

NOTICE OF MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal advice from your stockbroker, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in *French Connection* Group PLC, you should forward this document and other documents enclosed (except the personalised 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.

The Board considers each of the proposed resolutions to be in the best interests of the Company and the shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of all the resolutions.

Notice is hereby given that the Annual General Meeting of the Company will be held at 10.00 am on Thursday 12 May 2016 at the offices of French Connection Group PLC, Centro 1, 39 Camden Street, London NW1 0DX to consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions

- 1 To receive and adopt the audited accounts and the report of the Directors and of the auditors for the financial year ended 31 January 2016.
- 2 To approve the Directors' Remuneration Report for the financial year ended 31 January 2016.
- 3 To elect Lee Williams as a Director of the Company.
- 4 To elect Christos Angelides as a Director of the Company.
- 5 To re-elect Neil Williams as a Director of the Company.
- 6 To re-elect Claire Kent as a Director of the Company.
- 7 To appoint KPMG LLP as auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid and to authorise the Directors to determine their remuneration.
- 8 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 £288,759 being 30% 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

Special Resolutions

To consider and, if thought fit, pass resolutions 9 and 10 below as Special Resolutions of the Company:

- 9 THAT:

if resolution 8 is passed, 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 8 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 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 (otherwise than under sub-paragraph (i) above) of equity securities or sale of treasury shares up to an aggregate nominal value equal to £48,127 (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.

- 10 THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice, provided that this authority shall expire at the end of the next Annual General Meeting of the Company.

By order of the Board

Neil Williams

Company Secretary
20-22 Bedford Row
London WC1R 4JS

11 April 2016

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Explanatory notes to the Annual General Meeting Notice

Resolution 1 – Approval of the annual report and accounts

The Directors are required by the Companies Act 2006 (the “Act”) to lay before the Company at this Annual General Meeting the accounts of the Company for the financial year ended 31 January 2016, the report of the Directors, the Directors’ Remuneration Report and the report of the Company’s auditor on those accounts.

Resolution 2 – Directors’ Remuneration Report

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. The Directors’ Remuneration Policy was approved by shareholders at the AGM held on 15 May 2014. Accordingly, it had a binding effect on the Company from that date. As no changes have been made to the policy since its approval by shareholders, it is not proposed to submit it to the AGM to be held on 2016.

Resolutions 3 to 6 – Re-election of Directors

The articles of association of the Company require any Director newly appointed by the Board to retire and submit themselves for re-appointment at the first AGM following their appointment. Accordingly, Lee Williams, who was appointed as Group Finance Director and Christos Angelides, who was appointed as Non-Executive Director, retire and being eligible, offer themselves for election. The articles of association of the Company require the nearest number to one third of the Directors to retire at each annual general meeting. Neil Williams and Claire Kent are subject to rotation and being eligible, offer themselves for re-election.

Resolution 7 – Appointment 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 appoint KPMG LLP as auditor of the Company.

Resolution 8 – 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 2015. Such authority will expire at the end of this AGM and Resolution 8 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 8 would renew this authority until the next AGM by authorising the Directors to allot shares up to an aggregate nominal amount equal to approximately one third of the current issued share capital of the Company.

Resolution 9 – 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 2015. Such authority will expire at the end of this AGM and Resolution 9 seeks to renew it. Except in relation to rights issues or any other pre-emptive offer concerning equity securities, the authority contained in this resolution will be limited to the issue of shares for cash. 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 10 – 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. Holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the AGM. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be his/her proxy at the meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. To appoint more than one proxy, the Proxy Form enclosed should be photocopied and completed for each proxy holder. The proxy holder’s name should be written on the Proxy Form together with the number of shares in relation to which the proxy is authorised to act. The box on the Proxy Form must also be ticked to indicate that the proxy instruction is one of multiple instructions being given. All Proxy Forms must be signed and, to be effective, must be lodged with Capita so as to arrive in the same envelope no later than 10.00 am on 10 May 2016.
2. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in Note 1) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so (although voting in person at the AGM will terminate the proxy appointment).
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 Capita (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 Capita 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. 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.
5. 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.
6. As at 10 April 2016, being the latest practicable date prior to the publication of this document, the Company’s issued share capital consists of 96,253,134 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 10 April 2016 are 96,253,134.
7. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company’s register of members at 6 pm on 11 May 2016 or, if the meeting is adjourned, shareholders entered on the Company’s register of members at 6 pm on the day two days before the date of any adjournment shall be entitled to attend and vote at the AGM.

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8. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:
 - to do so would interfere unduly with the preparation for the meeting or involve the disclosure of
 - confidential information;
 - the answer has already been given on a website in the form of an answer to a question, or;
 - it is undesirable in the interests of the Company or the good order of the meeting to answer the question.
9. Copies of the Directors' service contracts and letters of appointment along with a copy of the Company's articles of association are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.
10. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.frenchconnection.com.
11. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
12. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
13. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
14. It is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (a) 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 AGM; or (b) 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 members 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 AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
15. In accordance with section 338 of the Companies Act 2006, a member or members of the Company may (provided that the criteria set out in section 338(3) of the Companies Act 2006 are met) require the Company to give to members notice of a resolution which may properly be moved and is intended to be moved at the AGM, provided that: (a) the resolution must not be, if passed, ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); and (b) the resolution must not be defamatory of any person, frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must be authenticated by the person or persons making it, must identify the resolution of which notice is to be given and must be received by the Company not later than 6 weeks before the AGM, or, if later, the time at which notice is given of the AGM. (In the foregoing sentence, the terms "hard copy form", "electronic form" and "authenticated" bear their respective meanings set out in the Companies Act 2006 in relation to a communication, or a document or information sent or supplied, to a company.)
16. In accordance with section 338A of the Companies Act 2006, a member or members of the Company may (provided that the criteria set out in section 338A(3) of the Companies Act 2006 are met) require the Company to include in the business to be dealt with at the AGM a matter (other than a proposed resolution) which may properly be included in the business of the AGM, provided that the matter is not defamatory of any person, frivolous or vexatious. A request may be in hard copy form or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person or persons making it and must be received by the Company not later than 6 weeks before the AGM, or, if later, the time at which notice is given of the AGM. (In the foregoing sentence, the terms "hard copy form", "electronic form" and "authenticated" bear the respective meanings set out in the Companies Act 2006 in relation to a communication, or a document or information sent or supplied, to a company.)