

No. 814103

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

N BROWN GROUP PLC

Passed 26 June 1997

AT the Annual General Meeting of the above-named company, duly convened and held on 26 June 1997, the following Resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

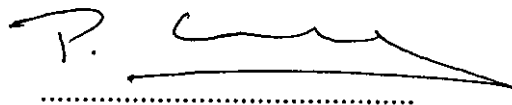
1 THAT:

- (a) subject to paragraph (b) of this resolution the directors of the company be and they are hereby empowered to allot equity securities (as defined in section 94 of the Companies Act 1985 ("the Act")) of the company pursuant to any general authority conferred by section 80 of the Act as if section 89 of the Act did not apply to such allotment and the directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power and to allot



equity securities accordingly provided that such power shall, subject as aforesaid and unless previously revoked, cease to have effect on the earlier of the date of the 1998 annual general meeting of the company and 25th September 1998; and

- (b) the power conferred by paragraph (a) of this resolution shall be limited to:
 - (i) the allotment (otherwise then pursuant to sub-paragraph (ii) below) of equity securities which are, or are to be, wholly paid in cash up to an aggregate nominal amount for the duration of the aforementioned power equal to £730,145 being five per cent of the issued share capital of the company; and
 - (ii) the allotment of equity securities in connection with offerings of equity securities to the shareholders of the company on a pre-emptive basis where it is, in the opinion of the directors, necessary or expedient so to do in connection with such offerings for the purpose of dealing with fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any recognised body or stock exchange in any territory.

A handwritten signature in dark ink, appearing to read 'P. Grundy', is written over a horizontal dotted line.

Paul Grundy FCA
Secretary