

N Brown Group plc  
**Annual General Meeting**

**Form of Proxy**

(for use by ordinary shareholders for the Annual General Meeting to be held on 5 July 2011)

I/We (block capitals).....  
of .....  
being (a) holder(s) of Ordinary Shares in the Company, hereby appoint the Chairman of the meeting or (Note 1) .....  
..... to vote..... number of shares (Note 1)  
as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 5 July 2011 and at any adjournment thereof. I/We direct my/our proxy to vote as indicated by an X in the appropriate column (Note 2).  
If you wish to appoint multiple proxies please see Note 2.

	<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
1	To receive the annual report and accounts			
2	To approve the directors' remuneration report			
3	To approve the final dividend			
4	To re-elect Dean Moore as a director			
5	To re-elect John McGuire as a director			
6	To re-elect Lord Alliance of Manchester CBE as a director			
7	To re-elect Nigel Alliance OBE as a director			
8	To re-elect Ivan Fallon as a director			
9	To re-appoint Lord Stone of Blackheath as a director			
10	To re-appoint Anna Ford as a director			
11	To re-appoint Alan White as a director			
12	To re-appoint Deloitte LLP as auditors			
13	To authorise the directors to allot relevant securities pursuant to section 551 of the Companies Act 2006 (" <b>2006 Act</b> ")			
14	To give the directors a limited power to allot equity securities for cash pursuant to section 570 and 573 of the 2006 Act without making an offer to shareholders.			
15	To hold general meetings (other than AGMs) on 14 days notice			
16	To adopt the new articles of association			

**Signed**.....**Dated**.....**2011**

**Notes:**

- To appoint as a proxy a person other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" and write the full name in the space provided. If you wish your proxy to make comments on your behalf you will need to appoint someone other than the Chairman and give them relevant instructions directly. A proxy need not be a member of the Company.
- You may appoint one or more proxies of your choice to attend, speak and vote in your place at the meeting and any adjournment thereof, provided each proxy is appointed to exercise rights in respect of different shares. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting Capita Registrars or you may photocopy this document indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Capita Registrars in the same envelope.
- Unless otherwise instructed the proxy will vote as they think fit or, at their discretion, abstain from voting.
- The form of proxy must arrive not later than 48 hours before the time set for the meeting at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
- A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney.
- The form of proxy is only for use in respect of the shareholder account specified and should not be amended or submitted in respect of a different account.
- The "vote withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
- Shares held in uncertified 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.
- The completion of this or additional proxy forms or any CREST proxy instructions will not preclude you from attending and voting in person at the meeting.
- Corporate Representatives must make themselves known to the registrar prior to the meeting.

BUSINESS REPLY SERVICE  
LICENCE No. RSBH-UXKS-LRBC



**PXS**  
**34 BECKENHAM ROAD**  
**BECKENHAM**  
**BR3 4TU**