

GENERAL MEETING

To be held on:

Friday 23 April 2021

at:

10:00 AM

BDO

Level 11, 1 Margaret Street

Sydney, NSW 2000

WELCOME

Good morning ladies and gentlemen, thank you for joining me for this extraordinary general meeting relating to the proposed divestment of Bendon Limited and the Bendon group of companies.

My name is Kel Fitzalan. I am a non-executive director of Naked Brand Group Limited, and I will be the chair of this meeting.

Before formally opening the meeting, there are a few housekeeping matters to address.

I would like to begin by introducing my fellow directors Andy Shape who is present by teleconference and Simon Tripp who is here in person.

Our Chairman Justin Davis-Rice is also present, but given the subject matter of today's meeting pertains to him, Justin will not be involved in the proceedings in his capacity as director.

With those introductions I am informed that we have a quorum, so I will formally open today's meeting.

Agenda

This meeting has been convened in accordance with the Company's constitution. I refer to the Notice of Meeting and accompanying Explanatory Statement which was which was communicated to the Company's members within the required notice period. I will take the Notice of Meeting and Explanatory Statement as read.

There is one matter of business before today's meeting and I will formally introduce that item shortly.

Following that, I will put the resolution to the meeting, and provide members with the proxy voting position. A poll will be opened and all members will have the opportunity to vote.

FORMAL BUSINESS OF THE MEETING

We will now progress to the formal business of the meeting.

Voting on the single resolution before this meeting will be decided on a poll, which I now declare open. This means that each Company shareholder present in person or by proxy has one vote for each Company share they hold.

The purpose of this meeting is to consider, and if thought fit, to approve the proposed divestment of Bendon Limited and the Bendon group of companies and the associated transactions, details of which are set out in the Notice of Meeting.

I will take a moment to read the Resolution in full:

"That for the purpose of section 208 of the Corporations Act 2001 (Cth) and for all other purposes, the giving of financial benefits to related parties of the Company in connection with the Proposed Transaction as set out in the Explanatory Memorandum is approved."

For the resolution to be approved it must be passed by at least 50% of the total number of Company shares voted at the meeting.

Proxies

Firstly, I note that other than the directors there are no shareholders here in person entitled to vote.

I have been advised that all proxies received for the meeting have been checked and I declare them valid for voting. I intend to vote all available undirected proxies that I hold in my capacity as Chair of the meeting in favour of the resolution.

I will now read out the interim proxy results:

- 97.71% For;
- 1.69% Against; and
- 0.60% Open.

Based on those figures, the Board is confident the Resolution has been passed with overwhelming majority. However, given the company's substantial shareholding overseas, there is an administrative process that needs to be undertaken between the company's Australian and US proxy agents to finalise the precise results of the vote.

For that reason, in accordance with Article 16.10(b) of the company's constitution, I will close the meeting now while we await confirmation of the final voting results.

The company will provide shareholders with confirmation of the Resolution passing, and the final voting numbers, by the appropriate filings in coming days.

Close

Ladies and gentlemen, that concludes the proceedings of today's meeting. I thank you for your attendance. There being no other business which can be discussed at this meeting, I now declare

the meeting closed.