

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser. If you sell or transfer, or have sold or transferred, all of your shares in French Connection Group plc, please send this document and the accompanying form of proxy as soon as possible to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

FRENCH CONNECTION GROUP PLC

(Incorporated in England and Wales with registered number 01410568)

REVISED NOTICE OF ANNUAL GENERAL MEETING 2020

11.00 am on Wednesday 26 August 2020

Your attention is drawn to the letter from the Chairman of French Connection Group plc (the “Company”) which sets out details of certain changes relating to the resolutions to be proposed at the Annual General Meeting and which also sets out how the meeting will be conducted in light of the current COVID-19 pandemic and also recommends voting in favour of the resolutions to be proposed at the 2020 Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at 11.00 am on Wednesday 26 August 2020 is set out in this document.

30 July 2020

French Connection Group plc
1st Floor Centro 1
39 Plender Street
London
NW1 0DT

Dear Shareholder,

Annual General Meeting (“AGM”)

This year’s AGM will be held at 11.00 am on Wednesday 26 August 2020.

It has come to our attention that the notice of the AGM published and posted to shareholders on 27 July 2020 and setting out details of the resolutions to be proposed at that meeting contained certain errors. As such, we have reissued the notice of AGM correcting those errors and please find set out in this document an explanation of the business to be considered at this year’s AGM, together with a revised notice of meeting convening the AGM (the “Notice”) and explanatory notes.

The Notice contains all of the resolutions to be considered at the AGM in their corrected form. Shareholders should note that resolutions 10 and 11 as set out in the previous notice, which were intended to seek to renew the Directors’ authority to allot shares and disapply pre-emption rights, have been corrected and replaced by the new resolutions 10 and 11 as set out in this Notice. These are intended to renew authorities granted at last year’s AGM and are usual items of AGM business. In addition, resolution 2 has been amended to clarify that the approval sought for the Directors’ Remuneration Report, for the financial year ended 31 January 2020, excludes the Directors’ Remuneration Policy, as approval for the Directors Remuneration Policy is separately being sought under resolution 3. Certain other consequential amendments have also been made to the Notice to reflect these changes but, other than as described above, the revised Notice does not reflect any other changes to the business to be considered at the AGM and appropriate notice is being given of all of the resolutions to be proposed at the AGM.

As such, shareholders should disregard the notice of meeting and form of proxy which were posted to them on 27 July 2020 and should only have regard to this Notice and the associated revised form of proxy with respect to the AGM to be held on Wednesday 26 August 2020.

Shareholders who have already completed and returned forms of proxy in respect of the AGM should note that these will now be disregarded. Shareholders are therefore asked to exercise their votes in relation to the business of the 2020 AGM by submitting the revised form of proxy in accordance with the instructions set out in this document.

Conduct of the AGM

Notwithstanding the corrections to the proposed resolutions in the Notice, there is no change to how the meeting will be held. As a consequence of the COVID-19 pandemic, we are making changes to the way in which we conduct this year’s AGM. French Connection understands and respects the importance of the AGM to shareholders and the Board greatly values the opportunity to meet shareholders in person. However, the health and safety of our shareholders, employees and the broader community is of paramount importance.

In light of the UK Government’s current guidance on public gatherings, and the new regulations set out in Schedule 14 of the Corporate Insolvency and Governance Act, **the Board has concluded that shareholders cannot be permitted to attend the AGM in person this year.**

The AGM will be held by electronic means and will be kept as concise and efficient as possible with the minimum necessary quorum of two shareholders in order to conduct the business of the meeting. The format of the meeting will be purely functional to comply with relevant legal requirements.

Instead of attending this year’s AGM, shareholders are asked to exercise their votes by submitting their proxy electronically or by post as soon as possible, and these must be received by no later than 11.00 am on Monday 24 August 2020. Shareholders who have already submitted a form of proxy should note that these will now be disregarded and they are advised to submit a new proxy using the revised form of proxy [which accompanies this document](#).

Shareholders who wish to appoint a proxy are recommended to appoint the Chair of the meeting as their proxy. As a result of the current Government restrictions, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the meeting in order to cast the shareholder’s vote.

Your votes do matter. Proxy instructions (which include the ability to lodge proxies electronically) are set out below. Shareholders are also invited to submit questions in advance of the meeting via email at investors@frenchconnection.com by no later than 11.00 am on Monday 24 August 2020. We will endeavour to answer questions received in advance, by publishing responses on thematic topics on our website either prior to, or shortly after, the AGM.

We will continue to monitor the evolving impact of the pandemic and, if it becomes appropriate or necessary to make changes to the proposed format of the 2020 AGM, we will inform shareholders as soon as we can.

We would like to thank all shareholders for their co-operation and understanding and apologise for any inconvenience caused to those of you who have already returned forms of proxy.

Voting

There are two ways you can vote on the resolutions proposed at the AGM:

1. appoint a proxy to participate and vote on your behalf by logging on to www.sharevote.co.uk (to use this service you will need your Voting ID, Task ID and Shareholder Reference Number printed on the accompanying form of proxy); or
2. appoint a proxy to participate and vote on your behalf, using the form of proxy accompanying the Notice or (for shares held through CREST) via the CREST proxy voting system.

The accompanying form of proxy invites you to vote in one of three ways for each resolution: for, against or vote withheld. As noted above, the Board recommends that shareholders appoint the Chair of the meeting as their proxy. At the AGM itself, the votes will be taken by poll rather than on a show of hands. This approach has been chosen as, in accordance with the UK Government's current guidance on public gatherings, there will be no physical meeting at which a show of hands can be taken. The results will be published on our website (www.frenchconnection.com) following the AGM and will be released to the London Stock Exchange. Further details are available in the Notes section of this Notice.

Types of resolutions

Resolutions 1 to 10 are proposed as ordinary resolutions and resolutions 11 and 12 are proposed as special resolutions. For each ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution and for each special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Recommendation

Your Board considers that the resolutions proposed are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that shareholders vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

Stephen Marks
Chairman

NOTICE OF 2020 ANNUAL GENERAL MEETING

French Connection Group plc

Notice is hereby given that the Annual General Meeting (“AGM”) of French Connection Group plc (the “Company”) will be held at 11.00 am on Wednesday 26 August 2020 to transact the following business:

To propose and, if thought fit, to pass resolutions 1 to 10 (inclusive) as ordinary resolutions and resolutions 11 to 12 (inclusive) as special resolutions, as set out below.

Resolution 1. To receive and adopt the Directors’ Report and audited accounts for the financial year ended 31 January 2020

Resolution 2. To approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy) for the financial year ended 31 January 2020.

Resolution 3. To approve the Directors’ Remuneration Policy in the form set out in the Directors’ Remuneration Report in the Company’s annual report and accounts for the financial year ended 31 January 2020.

That the following be re-elected:

Resolution 4. Sarah Curran as a director.

Resolution 5. Stephen Marks as a director.

Resolution 6. Lee Williams as a director.

Resolution 7. Neil Williams as a director.

Resolution 8. THAT Mazars LLP, Chartered Accountants and Statutory Auditors, be re-appointed as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company.

Resolution 9. THAT the Audit Committee be authorised to determine the auditors’ remuneration on behalf of the Board.

Resolution 10. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551, Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company (such shares and rights to subscribe for shares or to convert any security into shares of the Company being “relevant securities”) up to an aggregate nominal amount of £318,823 being one third of the issued share capital PROVIDED THAT unless previously revoked, varied or extended, this authority shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution SAVE THAT the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 11. THAT in substitution for all existing powers and subject to the passing of resolution 10, the Directors be and they are hereby empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority under Section 551 of the Act conferred by resolution 10 above and/or by way of a sale of treasury shares for cash (by virtue of Section 573 of the Act) in each case as if Section 561(1) of the said Act did not apply to any such allotment provided that:

(a) the power conferred by this resolution shall be limited to:

- (i) the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
 - (A) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
 - (B) to the holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (ii) the allotment pursuant to the authority granted by resolution 10 of equity securities and/or sale of treasury shares for cash (in each case otherwise than under sub-paragraph (i) above) up to an aggregate nominal value equal to £48,306 representing 5% of the issued share capital for the time being; and

(b) unless previously revoked, varied or extended, this power shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution SAVE THAT the Company may before such expiry

make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry in pursuance of such an offer or agreement and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 12. THAT a general meeting other than an AGM may be called on not less than 14 clear days' notice.

Lee Williams

Chief Financial Officer & Company Secretary

30 July 2020

Registered Office: 1st Floor Centro 1, 39 Plender Street, London NW1 0DT

Registered in England and Wales No. 01410568.

NOTICE OF MEETING

Explanatory notes to the Annual General Meeting Notice

Types of resolutions

Resolutions 1 to 10 are proposed as ordinary resolutions and resolutions 11 and 12 are proposed as special resolutions. For each ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution and for each special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 10 and 11 as set out in this revised Notice of Annual General Meeting correct and replace resolutions 10 and 11 as set out in the Notice of Annual General Meeting dated 27 July 2020. A minor change to correct a clerical error has also been made to resolution 2 in this revised Notice of Annual General Meeting.

Resolution 1 – Approval of the annual report and accounts

The Board asks that shareholders receive the directors' and auditor's reports and the accounts for the 52 week period ended 31 January 2020 ("2019/20 annual report").

Resolution 2 and 3 – Approval of the Directors' Remuneration Report and Directors' Remuneration Policy

Resolution 2 is the ordinary resolution to approve the Directors' Remuneration Report. The vote of this resolution is advisory and no Director's remuneration is conditional upon the passing of this resolution. Resolution 3 deals with the Directors' Remuneration Policy which is set out in the Directors' Remuneration Report. The Policy sets out the Company's forward looking policy on Directors' remuneration and is subject to a binding shareholder vote at least every three years following approval except to the extent that a change to the Policy is proposed or the advisory vote on the Remuneration Report is not passed in any year subsequent to the approval of the Policy.

The Directors' Remuneration Policy was approved by shareholders at the AGM held on 24 May 2017 and is therefore subject to binding approval by shareholders at the 2020 AGM. If Resolution 3 is passed, the Policy will take effect from the date of the AGM (the Effective Date) and will have a binding effect on the Company from that date.

Resolutions 4 to 7 – Re-election of Directors

The directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the non-executive directors are independent in character and judgement. In accordance with the UK Corporate Governance Code, all directors will stand for re-election at the AGM this year. Summary biographical details can be found in the section entitled 'Board of Directors' within the Annual Report.

Resolutions 8 and 9 – Appointment and remuneration of auditors

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the next such meeting. The Audit Committee has recommended, and the Board has approved the resolution to re-appoint Mazars LLP as auditor of the Company.

Resolution 10 – Authority to allot shares

Under section 551 of the Act, Directors require shareholders' authority for the allotment of shares. Shareholders last granted such general authority to the Directors at the annual general meeting of the Company held in 2019. Such authority will expire at the end of this AGM and Resolution 10 seeks to renew it (although the Directors have no current plans to utilise the authority, except in relation to the issue of new shares pursuant to the Company's share incentive schemes). Accordingly, Resolution 10 would renew this authority until the next AGM by authorising the Directors to allot shares up to an aggregate nominal amount equal to £318,823 (representing 31,882,268 ordinary shares). This amount represents approximately one third of the current issued share capital of the Company as at 24 July 2020 (the latest practicable date before publication of this Notice of AGM).

As at 24 July 2020 (the latest practicable date before publication of this Notice), the Company holds no ordinary shares in treasury.

Resolution 11 – Disapplication of statutory pre-emption rights

This resolution seeks to disapply the pre-emption rights provisions of section 561 of the Act, which requires Directors wishing to allot shares to offer them in the first instance to existing ordinary shareholders in proportion to their ordinary shareholding. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing ordinary shareholders. Shareholders last granted authority to Directors to dis-apply pre-emptive rights at the AGM held in 2019. Such authority will expire at the end of this AGM and Resolution 11 seeks to renew it. Except in relation to rights issues or any other pre-emptive offer concerning equity securities in accordance with resolution 10, the authority contained in this resolution will be limited to the issue of shares for cash up to a nominal value of £48,306, (representing 4,830,600 ordinary shares) equivalent to approximately 5% of the total issued ordinary share capital of the Company as at 24 July 2020, without the shares first being offered to shareholders in proportion to their existing holdings.

The Directors have no present intention of issuing any shares pursuant to this disapplication. The Directors will continue to seek to renew this authority at each AGM, in accordance with current best practice.

Resolution 12 – Notice of general meetings

Under the Companies Act 2006 all general meetings must be held on 21 days' notice unless shareholders approve a shorter period, which cannot be less than 14 clear days (AGMs will continue to be held on at least 21 clear days' notice). The Directors believe it is in the best interests of the shareholders of the Company to enable general meetings to be called on 14 clear days' notice. It is intended that this flexibility will only be used for non-routine business and, where merited, in the interests of shareholders as a whole. The approval will be effective until the Company's next AGM, when it is expected that a similar resolution will be proposed.

General notes to the Annual General Meeting notice:

1. A member entitled to vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to vote at the meeting. As set out in the Chairman's introduction, in light of the current situation regarding the COVID-19 pandemic, we strongly encourage members to appoint a proxy in accordance with the instructions set out below in order to vote in advance of the meeting. Shareholders who have already completed and returned forms of proxy in respect of the meeting convened for 26 August 2020 should note that these will now be disregarded and should therefore complete and return the revised form of proxy which accompanies this Notice. A proxy need not be a member of the Company, however the Board recommends that members appoint the Chair of the meeting as your proxy as this will ensure that your votes are cast in accordance with your wishes. As a result of the current Government restrictions, if a member appoints someone else as their proxy, that proxy will not be able to attend the meeting in order to cast the shareholder's vote. If a member appoints more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at www.signalshares.com.
2. To be effective, the proxy vote must be submitted at www.signalshares.com so as to have been received by the Company's registrars, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - cast your vote
 - change your dividend payment instruction
 - update your address
 - select your communication preference.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Asset Services by email at enquiries@linkgroup.co.uk, or you may call Link on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

3. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Link (ID RA10) not later than 48 hours before the time fixed for the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares.
5. Any person to whom this Notice is sent who is a person nominated under Section 146 of the CA 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.
7. As at 24 July 2020, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 96,612,934 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 24 July 2020 are 96,612,934.
8. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members on 24 August 2020 or, if the meeting is adjourned, shareholders entered on the Company's register of members on the day two days before the date of any adjournment shall be entitled to vote at the AGM.

- 9.** Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This approach has been chosen as, in accordance with the UK Government's current guidance on public gatherings, there will be no physical meeting at which a show of hands can be taken. As soon as practicable following the AGM, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website: www.frenchconnection.com.
- 10.** Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the member(s) requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- 11.** Any member and their proxy has the right to ask questions in advance of the meeting. Members are requested to submit any questions via email at investors@frenchconnection.com by no later than 11.00 am on Monday 24 August 2020. The Company will endeavour to answer questions received in advance, by publishing responses on thematic topics on our website either prior to, or shortly after, the meeting. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 12.** A copy of this Notice, and other information required by s311A of the Companies Act 2006, can be found at www.frenchconnection.com.
- 13.** Any website or electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided either in this Notice or in any related documents (including the Chairman's letter and the form of proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
- 14.** Copies of the executive director's service contracts and the non-executive directors' letters of appointment will be available for inspection at Centro 1, 39 Plender Street, London NW1 0DT during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the close of the AGM.