

10 September 2020

N BROWN GROUP PLC - RESULTS OF AGM

The Board of Directors of N Brown Group plc (the “Company”) announces the results of voting on the resolutions put to shareholders at its Annual General Meeting (the “AGM”) held on Thursday 10 September 2020. Details of the resolutions are set out in full in the Notice of AGM circulated to shareholders on 08 July 2020. Copies are available to view and download on the Company’s corporate website:

<https://www.nbrown.co.uk/investors/shareholder-information/agm>

In light of the prevailing Government guidance in relation to Covid-19, the AGM was convened with the minimum quorum of shareholders present in order to conduct the business of the meeting. This was facilitated by N Brown.

A poll was held on each of the resolution proposed; all resolutions were passed by the required majority.

Resolutions 1 to 15 (inclusive) were passed as ordinary resolutions and resolutions 16 and 17 were passed as special resolutions.

As the Company has a controlling shareholder, Lord Alliance of Manchester CBE, as defined in the Financial Conduct Authority’s Listing Rules, each resolution to elect or re-elect an Independent Non-Executive Director (resolutions 3, 5, 7, 8, 9, 10 and 11) has been approved by a majority of votes cast by:

- The shareholders of the Company as a whole; and
- The independent shareholders of the Company.

The results of votes cast for each resolution were as follows:

	RESOLUTION	VOTES FOR	% FOR	VOTES AGAINST	% AGAINST	% ISC* VOTED	VOTES WITHHELD
1	To receive the annual accounts of the Company for the 52 weeks ended 29 February 2020 together with the directors’ and auditors’ report on those accounts.	172,090,925	99.99	1,500	0.01	60.21	2,672
2	To approve the Directors Remuneration Report for the year ended 2 March 2019.	171,973,863	99.94	109,805	0.06	60.21	11,429
3	To elect as a director Vicky Mitchell†.	172,035,952	99.99	9,666	0.01	60.19	49,479
4	To elect as a director Rachel Izzard.	172,036,739	99.99	8,879	0.01	60.19	49,479
5	To re-elect as a director Matt Davies†.	172,013,086	99.95	79,089	0.05	60.21	2,922
6	To re-elect as a director Lord Alliance of Manchester CBE.	172,081,462	99.99	9,213	0.01	60.21	4,422
7	To re-elect as a director Ron McMillan†.	172,066,889	99.99	20,589	0.01	60.21	7,619
8	To re-elect as a director Lesley Jones†.	172,022,836	99.96	66,142	0.04	60.21	6,119
9	To re-elect as a director Richard Moros†.	172,068,389	99.99	11,473	0.01	60.21	15,235
10	To re-elect as a director Gill Barr†.	172,069,873	99.99	20,605	0.01	60.21	4,619
11	To re-elect as a director Michael Ross†.	172,076,005	99.99	11,473	0.01	60.21	7,619
12	To re-elect as a director Steve Johnson.	172,078,955	99.99	11,523	0.01	60.21	4,619
13	To re-appoint KPMG LLP as the Company’s auditors	172,043,944	99.99	12,676	0.01	60.20	38,477
14	To authorise the directors to fix the auditors’ remuneration.	172,084,583	99.99	6,308	0.01	60.21	4,206
15	Director's authorisation to allot shares in the Company ... up to an aggregate nominal amount of £10,530,106... (full resolution in AGM notice)	172,010,941	99.96	76,950	0.04	60.21	7,206
16	Granting of Section 561 authority permitting an allotment of shares by the Directors for cash without pre-emption rights... (full resolution in AGM notice)	171,942,832	99.92	145,059	0.08	60.21	7,206
17	Permitting a general meeting of the Company,	171,766,965	99.81	326,960	0.19	60.21	1,172

	other than an annual general meeting, to be called on not less than 14 clear days' notice						
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* Issued Share Capital

† Independent Non-Executive Director

The results cast by independent shareholders on the resolutions concerning the re- election of the independent Non-Executive Directors were as follows:

	RESOLUTION	VOTES FOR	% FOR	VOTES AGAINST	% AGAINST	% ISC*	VOTES WITHELD
3	To elect as a director Vicky Mitchell.	86,179,866	99.99	9,666	0.01	30.16	49,479
5	To re-elect as a director Matt Davies.	86,157,000	99.91	79,089	0.09	30.17	2,922
7	To re-elect as a director Ron McMillan.	86,210,803	99.98	20,589	0.02	30.17	7,619
8	To re-elect as a director Lesley Jones.	86,166,750	99.92	66,142	0.08	30.17	6,119
9	To re-elect as a director Richard Moross	86,212,303	99.99	11,473	0.01	30.17	15,235
10	To re-elect as a director Gill Barr.	86,213,787	99.98	20,605	0.02	30.17	4,619
11	To re-elect as a director Michael Ross.	86,219,919	99.99	11,473	0.01	30.17	7,619

* Issued share capital

Notes:

1. As at the date of the AGM, the Company had 285,817,178 ordinary shares in issue. The Company did not hold any shares in treasury and therefore the number of total voting rights as at the date of the AGM was 285,817,178.
2. The scrutineer of the voting was Link Asset Services, the Company's Share Registrar.
3. Note that a 'vote withheld' is not a vote in law and such votes have not been included in the calculation of votes 'for' and 'against' each resolution. Proxy appointments which gave discretion to the Chairman have been included in the 'for' total above.

In accordance with Listing Rule 9.6.2, copies of the resolutions which constitute special business at the AGM (being resolutions 16 and 17) will be submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

A copy of this announcement has been posted on the Company's corporate website:

<https://www.nbrown.co.uk/investors/shareholder-information/agm>

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