

Company No 814103

THE COMPANIES ACTS 1985 to 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION

of

N BROWN GROUP PLC (the "Company")

At the Annual General Meeting of the Company held at 1 on July 2008 the following resolution was passed as an ordinary resolution of the Company -

ORDINARY RESOLUTION

- 1 **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 (the "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 £9,995,436 83, 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, 30 September 2009 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



CHAIRMAN

