

Company No. 00814103

**COMPANIES ACT 2006**

**N BROWN GROUP PLC  
(the "Company")**

At an annual general meeting of the members of the Company, duly convened and held at N Brown Group plc, Griffin House, 40 Lever Street, Manchester, M60 6ES on the 3<sup>rd</sup> day of July 2012, the following resolutions were passed, resolutions 1 to 13 (inclusive) as ordinary resolutions and resolutions 14 to 15 (inclusive) as special resolutions:

*Ordinary Business*

1. To receive the annual accounts of the Company for the 53 weeks ended 3 March 2012 together with the directors' and auditors' report on those accounts.
2. To approve the directors' remuneration report for the 53 weeks ended 3 March 2012.
3. To declare a final dividend of 7.74 pence per ordinary share for the 53 weeks ended 3 March 2012.
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*

13. THAT, the directors be and are hereby generally and unconditionally authorised to allot shares in the company and to grant rights to subscribe for or convert any security into shares in the company:
  - (a) up to an aggregate nominal amount of £10,442,189; and
  - (b) comprising equity securities (as defined in section 560 of the 2006 Act) up to a further nominal amount of £10,442,189 in connection with an offer by way of a rights issue:-

- (i) to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to expire on the earlier of the next annual general meeting or on the close of business on 3 July 2013 but, in each case, so that the company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or subscription or conversion rights to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

14. THAT, subject to the passing of resolution 13, the directors be and are hereby generally authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell treasury shares, as if Section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:

(a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities made to (but in the case of the authority granted under paragraph (b) of resolution 13, by way of a rights issue only):

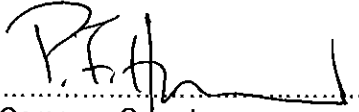
- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holder of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) in the case of the authority granted under paragraph (a) of resolution 13 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) of this resolution 14) of equity securities or sale of treasury shares up to a nominal amount of £1,566,328.

This authority shall expire on the earlier of the next annual general meeting or on the close of business on 3 July 2013 whichever is earlier, but so that the company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

15. THAT, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Signature:  .....  
Company Secretary

Date 3/7/12 .....