

BURBERRY GROUP PLC
(the "Company")
Company number: 3458224

**Annual General Meeting 2011
Special Business**

Annual General Meeting of the Company held on 14 July 2011 in addition to the resolutions concerning Ordinary Business the following resolutions were passed as follows:

Resolution 14 (Ordinary Resolution)

THAT:

- i) the Burberry Group plc Sharesave Plan 2011 (the 'Plan'), the main features of which are summarised in the explanatory notes to this Notice, and a copy of the rules of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be hereby approved and adopted and the directors be hereby authorised to do all acts and things which they consider necessary or desirable to carry the same into effect; and
- ii) the directors be authorised to establish future plans for the benefit of employees overseas based on the Plan modified to the extent necessary or desirable to take account of such tax, securities and exchange control laws and regulations, provided that such plans must operate within the limits on individual or overall participation summarised in the explanatory notes to this Notice.

Resolution 15 (Ordinary Resolution)

THAT in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act') the Company, and all companies that are its subsidiaries at any time during the period for which this resolution has effect, be hereby authorised to make political donations and incur political expenditure as defined in sections 364 and 365 of the Act, not exceeding £25,000 in total during the period commencing on the date of the passing of this resolution and ending on the date of the AGM of the Company to be held in 2012 (or, if earlier, 13 October 2012).

Resolution 16 (Special Resolution)

THAT the Company be hereby generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases, as defined in section 693(4) of the Act, of Ordinary Shares of 0.05p each in the capital of the Company ('Ordinary Shares') provided that:

- i) the maximum number of Ordinary Shares which may be purchased is 43,500,000 being just under 10 per cent of the Company's issued share capital as at 25 May 2011;
- ii) the minimum price (excluding stamp duty and expenses) which may be paid for each such share is 0.05p;
- iii) the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
 - a) an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the relevant share is purchased; and

- b) the higher of the price of the last independent trade and the highest current independent bid as stipulated by the Buy-back and Stabilisation Regulations (EC 2273/2003); and
- iv) the authority hereby conferred shall apply until the conclusion of the Company's AGM to be held in 2012 (or, if earlier, 13 October 2012) (except in relation to the purchase of shares the contracts for which are concluded before such expiry and which are executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Resolution 17 (Ordinary Resolution)

THAT the Directors be hereby authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a nominal amount of £72,000 provided that this authority shall apply until the conclusion of the Company's AGM to be held in 2012 (or, if earlier, 13 October 2012), but in each case, so that the Company may make offers or enter into any agreements during the relevant period which would, or might, require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Resolution 18 (Special Resolution)

THAT, subject to the passing of Resolution 17, the directors be hereby empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560(2) of the Act) for cash pursuant to the authority conferred by that resolution and/or where such allotment constitutes an allotment of equity by virtue of section 560(2) of the Act, as if section 561 of the Act did not apply to any such allotment, provided that the power shall be limited to:

- i) the allotment of equity securities in connection with an offer of equity securities:
 - a) to Ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory; and
- ii) the allotment, and/or any transfer of treasury shares which is treated as an allotment (otherwise than under paragraph i) above) of equity securities up to a nominal amount of £10,800.

Such power shall apply until the conclusion of the AGM to be held in 2012 (or, if earlier, 13 October 2012) but during this period the Company may make offers, and enter into agreements which would or might require equity securities to be allotted after the power ends and the directors may allot equity securities under any such offer or agreement as if the power had not ended.

Resolution 19 (Special Resolution)

THAT the directors be hereby authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice.