

6 July 2021

N BROWN GROUP PLC - RESULTS OF AGM

The Board of Directors of N Brown Group plc (the “Company”) announces that at its Annual General Meeting (the “AGM”) held on Tuesday 6 July 2021 all resolutions were duly passed. Details of the resolutions are set out in full in the Notice of AGM circulated to shareholders on 11 June 2021. Copies are available to view and download on the Company’s corporate website: <https://www.nbrown.co.uk/investors/shareholder-information/agm>

Given the delay in the lifting of the Government’s Covid-19 restrictions and taking into account the constantly evolving nature of the pandemic and the guidance that was in force at the time of the AGM, the Board concluded that it remained appropriate to strongly urge shareholders not to attend the AGM in person this year.

Shareholders were recommended to appoint the Chair as their proxy to vote on the resolutions set out in the notice of meeting. Shareholders were also invited to submit questions on the Annual Report and Accounts and AGM resolution via email ahead of the meeting.

A poll was held on each of the resolutions 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.

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 27 February 2021 together with the directors’ and auditors’ report on those accounts	331,665,728	99.99	16,410	0.01	72.03	0
2	To approve the Directors Remuneration Report for the year ended 27 February 2021	324,748,979	97.92	6,897,172	2.08	72.02	35,987
3	To elect as a director Joshua Alliance	331,646,890	99.99	32,051	0.01	72.03	3,197
4	To elect as a director Dominic Platt†	331,617,142	99.99	24,528	0.01	72.02	40,468
5	To re-elect as a director Ron McMillan†	328,212,080	99.93	214,105	0.07	71.32	3,255,953
6	To re-elect as a director Lord Alliance of Manchester CBE	331,658,450	99.99	23,688	0.01	72.03	0
7	To re-elect as a director Gill Barr†	324,903,726	97.96	6,775,215	2.04	72.03	3,197
8	To re-elect as a director Richard Moross†	331,464,117	99.94	205,708	0.06	72.03	12,313
9	To re-elect as a director Michael Ross†	331,655,098	99.99	23,843	0.01	72.03	3,197
10	To re-elect as a director Vicky Mitchell†	331,654,620	99.99	24,321	0.01	72.03	3,197
11	To re-elect as a director Steve Johnson	331,654,857	99.99	24,084	0.01	72.03	3,197
12	To re-elect as a director Rachel Izzard	331,654,620	99.99	24,321	0.01	72.03	3,197
13	To re-appoint KPMG LLP as the Company’s auditors	331,590,980	99.97	91,124	0.03	72.03	34
14	To authorise the directors to fix the auditors’ remuneration	331,657,948	99.99	24,190	0.01	72.03	0
15	To approve the N Brown Group plc Savings-Related Share Option Scheme 2021	331,584,623	99.96	95,980	0.03	72.03	535
16	Director’s authorisation to allot shares in the Company ... up to an aggregate nominal amount of £16,965,171... <i>(full resolution in AGM notice)</i>	331,473,968	99.94	204,438	0.06	72.03	3,732
17	Granting of Section 561 authority permitting an allotment of shares by the Directors for cash without pre-emption rights... <i>(full resolution in AGM notice)</i>	331,420,272	99.92	258,134	0.08	72.03	3,732

* Issued Share Capital

† Independent Non-Executive Director

Notes:

1. As at the date of the AGM, the Company had 460,483,231 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 460,483,231.
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.

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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