

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

**Vote by Internet – QUICK ★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

**NAKED BRAND
GROUP LIMITED
(ACN 619 054 938)**

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 10:00 a.m., Sydney Time, on December 19, 2021 (6:00 p.m., New York Time, on December 18, 2021).



**INTERNET –
www.cstproxyvote.com**

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY.

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PROXY

THE NON-EXECUTIVE DIRECTORS RECOMMEND A VOTE “FOR” RESOLUTIONS 1-5.

Please mark your votes like this



RESOLUTION:

1. Approval of Proposed Transaction for all purposes, including item 7 of section 611 of the Corporations Act. FOR AGAINST ABSTAIN

2. Approval of the change in Company name. FOR AGAINST ABSTAIN

3. Approval to amend Constitution. FOR AGAINST ABSTAIN

4.1 Election of Mr Peter Wang as a Director. FOR AGAINST ABSTAIN

4.2 Election of Mr Chris Thorne as a Director. FOR AGAINST ABSTAIN

4.3 Election of Mr Joe Tong as a Director. FOR AGAINST ABSTAIN

5. Approval of Share Consolidation. FOR AGAINST ABSTAIN

6.1 Approval of Non-Executive Director Benefits. FOR AGAINST ABSTAIN

6.2 Approval of acceleration of CEO Phantom Warrants and grant of Incentive Award. FOR AGAINST ABSTAIN

CONTROL NUMBER

[Empty box for control number]

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2021.

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Internet Availability of Proxy Materials
for the Extraordinary General Meeting of Shareholders.**

**The 2021 Proxy Statement is available at:
<https://www.cstproxy.com/nakedbrands/egm2021>**

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PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

NAKED BRAND GROUP LIMITED (ACN 619 054 938)

**Proxy for the Extraordinary General Meeting of Shareholders
to be held at 10:00 a.m., Sydney Time, on 21 December, 2021**

The undersigned appoints _____ or failing the person or body corporate named, or if no person or body corporate is named, Mark Ziirsen, as proxy, with the power to appoint his substitute, and authorizes him to represent and to vote, as designated on the reverse hereof, all of the ordinary shares held of record by the undersigned on December 21, 2021 at 10:00 a.m., Sydney time at the Extraordinary General Meeting of Shareholders of Naked Brand Group Limited to be held at 10:00 a.m., Sydney Time, on December 21, 2021 (6:00 p.m., New York Time, on December 21, 2021), or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ALL RESOLUTIONS, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE EXTRAORDINARY GENERAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued, and to be marked, dated and signed, on the other side)