

09 July 2019

### N BROWN GROUP PLC - RESULTS OF AGM

The Board of Directors of N Brown Group plc (the “Company”) announces the results of voting on the resolutions put to shareholders at its Annual General Meeting (the “AGM”) held on Tuesday 09 July 2019. Details of the resolutions are set out in full in the Notice of AGM circulated to shareholders on 31 May 2019. Copies are available to view and download on the Company’s corporate website: <https://www.nbrown.co.uk/investors/shareholder-information/aggm>

Voting at the AGM was conducted on a show of hands. 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.

As the Company has a controlling shareholder, Lord Alliance of Manchester CBE, as defined in the Financial Conduct Authority’s Listing Rules, each resolution to re-elect an Independent Non-Executive Director (resolutions 6, 8, 9, 10, 11 and 12) has been approved by a majority of votes cast by:

- The shareholders of the Company as a whole; and
- The independent shareholders of the Company.

The results of votes cast by proxy for each resolution were as follows:

Resolution	Votes for	%	Votes against	%	Total votes	% of ISC* voted	Votes withheld
1	204,640,776	100.00	1,500	0.00	204,642,276	71.77%	83,782
2	177,995,722	99.60	706,951	0.40	178,702,673	62.67%	26,023,384
3	204,028,327	99.66	687,498	0.34	204,715,825	71.79%	10,233
4	204,718,559	100.00	0	0.00	204,718,559	71.79%	7,499
5	203,309,521	99.91	186,632	0.09	203,496,153	71.36%	1,229,905
6**	203,209,307	99.86	283,922	0.14	203,493,229	71.36%	1,232,828
7	203,284,269	99.90	211,971	0.10	203,496,240	71.36%	1,229,818
8**	202,412,091	99.47	1,081,138	0.53	203,493,229	71.36%	1,232,828
9**	203,280,259	99.89	215,971	0.11	203,496,230	71.36%	1,229,828
10**	202,629,314	99.58	860,829	0.42	203,490,143	71.36%	1,235,915
11**	203,261,690	99.89	228,452	0.11	203,490,142	71.36%	1,235,915
12**	202,470,840	99.50	1,022,303	0.50	203,493,143	71.36%	1,232,915
13	202,565,988	99.55	925,655	0.45	203,491,643	71.36%	1,234,415
14	183,123,503	99.64	656,187	0.36	183,779,690	64.45%	20,946,367
15	204,357,905	99.83	355,290	0.17	204,713,195	71.79%	12,863
16	203,484,226	99.40	1,232,969	0.60	204,717,195	71.79%	8,863
17	202,029,584	98.68	2,696,474	1.32	204,726,058	71.80%	0

\* Issued Share Capital

\*\* Independent Non-Executive Director

The results cast by proxy from independent shareholders on the resolutions concerning the re-election of the independent Non-Executive Directors were as follows:

Resolution	Votes for	%	Votes against	%	Total votes	% of ISC* voted	Votes withheld
6 – to re-elect Matt Davies	146,509,179	99.81%	283,922	0.19%	146,793,101	51.48%	1,232,828
8 - to re-elect Ron McMillan	145,711,963	99.26%	1,081,138	0.74%	146,793,101	51.48%	1,232,828
9 - to re-elect Lesley Jones	146,580,131	99.85%	215,971	0.15%	146,796,102	51.48%	1,229,828
10 - to re-elect Richard Moross	145,929,186	99.41%	860,829	0.59%	146,790,015	51.48%	1,235,915
11 - to re-elect Michael Ross	146,561,562	99.84%	228,452	0.16%	146,790,014	51.48%	1,235,915
12 - to re-elect Gill Barr	145,770,712	99.30%	1,022,303	0.70%	146,793,015	51.48%	1,232,915

\* Issued share capital

#### Notes:

1. As at the date of the AGM, the Company had 285,153,619 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 285,153,619.
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.

In accordance with Listing Rule 9.6.2, copies of the resolutions which constitute special business at the AGM (being resolutions 16 and 17) will be submitted to the National Storage Mechanism and will shortly be available for inspection at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm)

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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