

N Brown Group plc
 (“N Brown” or the “Group” or the “Company”)

Results of General Meeting

N Brown previously announced on 5 November 2020 the publication of the combined prospectus, circular and AIM admission document (the “**Prospectus**”) in respect of the Capital Raising and the proposed delisting of its Ordinary Shares from the premium listing segment of the Official List and from trading on the Main Market and the admission of its Ordinary Shares to trading on AIM, to which was appended a notice to convene a General Meeting of the Company, which was held today at 10:00 a.m. at Griffin House, 40 Lever Street, Manchester, United Kingdom, M60 6ES on 23 November 2020 and is available on the Company’s website at www.nbrown.co.uk.

At the voting record time, the Company had 285,817,178 Ordinary Shares in issue, none of which were held in treasury. The total voting rights in the Company were therefore 285,817,178.

The Company is pleased to announce that all of the Resolutions set out in the notice of the General Meeting appended to the Prospectus were passed at the General Meeting. A poll was conducted on each Resolution proposed at the General Meeting and the numbers of votes cast for and against each of the Resolutions, and the number of votes withheld, are detailed below:

	No. For*	%** For	No. Against	%** Against	Total votes cast (excl. withheld)	% ISC	No.*** Withheld
ORDINARY RESOLUTIONS							
Resolution 1: Authority to allot shares	207,211,229	99.24%	1,595,890	0.76%	208,807,119	73.06	515,762
Resolution 3: Related party transaction	76,003,574	94.22%	4,663,136	5.78%	80,666,710	28.22	128,656,170
Resolution 6: Rule 9 Waiver	75,933,435	94.15%	4,717,186	5.85%	80,650,621	28.22	128,672,259
SPECIAL RESOLUTIONS							
Resolution 2: Disapplication of pre- emption rights	207,078,688	99.19%	1,698,644	0.81%	208,777,332	73.05	545,549
Resolution 4: De-listing and Admission	207,416,632	99.34%	1,383,342	0.66%	208,799,974	73.05	522,907
<i>Resolution 4: Independent Shareholders Only</i>	<i>79,283,682</i>	<i>98.29%</i>	<i>1,383,342</i>	<i>1.71%</i>	-	-	<i>522,907</i>
Resolution 5: Amendments to Articles of Association	207,383,833	99.32%	1,419,635	0.68%	208,803,468	73.05	519,413

Notes:

* Votes in favour include votes where the Chair of the General Meeting was given discretion regarding how to vote.

** Percentages are expressed as a proportion of total votes cast (which does not include votes withheld).

*** A 'vote withheld' is not a vote under English law and is not counted in the calculation of votes 'for' and 'against' the Resolutions.

Resolutions 1, 3 and 6 were passed as ordinary resolutions and Resolutions 2, 4 and 5 were passed as special resolutions, with Resolution 4 also having been passed by a majority of the independent shareholders.

In accordance with Listing Rule 9.6.2R, a copy of the Resolutions passed at the General Meeting will be submitted to the National Storage Mechanism where it will shortly be available at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

For enquiries, please contact:

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