

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

**Annual General Meeting 2014**

At the Annual General Meeting of the Company duly convened and held at the offices of Slaughter and May at One Bunhill Row, London EC1Y 8YY on Friday, 11 July 2014, the following special business resolutions were passed:

**Resolution 17 (Ordinary Resolution)**

That:

- i) the rules of the Burberry Group plc Executive Share Plan 2014 (the 'ESP'), the main features of which are summarised in the Appendix to this Notice, and a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be approved, and the directors be authorised to make such modifications to the ESP as they consider necessary to take account of the requirements of the Financial Conduct Authority and best practice, and adopt the ESP so modified and do all acts and things necessary or desirable to operate the ESP; and
- ii) the directors be authorised to establish such further plans for the benefit of employees outside the UK based on the ESP subject to such modifications as may be necessary or desirable to take account of securities laws, exchange control and tax legislation, provided that any Ordinary Shares of the Company made available under such further plans are treated as counting against any limits on individual participation, or overall participation in the ESP.

**Resolution 18 (Ordinary Resolution)**

That in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act') the Company is, and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the Company as defined in the Act are, authorised in aggregate to:

- i) make political donations to political parties and/or independent electoral candidates not exceeding £10,000 in total;
- ii) make political donations to political organisations other than political parties not exceeding £10,000 in total; and
- iii) incur political expenditure not exceeding £10,000 in total,

(as such terms are defined in sections 363 to 365 of the Act) in each case during the period beginning with the date of passing this resolution until the conclusion of the Company's AGM to be held in 2015 (or, if earlier, 11 October 2015). In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed £25,000.

**Resolution 19 (Ordinary Resolution)**

That the directors be hereby generally and unconditionally 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 an aggregate nominal amount of £73,200 provided that this authority shall apply until the conclusion of the Company's AGM to be held in 2015 (or, if earlier, 11 October 2015), 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 the authority expires and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**Resolution 20 (Special Resolution)**

That subject to the passing of Resolution 19, the directors be hereby empowered to allot equity securities (within the meaning of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares of 0.05p each in the capital of the Company ('Ordinary Shares') held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that the power shall be limited to:

- i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities to:
  - a) holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - b) 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, or any matter whatsoever; and
- ii) the allotment (otherwise than under paragraph i. above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £11,050.

Such power shall apply until the conclusion of the AGM to be held in 2015 (or, if earlier, 11 October 2015) but during this period the Company may make offers and enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

**Resolution 21 (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 provided that:

- i) the maximum number of Ordinary Shares which may be purchased is 44,300,000 being just under 10 per cent of the Company's issued share capital as at 20 May 2014;
- 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 5 per cent above 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 2015 (or, if earlier, 11 October 2015) (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 22 (Special Resolution)**

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