

# **N BROWN GROUP PLC**

## **Form of Proxy**

(for use by ordinary shareholders for the Annual General Meeting to be held on 18 July 2017))

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 2) 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 18 July 2017 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 3.

RESOLUTIONS	VOTE		
	FOR	AGAINST	WITHHELD
1 To receive the annual accounts and reports of the directors and auditor for the 53 weeks ended 4 March 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report for the 53 weeks ended 4 March 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 8.56 pence per ordinary share for the 53 weeks ended 4 March 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To elect as a director Richard Moross.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect as a director Angela Spindler.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect as a director Lord Alliance of Manchester CBE.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect as a director Andrew Higginson.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect as a director Ronald Thomas McMillan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect as a director Fiona Campbell Laird.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect as a director Lesley Jones.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To re-elect as a director Craig Lovelace.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To re-appoint KPMG LLP as the company's auditor and to authorise the directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To give the directors a limited power to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To give the directors a limited power to allot shares for cash without making an offer to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To hold general meetings (other than annual general meetings) on 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed ..... Dated ..... 2017

### Notes:

1. 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 of the person you wish to appoint 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.
2. 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 Asset Services 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 Asset Services in the same envelope.
3. Unless otherwise instructed, the proxy will vote as they think fit or, at their discretion, abstain from voting.
4. The form of proxy must arrive not later than 48 hours before the time set for the meeting at Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.
5. A corporation must execute the form of proxy under either its common seal or the hand of a duly authorised officer or attorney.
6. 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.
7. 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.
8. 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.
9. 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.
10. Corporate Representatives must make themselves known to the registrar prior to the meeting.

Business Reply Plus  
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PXS 1  
34 Beckenham Road  
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