have no current intention of exercising this authority.

Resolution 11 Permission to Allot a Limited Number of Shares other than to Existing Shareholders

When shares and certain rights to subscribe for shares are issued for cash, they normally have to be offered first to existing shareholders in proportion to their current shareholding.

This resolution will enable the directors to allot for cash equity

securities up to a nominal amount of £1,514,789 representing approximately 5% of the current issued ordinary share capital, other than to existing shareholders, in order to take advantage of these opportunities as and when they arise. The authority will lapse at the earlier of the next annual general meeting of the company or 6 October 2010, if sooner.

In this context, shareholders should note that the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 ("the Treasury Shares Regulations") came into force on 1 December 2003, with the result that the rights of pre-emption conferred by section 89 of the Companies Act 1985 (the "1985 Act") (to the extent not disapplied) now also apply to the sale by the company of any shares which it holds as treasury shares under the Treasury Shares Regulations. Resolution 11, if passed, will also disapply the provisions of section 89 of the 1985 Act in relation to any sales of treasury shares, within the limits referred to in the resolution. As at 28 May 2009, the company did not hold any shares in the company in treasury.

Resolution 12 14 Day Notice Period For General Meetings (Other Than AGMs)

At the 2008 AGM new articles of association were adopted which include a provision allowing general meetings of the company to be called on the minimum notice period provided for in the 2006 Act. For meetings other than AGMs this is currently a period of 14 days (rather than the 21 days' notice previously required by the 1985 Act). The 2006 Act provisions relating to meetings are due to be amended with effect from August 2009, as a result of the UK implementation of the EU Shareholder Rights Directive. One of the amendments to be made will, in accordance with the Directive, increase the minimum notice period for listed company general meetings to 21 days, but with an ability for companies to reduce this period back to 14 days (other than for AGMs), provided that two conditions are met. The first condition is that the company offers facilities for shareholders to vote by electronic means. The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days. The directors believe that the company should ensure that the minimum period for notice of general meetings of the company (other than AGMs) can remain at 14 days after August 2009. The directors are therefore proposing resolution 12 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the company other than AGMs. The approval will be effective until the company's next AGM, when it is intended that a similar resolution will be proposed. Further information on what is meant by voting by electronic means should be available once the regulations implementing the Directive are finalised.

Resolution 13 Adoption of New Articles of Association

It is proposed in resolution 13 to adopt new articles of association (the "New Articles"). The New Articles update the company's current articles of association (the "Current Articles") primarily to take account of changes in English law brought about by certain provisions of the 2006 Act. The principal changes introduced in the New Articles are set out in the Appendix to this document. The New Articles showing all the changes to the Current Articles are available for inspection, as detailed on page 4 of this document.

Given the staged implementation of the 2006 Act, a further review of the Articles will be undertaken before the 2010 AGM and it is anticipated that additional amendments to the articles of association will be proposed at that time.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of N Brown Group plc will be held at Griffin House, 40 Lever Street, Manchester M60 6ES on Tuesday, 7 July 2009 at 12.30pm for the following purposes:

Ordinary Business

1. To receive the annual accounts of the company for the 52 weeks ended 28 February 2009 together with the directors' and auditors' report on those accounts.
2. To approve the directors' remuneration report from the 52 weeks ended 28 February 2009.
3. To declare a final dividend of 6.41 pence per ordinary share for the 52 weeks ended 28 February 2009.
4. To re-elect as a director Alan White.
5. To re-elect as a director Lord Alliance of Manchester CBE.
6. To re-elect as a director Nigel Alliance OBE.
7. To re-elect as a director Ivan Fallon.
8. To elect Anna Ford, who was appointed since the last annual general meeting, in accordance with Article 71 of the company's articles of association, as a director of the company.
9. To re-appoint Deloitte LLP as the company's auditors and to authorise the directors to fix their remuneration.
10. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That, in substitution for all existing authorities the directors of the company be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the company to allot relevant securities (within the meaning of section 80 of the said Act) up to an aggregate nominal amount of £10,098,594, provided that this authority shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution or, if earlier, 6 October 2010 and provided further that the company may before such expiry make any offers or agreements which would or might require relevant securities to be allotted after such expiry.

Special Business

To consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:

11. That, subject to the passing of resolution 10 as set out in the notice of this meeting above, the directors of the company be and are hereby empowered pursuant to section 95(1) of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by the said resolution 10 and to sell relevant

shares (as defined by section 94(5) of the said Act) of the company if, immediately before such sale, such shares were held by the company as treasury shares (within the meaning of section 162A(3) of the said Act) as if section 89(1) of the Act did not apply to any such allotment and/or sale, provided that this power shall be limited to the allotment of equity securities and/or sale of relevant shares:

- (a) in connection with an offer (whether by way of rights issue, open offer or otherwise) to the holders of ordinary shares where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them (notwithstanding that, by reason of such exclusions or other arrangements as the directors may deem necessary or desirable to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, the equity securities to be allotted and/or relevant shares to be sold are not offered to all such holders in proportion to the number of ordinary shares held by each of them); and
 - (b) otherwise than pursuant to paragraph (a) above, of equity securities up to an aggregate nominal value of £1,514,789;
- and shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution or, if earlier, on 6 October 2010 save that the company may before such expiry make any offers or agreements which would or might require equity securities to be allotted, or relevant shares to be sold, after such expiry.
12. That a general meeting of the company (other than an annual general meeting) may be called on not less than 14 clear days' notice.
 13. That, with immediate effect, the articles of association produced to the meeting and for the purpose of identification and signed by the chairman of the meeting, be adopted in substitution for and to the exclusion of the existing articles of association of the company.

By Order of the Board
Philip F Harland LL.B (Hons), Solicitor
Secretary
28 May 2009

Registered Office:
Griffin House
40 Lever Street
Manchester
M60 6ES

Notes

1. A member entitled to attend and vote at the annual general meeting convened by the notice set out above is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, speak and vote in his place. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by a member. A proxy need not be a member of the company.
2. A form of proxy which may be used to make such appointment and give proxy instructions is enclosed for your use.
3. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited by hand only at the office of the company's registrars, Capita Registrars, Proxies Department, PO Box 25, Kent, BR3 4BR or in accordance with the replied paid details not later than 12.30pm on 5 July 2009.
4. Completion and return of the form of proxy or any CREST Proxy Instructions (as described in paragraph 9 below) will not preclude a member from attending and voting in person at the annual general meeting should he or she so wish.
5. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
6. The following documents, which are now available for inspection during normal business hours at the registered office of the company and at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH, (public holidays excluded), will also be available for inspection on the date and at the place of the annual general meeting from 12.15pm until its conclusion:
 - 6.1 copies of all directors' service contracts with the company and the terms and conditions of appointment of non-executive directors;
 - 6.2 a copy of the company's memorandum and existing articles of association; and
 - 6.3 a copy of the revised articles of association to be adopted with immediate effect from the date of the annual general meeting.
7. To be entitled to attend and vote at the annual general meeting (and for the purpose of the determination by the company of the votes they may cast), members must be registered in the Register of Members of the company at 12.30pm on 5 July 2009 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent by 12.30pm on 5 July 2009. 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the company specifies that only those shareholders registered in the register of members of the company as at 12.30pm on 5 July 2009 (or in the case of an adjournment as at 48 hours before the time appointed for the holding meeting) shall be entitled to attend or vote at the above meeting and that the number of votes which any shareholder may cast, on a poll, will be determined by reference to the number of shares registered in such shareholder's name at that time. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
13. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy nomination rights (a "Nominated Person") you may, under an agreement between you and the member of the company who has nominated you, have a right to be appointed (or have someone else appointed) as a proxy for the meeting. If you do not have such a proxy appointment right, or you do not wish to exercise it, you may, under any such agreement, have a right to give instructions to the member who has appointed you as to the exercise of voting rights.

14. If you are a Nominated Person, the statement of the rights of members in relation to the appointment of proxies in paragraph 1 above does not apply. The rights described in these paragraphs can only be exercised by a registered member of the company.
15. As at 27 May 2009 (being the latest business day prior to the publication of this notice) the company's issued share capital consists of 274,104,714 ordinary shares of 11¹/₁₆ pence each, carrying one vote each. Therefore, the total voting rights in the company are 274,104,714.
16. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

Appendix

Explanatory notes of principal changes to the company's articles of association

1. Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

The Current Articles enable members to act by written resolution. Under the Companies Act 2006 public companies can no longer pass written resolutions. These provisions have therefore been removed in the proposed New Articles.

2. Variation of class rights

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006. The relevant provisions have therefore been amended in the New Articles.

3. Votes of members

Under the Companies Act 2006 proxies are entitled to speak at meetings and vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Multiple corporate representatives may be appointed. The New Articles reflect all of these new provisions.

4. Age of directors on appointment and no retirement on account of age

The Current Articles contain a provision requiring a director's age to be disclosed if he has attained the age of 70 years or more in the notice convening a meeting at which the director is proposed to be elected or re-elected. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles. The language has been updated in respect of the retirement of directors on the attainment of a certain age to reflect the Companies Act 2006.

5. Electronic and web communications

Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the company to take advantage of the new provisions relating to website communications. Before the company can communicate with a member by means of website communication, the relevant member must be asked individually by the company to agree that the company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

6. General

Generally the opportunity has been taken to bring clearer language into the New Articles.

