

THE COMPANIES ACTS 1985 AND 1989

RESOLUTIONS

OF

N BROWN GROUP PLC

At the annual general meeting of the above named company (**Company**) held at Griffin House, 40 Lever Street, Manchester, M60 6ES on 18 July 2006 at 2.30 pm, the following resolutions were passed in the case of resolution number 9, as an ordinary resolution and, in the case of resolutions 10, 11 and 12 as special resolutions of the Company:

ORDINARY RESOLUTION

- 9 That, in substitution for all existing authorities the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (**Act**) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the said Act) up to an aggregate nominal amount of £9,846,449.40, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 17 October 2007 and provided further that the Company may before such expiry make any offers or agreements which would or might require relevant securities to be allotted after such expiry.

SPECIAL RESOLUTIONS

- 10 That, subject to the passing of resolution 1 above, the directors of the Company be and are hereby empowered pursuant to section 95(1) of the Companies Act 1985 (**Act**) to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by the said resolution 1 and to sell relevant shares (as defined by section 94(5) of the said Act) of the Company if, immediately before such sale, such shares were held by the Company as treasury shares (within the meaning of section 162A(3) of the said Act) as if section 89(1) of the Act did not apply to any such allotment and/or sale, provided that this power shall be limited to the allotment of equity securities and/or sale of relevant shares:
- (d) in connection with an offer (whether by way of rights issue, open offer or otherwise) to the holders of ordinary shares where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them (notwithstanding that, by reason of such exclusions or other arrangements as the directors may deem necessary or desirable to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory, the equity securities to be allotted and/or relevant shares to be sold are not offered to all such holders in proportion to the number of ordinary shares held by each of them); and

- (e) otherwise than pursuant to paragraph (a) above, of equity securities up to an aggregate nominal value of £1,476,967.41, and shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution or, if earlier, on 17 October 2007 save that the company may before such expiry make any offers or agreements which would or might require equity securities to be allotted, or relevant shares to be sold, after such expiry.

11 That the directors of the company be authorised generally and unconditionally to exercise all powers of the Company to make one or more market purchases (as defined in Section 163(3) of the Companies Act 1985) of its ordinary shares of 10p each in the capital of the Company, provided that:

- (f) the maximum number of ordinary shares which may be acquired is 29,539,348
- (g) the minimum price which may be paid for any such ordinary share is 10p (exclusive of expenses); and
- (h) the maximum price which may be paid for any such ordinary share is an amount equal to 105% of the average of the middle market quotation for an ordinary share according to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is contracted to take place (exclusive of expenses); provided that the authority to purchase hereby conferred shall unless previously renewed, varied or revoked, expire at the conclusion of the next annual general meeting of the company after the passing of this resolution or, if earlier, on 17 October 2007 but a contract of purchase may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.

12 That the N Brown Group plc Long-Term Incentive Share Plan be renewed until the expiry of the Company's financial year 2017.



Chairman