

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 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

Griffin House
40 Lever Street
Manchester
M60 6ES

31 May 2011

Registered No. 814103

To the holders of shares in N Brown Group plc

2011 Annual General Meeting

Dear Shareholder

Notice of the annual general meeting to be held on Tuesday, 5 July 2011 at 12.30pm at Griffin House, 40 Lever Street, Manchester, M60 6ES is set out on pages 4 to 7 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 4 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, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU 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

Shareholders will be asked at the annual general meeting to receive the accounts for the previous financial year, together with their report and the report of the auditors. A copy of the annual report and accounts is enclosed.

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 28 to 38 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. As the vote is advisory it does not affect the actual remuneration paid to any individual director.

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 7.37 pence per ordinary share for the 52 weeks ended 26 February 2011. If shareholders approve the recommended dividend, it will be paid on 29 July 2011 to shareholders on the register at the close of business on 1 July 2011. An interim dividend of 5.04 pence per ordinary share was declared in October 2010 which means the total dividend will be 12.41 pence per ordinary share for the 52 weeks ended 26 February 2011.

Resolutions 4, 5, 6, 7, 8, 9, 10 and 11 Directors Re-Election

Under the company's articles of association, one third of the directors are required to retire from office at each annual general meeting. However, the board has resolved to adopt with immediate effect the requirement in the UK Corporate Governance Code that all directors retire and submit themselves for re-election annually. Therefore each of the directors will retire and, being eligible, offer themselves for re-election. Biographical details of all the directors are included on page 16 of the annual report and accounts.

Resolution 12 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 13 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 until the conclusion of next year's annual general meeting or 5 July 2012, if sooner. The resolution will provide for the directors to be able to allot shares in the company, or grant rights to subscribe for, or to convert any security into shares in the company (together "Rights") up to a nominal amount of £10,331,610. This represents approximately one third of the issued share capital together with the amount of Rights 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.

The Association of British Insurers ("ABI") guidelines on directors' authority to allot shares state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one third of the company's issued share capital. In addition they will treat as routine a request for authority to allot shares representing an additional one third of the company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

In light of these guidelines, the directors consider it appropriate that the directors be granted authority to allot shares in the capital of the company up to an additional maximum nominal amount of £10,331,610 representing the guideline limit of one third of the company's issued share capital. This additional authority can only be used to allot shares pursuant to a rights issue. The additional power will last until the conclusion of the next annual general meeting of the company or, if earlier, 5 July 2012.

With the exception of shares to be issued under the company's share option schemes, the directors have no current intention of exercising the above mentioned authorities.

Resolution 14 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.

Resolution 14 will give the directors authority to allot shares in the capital of the company, pursuant to the authority granted under Resolution 13 above, for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances. In the light of the ABI guidelines described in relation to Resolution 10 above, this authority will permit the directors to allot:

- (a) shares up to a nominal amount of £20,663,220 (representing approximately two thirds of the company's issued share capital) on an offer to existing shareholders on a pre-emptive basis. However unless the shares are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot shares up to a nominal amount of £10,331,610 (representing one third of the company's issued share capital) (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and
- (b) shares up to a maximum nominal value of £1,549,741, representing approximately 5% of the issued ordinary share capital of the company otherwise than in connection with an offer to existing shareholders.

The directors have no present intention of exercising this authority.

Your directors will have due regard to institutional guidelines in relation to any exercise of this power, in particular the requirement in the Pre-emption Group's Statement of Principles for advance consultation and explanation before making any non pre-emptive cash issue pursuant to this resolution which exceeds 7.5% of the company's issued share capital in any rolling three year period.

In this context, shareholders should note that under the 2006 Act the rights of pre-emption conferred by section 561 of the 2006 Act (to the extent not disapplied) also apply to the sale by the company of any shares which it holds as treasury shares. Resolution 14, if passed, will also disapply the provisions of section 561 of the 2006 Act in relation to any sales of treasury shares, within the limits referred to in the resolution. As at 31 May 2011, the company did not hold any shares in treasury.

Resolution 15

Notice Period for General Meetings

This resolution is required to reflect the implementation in August 2009 of the Shareholder Rights Directive. The regulation implementing this Directive increased the notice period for general meetings of the company to 21 days. Previously the company was able to call general meetings (other than an AGM) on 14 clear days' notice and would like to preserve this ability going forward. In order to be able to do so, shareholders must approve the calling of meetings on 14 days' notice. Resolution 15 seeks such approval. The approval will be effective until the company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

The directors will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

Resolution 16

Adoption of New Articles of Association

It is proposed in Resolution 16 to adopt new articles of association (the "New Articles") in order to take account of the requirement in the UK Corporate Governance Code that all directors retire and submit themselves for re-election annually. The only amendment introduced in the New Articles is the insertion of a new interim provision setting out the procedure to which the board must follow in the unlikely event that none of the directors are re-elected at an annual general meeting. The proposed new provision is as follows:

If resolutions for the re-appointment of directors are put to a shareholders meeting and lost and at the end of that meeting the number of directors is fewer than the minimum number of directors required under the company's articles then all those directors who stood for re-appointment at that meeting (the "Retiring Directors") shall be deemed to have been re-appointed as directors and shall remain in office but only for the following purposes:

- to appoint additional director(s);
- to convene a further shareholders meeting for the purpose of appointing additional directors and/or ratifying the appointment of new directors;
- to perform such duties as are essential to maintain the company as a going concern (but not for any other purpose).

The Retiring Directors shall convene the shareholders meeting as soon as reasonably practicable and they shall retire from office at that meeting if the number of directors appointed or ratified by the company at that meeting is equal to or more than the minimum number of directors required under the articles.

The New Articles showing the changes are available for inspection, as noted on page 6 of this document.

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, 5 July 2011 at 12.30pm. You will be asked to consider and, if thought fit, pass the resolutions proposed below. Resolutions 14 to 16 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary Business

- 1 To receive the annual accounts of the company for the 52 weeks ended 26 February 2011 together with the directors' and auditors' report on those accounts.
- 2 To approve the directors' remuneration report for the 52 weeks ended 26 February 2011.
- 3 To declare a final dividend of 7.37 pence per ordinary share for the 52 weeks ended 26 February 2011.
- 4 To re-elect as a director Dean Moore.
- 5 To re-elect as a director John McGuire.
- 6 To re-elect as a director Lord Alliance of Manchester CBE.
- 7 To re-elect as a director Nigel Alliance OBE.
- 8 To re-elect as a director Ivan Fallon.
- 9 To re-elect as a director Lord Stone of Blackheath.
- 10 To re-elect as a director Anna Ford.
- 11 To re-elect as a director Alan White.
- 12 To re-appoint Deloitte LLP as the company's auditors and to authorise the directors to fix their remuneration.

Special Business

To consider and, if thought fit, to pass the resolutions set out below, which in the case of Resolution 13 will be proposed as an ordinary resolution and, in the case of Resolutions 14 to 16 as special resolutions:-

13 THAT,

- (a) the directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "2006 Act") to exercise all powers of the company to allot shares in the company, and to grant rights to subscribe for, or to convert any security into, shares in the company ("Rights") up to an aggregate nominal amount of £10,331,610 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, 5 July 2012, save that the company may before such expiry make any offers or

agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares and grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

- (b) the directors be and are hereby generally and unconditionally authorised to exercise all powers of the company to allot equity securities (as defined in Section 560 of the 2006 Act) in connection with a rights issue in favour of holders of ordinary shares where the new equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to a further aggregate nominal amount of £10,331,610 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, 5 July 2012, save that the company may before such expiry make any offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares and grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- (c) all previous unutilised authorities given to the directors pursuant to Section 551 of the 2006 Act shall be revoked (save to the extent that the same are exercisable pursuant to Section 551(7) of the 2006 Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

To consider and, if thought fit, pass the following resolutions as special resolutions:-

14 THAT, subject to the passing of resolution 13, the directors be and are hereby generally empowered, pursuant to Sections 570 and 573 of the Companies Act 2006 (the "2006 Act"), to allot equity securities (as defined in Section 560 of the 2006 Act) for cash, pursuant to the authority conferred by resolution 13 or by way of a sale of treasury shares as if Section 561 of the 2006 Act did not apply to such allotment, provided that this power shall be limited to:-

- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under sub-paragraph (b) of Resolution 13 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal

with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this resolution 14) to any person or persons of equity securities up to an aggregate nominal amount of £1,549,741,

and shall expire upon the expiry of the general authority conferred by resolution 13 above, save that the company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted, or relevant shares to be sold, after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

- 15 THAT, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.
- 16 THAT, the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By Order of the Board
Philip F Harland LL.B (Hons), Solicitor
Secretary
31 May 2011

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, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or in accordance with the replied paid details not later than 12.30pm on 3 July 2011.
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, 3 Hardman Street, Manchester M3 3AU (public holidays excluded), will also be available for inspection on the date and at the place of the annual general meeting 15 minutes before the start of the annual general meeting 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;
 - 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 6.00pm on 3 July 2011 (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 the latest time for receipt of proxy appointments set out above. 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 Euroclear UK & Ireland Limited 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 6.00pm on 3 July 2011 (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 2011 (being the latest business day prior to the publication of this notice) the company's issued share capital consists of 280,429,454 ordinary shares of 11¹/₁₉ pence each, carrying one vote each. Therefore, the total voting rights in the company are 280,429,454.
16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided they do not do so in relation to the same shares.
17. Members satisfying the thresholds in Section 527 of the Companies Act 2006 can require the company to publish a statement on its website setting out any matter relating to: (a) the audit of the company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Meeting or (b) any circumstances connected with an auditor of the company ceasing to hold office since the last annual general meeting, that the members propose to raise at the Meeting. The company cannot require members requesting the publication to pay its expenses. Where the company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the company has been required to publish on its website.
18. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would unduly interfere with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
19. A copy of this notice, and other information required by s311A of the Companies Act 2006 can be found at www.nbrown.co.uk.
20. You may not use any electronic address provided in this Notice of Annual General Meeting to communicate with the Company for any purposes other than those expressly stated.

