

Company No. 00814103

COMPANIES ACT 2006

**N BROWN GROUP PLC
(the "Company")**

At an annual general meeting of the members of the Company, duly convened and held at N Brown Group plc, Griffin House, 40 Lever Street, Manchester, M60 6ES on the 2nd day of July 2013, the following resolutions were passed, resolution 1 as an ordinary resolution and resolutions 2 to 4 (inclusive) as special resolutions:

1. THAT, the directors be and are hereby generally and unconditionally authorised to allot shares in the company and to grant rights to subscribe for or convert any security into shares in the company:

- (a) up to an aggregate nominal amount of £10,442,189; and
- (b) comprising equity securities (as defined in section 560 of the 2006 Act) up to a further nominal amount of £10,442,189 in connection with an offer by way of a rights issue:-
 - (i) to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to expire on the earlier of the next annual general meeting or on the close of business on 2 July 2014 but, in each case, so that the company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or subscription or conversion rights to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

2. THAT, subject to the passing of resolution 1, the directors be and are hereby generally authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell treasury shares, as if Section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities made to (but in the case of the authority granted under paragraph (b) of resolution 1, by way of a rights issue only):
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) holder of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 1 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) of this resolution 2) of equity securities or sale of treasury shares up to a nominal amount of £1,566,328.

This authority shall expire on the earlier of the next annual general meeting or on the close of business on 2 July 2014 whichever is earlier, but so that the company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

- 3. THAT, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

- 4. THAT the Articles of Association of the Company be and are hereby altered as follows:

- (a) the following article is added to the Articles as a new article 11 (E):

"(E) The directors can resolve that signatures on any share certificates can be applied to the certificates by mechanical or other means or can be printed on them or that signatures are not required."

- (b) the following article is added to the Articles as a new article 45 and the Articles are subsequently renumbered accordingly:

"Shareholders out of contact

45 If on three consecutive occasions any notice, document or other information sent or supplied to a shareholder has been returned undelivered, the company need not send or supply further notices, documents or other information to that shareholder until he has communicated with the company and supplied the company (or its agents) with a new registered address, or a postal address within the United Kingdom for the service of notices and the despatch or supply of documents and other information, or has informed the company of an address for the service of notices and the sending or supply of documents and other information in electronic form. Any notice, document or other information sent by post will be treated as returned undelivered if the notice, document or other information is sent back to the company (or its agents), and any notice, document or other information sent or supplied in electronic form will be treated as returned undelivered if the company (or its agents) receives notification that the notice, document or other information was not delivered to the address to which it was sent."

- (c) by deleting the whole of Article 61(A) and replacing with the following article in substitution therefor:

"(A) in the case of an instrument in hard copy form and any authority or copy thereof be deposited at the Office or at such other place in the United Kingdom as may be specified in or by way of note to the notice of meeting or

any form of proxy or other document accompanying the same 48 hours (or such shorter time as the directors decide) before the time appointed for holding the meeting or adjourned meeting or the taking of the poll at which the person named in the appointment proposes to vote;"

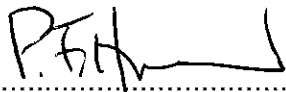
(d) by deleting the last sentence of Article 61(B):

"be received not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or the taking of the poll at which the person named in the appointment proposed to vote",

and replacing with the following wording in substitution therefore:

" be received 48 hours (or such shorter time as the directors decide) before the time appointed for holding the meeting or adjourned meeting or the taking of the poll at which the person named in the appointment proposed to vote;"

Signature:


.....
Company Secretary

Date:

2 July 2013