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COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion re-conversion of stock into shares

122

CHFP025

Please do not
write in
this margin

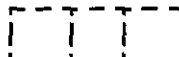
Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number



814103

Name of company

* N BROWN GROUP PLC

* insert full name
of company

gives notice that:

by resolution of the Company passed on 21 February 2006, each existing ordinary share as shown in the register of members of the Company at 5.00pm on 21 February 2007 was subdivided into 19 undesignated shares of 10/19 of a penny each (the "undesignated share") and immediately following such subdivision every 21 undesignated shares of 10/19 of a penny each resulting from such subdivision were consolidated into one share of 11 1/19 pence each (each a "New Ordinary Share") provided that no member shall be entitled to a fraction of a share and all fractional entitlements arising out of such subdivision or consolidation shall be aggregated into New Ordinary Shares and the whole number of New Ordinary Shares so arising and any remaining undesignated shares of 10/19 of a penny sold and the net proceeds of sale shall be distributed pro-rata among those members who would otherwise be entitled to such fractional entitlements unless the proceeds that would otherwise be distributed to any member net of any expenses of sale amount to less than 300 pence in respect of any one holding in which case they shall not be so distributed but will be retained for the benefit of the Company.

Each authorised but unissued existing ordinary share was subdivided into 19 undesignated shares of 10/19 of a penny each (each an "undesignated share") and, immediately following such subdivision of such existing authorised but unissued existing ordinary shares, every 21 undesignated shares were consolidated into one New Ordinary Share of 11 1/19 pence, provided that where such subdivision or consolidation would result in a fraction of an undesignated share or of a New Ordinary Share, that number of authorised but unissued existing ordinary shares of 10 pence each in the capital of the Company that would otherwise result in such fraction shall be cancelled pursuant to Section 121(2)(e) of the Companies Act 1985 (as amended).

See attached resolutions (passed by a show of hands at an Extraordinary General Meeting of the Company on 21 February 2007).

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation †

Secretary

Date

21/2/2007

Presenter's name address and
reference (if any):

Pinsent Masons (REF:MH/FK)

100 Barbirolli Square
Manchester

M2 3SS

Tel: 01612348323

14490 Manchester 2

(ref:21090792.1)

For official Use (02/06)

General Section

Post room



ED1
COMPANIES HOUSE

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22/02/2007