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N BROWN GROUP plc
(registered number: 814103)

At an extraordinary general meeting of the company held at the Ramada Hotel, Manchester on Tuesday 23 June 1998 the following resolutions were passed, of which resolutions 1 and 2 were passed as special resolutions and resolutions 3 and 4 were passed as ordinary resolutions.

Special Resolutions

1. THAT the directors of the company be generally and unconditionally authorised and empowered pursuant to sections 80 and 95 of the Companies Act 1985 (the "Act") to exercise all the powers of the company to allot relevant securities (within the meaning of section 80 of the Act) for a period expiring (unless previously renewed, varied or revoked by the company in general meeting) 15 months after the date of the passing of this resolution, but the company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuant of that offer or agreement, all as if section 89(1) of the Act did not apply to that allotment, but so that:
 - (i) the aggregate nominal value of the relevant securities allotted under this authority does not exceed £4,867,631;
 - (ii) allotments of equity securities (within the meaning of section 94(2) of the Act) may be made as if section 89(1) of the Act does not apply where the securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the company in proportion as nearly as may be to their existing holdings of ordinary shares but subject to the directors having a right to make the exclusions or other arrangements in connection with the offer they deem necessary or expedient:
 - (a) to deal with equity securities representing fractional entitlements; and
 - (b) to deal with legal or practical problems under the laws of, or the requirements of a recognised regulatory body or a stock exchange in, any territory; and
 - (iii) allotments of equity securities for cash otherwise than pursuant to paragraph (ii) are limited to an aggregate nominal amount equal to £730,145 being five per cent. of the nominal value of the issued ordinary share capital of the company.
2. THAT the regulations contained in the document now submitted to the meeting and signed for the purpose of identification by the chairman of the meeting be and are hereby adopted as the Articles of Association of the company to the exclusion of and in substitution for the existing Articles of Association.



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Ordinary Resolutions

3. THAT this meeting hereby authorises and approves the amendment of the N Brown Group plc long term incentive share plan in the manner described in the circular to shareholders of the company of which the notice of extraordinary general meeting containing this resolution forms part.
4. THAT the N Brown Group Qualifying Employee Ownership Trust, the provisions of which are summarised in Appendix 3 to the circular to shareholders of the company of which the notice of extraordinary general meeting containing this resolution forms part, and to be constituted by the trust deed a copy of which is now submitted to the meeting and signed for the purpose of identification by the chairman of the meeting, be and is hereby approved and the directors of the company be and are hereby authorised to do all acts and things which they may consider necessary or desirable for implementing and giving effect to the same.



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Secretary