

FORM OF PROXY

N BROWN GROUP PLC – General Meeting



PROXY

N BROWN GROUP PLC – General Meeting, 23 November 2020

I/We, of
 (Please insert full name(s) and address(es) in block letters)

Barcode:

Event Code:

being (a) member(s) of the above-named Company, hereby appoint the Chair of the meeting or

(full name) of

(address)

as my/our proxy or proxies to vote for me/us and on my/our behalf at the general meeting of the holders of ordinary shares in the Company to be held on 23 November 2020 and at any adjournment of that meeting and to vote at that meeting as indicated below.

Please tick here if this proxy appointment is one of multiple proxies being made (and refer to note 2 overleaf).

Number of share(s) (See Note 2 below)

(SEE NOTE 2 BELOW – IN LIGHT OF THE UK GOVERNMENT'S STAY AT HOME RULES RELATING TO COVID-19, NO PROXY OTHER THAN THE CHAIR WILL BE ENTITLED TO ATTEND THE MEETING IN PERSON. IF YOU APPOINT ANOTHER PROXY, THEY WILL THEREFORE BE UNABLE TO VOTE.)

Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. Where no "X" is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

ORDINARY RESOLUTIONS:

Please mark 'X' in the appropriate spaces to indicate how you wish to vote

Resolution 1: To authorise the directors to allot shares

For	Against	Vote Withheld	Discretionary
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 3: To approve the related party transaction with Lord David Alliance and Joshua Alliance

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 6: To approve the waiver granted by the Panel on Takeovers and Mergers

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL RESOLUTIONS:

Resolution 2: To disapply pre-emption rights

For	Against	Vote Withheld	Discretionary
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Resolution 4: To approve the:
 (a) cancellation of the admission of the shares to the premium listing segment of the official list of the Financial Conduct Authority and to trading on London Stock Exchange plc's main market for listed securities; and
 (b) the application for admission of the shares to trading on AIM

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 5: To approve the new articles of association of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

Date

Notes:

1. All members are ordinarily entitled to attend and vote at the meeting, whether or not they have returned a form of proxy. **IN LIGHT OF THE ONGOING CIRCUMSTANCES RELATING TO COVID-19 AND THE UK GOVERNMENT'S STAY AT HOME RULES ("STAY AT HOME RULES"), NO MEMBER (OTHER THAN THOSE DESIGNATED AS ATTENDING FOR THE PURPOSES OF QUORUM) WILL BE ADMITTED TO THE GENERAL MEETING. IF YOU ATTEMPT TO ATTEND IN PERSON, YOU WILL BE REFUSED ENTRY.**
2. **IN LIGHT OF THE STAY AT HOME RULES, NO PROXY OTHER THAN THE CHAIR WILL BE ENTITLED TO ATTEND THE GENERAL MEETING IN PERSON. IF YOU APPOINT ANOTHER PROXY, THEY WILL THEREFORE BE UNABLE TO VOTE.** If any other proxy is preferred, delete the words "the Chair of the Meeting or", insert the full name of the proxy or proxies you wish to appoint and initial the alternation. If you are appointing more than one proxy, you must indicate the number of shares in respect of which you are making this appointment, you should include the number in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Registrars, Link Group (0371 664 0321) or you may photocopy this form. Please return all the forms together and tick the box to indicate each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid. A proxy need not be a member of the Company but must attend the meeting in person.
3. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, the form of proxy must be signed by the individual or his attorney.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
5. If you want your proxy to vote in a certain way on the resolutions, please insert "X" in the relevant box.
6. The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
7. If you select "discretionary" or fail to select any of the options, your proxy can vote as he or she chooses or can decide not to vote. Your proxy can also do this on any other resolution that is put to the meeting.
8. If this form of proxy is returned duly signed but without any indication as to how the person appointed proxy shall vote, he or she will exercise his or her discretion as to how he or she votes and whether or not he or she abstains from voting.
9. To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be lodged at the Company Registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting (excluding any part of a day which is not a working day).
10. Electronic Proxy Appointment (**EPA**) is available for this meeting. If you would like to submit your proxy form using the web-based voting facility, go to www.signalshares.com and select "Register" if you have not previously registered for this service. You will be asked for your Investor Code, which can be found on your share certificate. EPA will not be valid if received after 10.00 a.m. on 19 November 2020 and will not be accepted if found to contain a computer virus.
11. Any alterations made in this form of proxy should be initialled.
12. Appointment of a proxy would not usually preclude a member from attending and voting in person should he or she subsequently decide to do so. **IN LIGHT OF THE STAY AT HOME RULES, NO MEMBER (OTHER THAN THOSE DESIGNATED AS ATTENDING FOR THE PURPOSES OF QUORUM) WILL BE ADMITTED TO THE GENERAL MEETING. IF YOU ATTEMPT TO ATTEND THE GENERAL MEETING IN PERSON, YOU WILL BE REFUSED ENTRY.**
13. The right of members to vote at the meeting is determined by reference to the register of members. As permitted by section 360B(3) of the Companies Act 2006 and Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at 6 p.m. on 19 November 2020 in order to be entitled to vote at the meeting. **IN LIGHT OF THE STAY AT HOME RULES, IF YOU ATTEMPT TO ATTEND THE GENERAL MEETING IN PERSON YOU WILL BE REFUSED ENTRY.** Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
14. If two or more valid forms of proxy are delivered in respect of the same share, the one which is valid will be the one which was delivered last (regardless of its date or the date of its execution).
15. The appointment of a proxy and voting instructions for the meeting may be registered electronically by logging onto www.signalshares.com. Full details of the procedure are given on that website. The proxy appointment and voting instructions must be received by the Company's Registrars not less than 48 hours before the time of the meeting or any adjournment of the meeting (excluding any part of a day which is not a working day). You will need to have this form to hand when you log on, as it has information required in the process.
16. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.