



**BURBERRY**  
**ESTABLISHED 1856**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from a stockbroker, solicitor, 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 shares in Burberry Group plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



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Notice of the Annual General Meeting of the Company to be held at Slaughter and May, One Bunhill Row, London EC1Y 8YY on Thursday, 15 July 2010 at 9.30am is set out in this circular.

Action to be taken by shareholders is set out in the explanatory notes on pages 7 and 8. Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by no later than 9.30am on Tuesday, 13 July 2010.

## LETTER FROM THE CHAIRMAN

11 June 2010

### Notice of Annual General Meeting

#### Dear Shareholder

I am pleased to send you details of the Annual General Meeting ('AGM') of Burberry Group plc, which will be held on Thursday, 15 July 2010 at 9.30am at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY. The Notice of AGM and the resolutions to be proposed at the AGM are set out on pages 2 and 3 of this document.

In keeping with the Company's practice, it is intended to call a poll on each of the resolutions set out in the Notice of AGM.

#### Election and re-election of directors

Ian Carter and myself will retire by rotation and will submit ourselves for re-election at this AGM.

During the year, John Smith was appointed as a non-executive director, and in accordance with the Company's Articles of Association, he will retire and submit himself for election.

#### Directors' powers to allot shares

Resolutions 11 and 12 will renew the authorities conferred on the directors at the AGM in 2009 to allot unissued share capital. As last year, the authorities proposed extend to directors' powers to allot share capital in connection with a rights issue.

#### New Articles of Association

As a consequence of the implementation of the Shareholders' Rights Regulations in the UK in August 2009 and the remaining provisions of the Companies Act 2006 in October 2009, it is proposed that certain alterations be made to the Company's Articles of Association. Further information regarding the proposed alterations is set out in the Appendix on pages 9 to 11.

#### General meetings

The purpose of Resolution 14 is to renew the Company's ability to call general meetings (other than an annual general meeting) on 14 days' notice. The Shareholders' Rights Regulations provides that all general meetings must be held on not less than 21 days' notice unless shareholders agree to a shorter notice period. Accordingly, a resolution is proposed so that the Company can continue to call general meetings (other than annual general meetings) on 14 days' notice.

Explanatory notes on all the business to be considered at the meeting appear on pages 4 to 6 of this document.

#### Recommendation

The directors consider that each of the proposed resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The directors unanimously recommend that you vote in favour of each of the proposed resolutions, as we intend to do in respect of our own beneficial holdings.

Yours faithfully

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**John Peace**  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Burberry Group plc ('the Company') will be held at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY on Thursday, 15 July 2010 at 9.30am to transact the following business:

Shareholders are asked to consider and, if thought fit, pass resolutions 1 to 9 and 11 as Ordinary Resolutions and resolutions 10 and 12 to 14 as Special Resolutions:

### Resolution 1

THAT the audited accounts for the year ended 31 March 2010 together with the Directors' and Auditors' Reports thereon be received.

### Resolution 2

THAT the Directors' Remuneration Report for the year ended 31 March 2010, set out on pages 70 to 79 of the Company's Annual Report and Accounts be approved.

### Resolution 3

THAT a final dividend of 10.5p per Ordinary Share for the year ended 31 March 2010 be and hereby is declared.

### Resolution 4

THAT John Peace be re-elected as a director of the Company.

### Resolution 5

THAT Ian Carter be re-elected as a director of the Company.

### Resolution 6

THAT John Smith be elected as a director of the Company.

### Resolution 7

THAT PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

### Resolution 8

THAT the Audit Committee of the Company be authorised to determine the Auditors' remuneration.

### Resolution 9

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 authorised, in aggregate, to:

- i) make political donations to political parties and/or independent election candidates, not exceeding £25,000 in total;
- ii) make political donations to political organisations other than political parties not exceeding £25,000 in total; and

- iii) incur political expenditure, not exceeding £25,000 in total,

in each case during the period commencing on the date of the passing of this resolution and ending on the date of the Annual General Meeting of the Company to be held in 2011 (or, if earlier, on 14 October 2011) provided that the authorised sum referred to in i), ii) and iii) may comprise sums in different currencies which shall be converted into sterling at such a rate as the Board may in its absolute discretion determine to be appropriate.

For the purposes of this resolution, the terms 'political donations', 'political organisations' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the Act.

### Resolution 10

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

- i) the maximum number of Ordinary Shares which may be purchased is 43,400,000 being just under 10 per cent of the Company's issued share capital as at 25 May 2010;
- 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 Article 5(1) of Commission Regulations (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No. 2273/2003); and
- iv) the authority hereby conferred shall expire on the earlier of 14 October 2011 and the conclusion of the Annual General Meeting of the Company to be held in 2011 (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 11**

THAT the directors be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- i) up to a nominal amount of £72,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (ii) below in excess of such sum); and
- ii) comprising equity securities (as defined in section 560(1) of the Companies Act) up to a nominal amount of £144,000 (such amount to be reduced by any allotments or grants made under paragraph (i) above) in connection with an offer by way of a rights issue:
  - 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 and limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates and legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Such authorities shall apply until the conclusion of the Company's Annual General Meeting to be held in 2011 (or, if earlier, 14 October 2011), 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 12**

THAT, subject to the passing of Resolution 11, the directors be and are 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 (but in the case of the authority granted under paragraph (ii) of resolution 11, by way of a rights issue only);

- 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 it considers 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) in the case of the authority granted under paragraph i) of resolution 11 and/or in the case of 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 Annual General Meeting to be held in 2011 (or, if earlier, 14 October 2011) 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 13**

THAT:

- i) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Act, are to be treated as provisions of the Company's Articles of Association; and
- ii) the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association.

**Resolution 14**

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

By order of the Board

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**Michael Mahony**

General Counsel and Secretary

11 June 2010

**Explanation of resolutions**

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 9 and 11 are proposed as Ordinary Resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 10 and 12 to 14 are proposed as Special Resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Please note that a 'vote withheld' (as it appears on the Form of Proxy or voting instruction form) is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' a resolution.

**Resolution 1 – Report and Accounts**

The directors of the Company are required to present the accounts, the Directors' Report and the Auditors' Report to the meeting.

**Resolution 2 – Directors' Remuneration Report**

Shareholders are invited to vote on the Directors' Remuneration Report, which may be found on pages 70 to 79 of the Annual Report and Accounts.

**Resolution 3 – Final Dividend**

The Board recommends that shareholders approve a final dividend in respect of the year ended 31 March 2010 of 10.5p per Ordinary Share.

**Resolutions 4 to 6 – Election and re-election of directors**

Resolution 4 seeks the re-election of John Peace as director of the Company. John is Chairman of the Board and a member of the Nomination and Remuneration Committees. John Peace has made a significant contribution to the Board since his appointment in 2002 and the Board is satisfied that he will continue to make an effective and valuable contribution.

Resolution 5 seeks the re-election of Ian Carter as a director of the Company. Ian was appointed as a non-executive director in 2007 and is a member of the Audit, Nomination and Remuneration Committees. He has made a valuable contribution to the Board since his appointment and the Board is satisfied that he will continue to do so.

Resolution 6 seeks the election of John Smith as a director of the Company. John was appointed as a non-executive director of the Company with effect from 1 December 2009 and is a member of the Audit, Nomination and Remuneration Committees. As John Smith was appointed after the Company's Annual General Meeting in 2009, in accordance with Article 80 of the Company's Articles of Association, he will retire and is seeking election. The Board considers that John's significant experience will be valuable and beneficial to the Board.

Biographical details of all the directors are set out on page 61 of the Annual Report and Accounts.

**Resolutions 7 and 8 – Auditors**

Resolution 7 deals with the re-appointment of PricewaterhouseCoopers LLP as Auditors and Resolution 8 seeks authorisation for the Audit Committee to determine their remuneration for the year ending 31 March 2011. Both resolutions will be proposed as Ordinary Resolutions.

**Resolution 9 – Political donations and expenditure**

Resolution 9, which will be proposed as an Ordinary Resolution, seeks authority from shareholders for the Company to make donations or incur expenditure which would otherwise be prohibited by the Companies Act 2006 (the 'Act'). This resolution seeks authority for the Company, and its subsidiaries, to exercise this power up to a maximum amount of £25,000 during the period ending on the date of the Company's Annual General Meeting in 2011 or on 14 October 2011, whichever is the earlier.

It is the Company's policy not to make donations to political parties and the Company has no intention of altering this policy. However, the definitions in the Act of 'donation', 'political organisation' and 'political expenditure' are broadly drafted. Accordingly, the Company wishes to ensure that it does not inadvertently commit any breaches of the Act through the undertaking of routine activities which would not normally be considered to result in the making of political donations.

**Resolution 10 – Purchase of own shares**

Resolution 10, which will be proposed as a Special Resolution, seeks shareholder approval for the Company to make market purchases of up to 43,400,000 Ordinary Shares, being just under 10 per cent of the issued share capital (excluding treasury shares) as at 25 May 2010.

This authority will be kept under review and the Company will only exercise the power of purchase after careful consideration and in circumstances where, in the light of market conditions prevailing at the time, it is satisfied that it is in the best interests of the Company and of its shareholders generally to do so and where there would be a resulting increase in earnings per share.

In addition to, and separately from, repurchasing shares for cancellation, the Company may wish to repurchase some Ordinary Shares to be held as treasury shares. Treasury shares are essentially shares which have been repurchased by the Company and which it is allowed to hold pending either reselling them for cash, cancelling them or, if authorised, using them for the purposes of its employee share plans. The directors believe that it is desirable for the Company to have this choice. Holding the repurchased shares as treasury shares would give the Company the ability to resell or transfer them quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

The total number of awards and options to subscribe for Ordinary Shares, which are outstanding as at 25 May 2010, is 10,290,360 representing approximately 2.37 per cent of the issued share capital (excluding treasury shares) at that date. If the full authority being sought under Resolution 10 was utilised, so reducing the issued share capital by an equivalent amount, the figure of 10,290,360 would represent approximately 2.63 per cent of the issued share capital. No warrants over Ordinary Shares in the capital of the Company are in existence as at 25 May 2010.

This authority will expire on the earlier of 14 October 2011 and the conclusion of the Company's Annual General Meeting to be held in 2011.

#### **Resolutions 11 and 12 – Powers to allot shares and disapply pre-emption rights**

Paragraph i) of Resolution 11, which will be proposed as an Ordinary Resolution, would give the directors the

authority to allot Ordinary Shares up to an aggregate nominal amount equal to £72,000 (representing 144,000,000 Ordinary Shares). This amount represents approximately one-third of the issued Ordinary Share capital (excluding treasury shares) of the Company as at 25 May 2010, the latest practicable date prior to publication of this Notice.

Paragraph ii) of Resolution 11 proposes that consistent with the guidance issued by the Association of British Insurers ('ABI') concerning directors' powers to allot share capital in the context of a rights issue, a further authority be conferred on the directors to allot Ordinary Shares in connection with a rights issue in favour of Ordinary Shareholders up to an aggregate nominal amount equal to £144,000 (representing 288,000,000 Ordinary Shares), as reduced by the nominal amount of any shares issued under paragraph i) of Resolution 11. This amount (before any reduction) represents approximately two-thirds of the issued Ordinary Share capital (excluding treasury shares) of the Company as at 25 May 2010, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs i) and ii) of Resolution 11 will expire at the earlier of 31 August 2011 or the conclusion of the Annual General Meeting of the Company held in 2011.

The directors have no current plans to issue shares other than in connection with employee share schemes. If the allotment authority under paragraph ii) of Resolution 11 were to be used, the ABI guidance would be followed and, if appropriate, all directors would retire at the next Annual General Meeting and would offer themselves for re-election.

The Company holds 77,215 of its Ordinary Shares as treasury shares, being just under 0.02 per cent of the issued share capital (excluding treasury shares) as at 25 May 2010.

Resolution 12, which will be proposed as a Special Resolution, would give the directors the authority to allot Ordinary Shares (or sell Ordinary Shares which the Company elects to hold in treasury) for cash, without first offering them to existing shareholders in proportion to their existing shareholdings. This authority would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity



securities if required by the rights of those shares or as the directors otherwise consider necessary, or otherwise up to an aggregate nominal amount of £10,800 (representing 21,600,000 Ordinary Shares). This aggregate nominal amount represents approximately 5 per cent of the issued Ordinary Share capital of the Company as at 25 May 2010, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5 per cent should not take place without prior consultation with shareholders.

The directors consider that it is in the best interests of the Company and its shareholders generally that they should have the flexibility conferred by the above authorities to make small issues of shares for cash (on a pre-emptive or, where appropriate, a non pre-emptive basis) as suitable opportunities arise, although they have no present intention of exercising any of these authorities. These authorities will expire on the earlier of 14 October 2011 and the conclusion of the Annual General Meeting to be held in 2011.

**Resolution 13 – Adoption of New Articles of Association**

It is proposed in Resolution 13 to adopt new Articles of Association (the 'New Articles') in order to update the Company's current Articles of Association (the 'Current Articles') primarily to take account of the coming into force of the Companies' (Shareholders' Rights) Regulations 2009 (the 'Shareholders' Rights Regulations') and the implementation of the last parts of the Act.

The principle changes introduced in the New Articles are summarised on pages 9 to 11. Other changes, which are of a minor, technical or clarifying nature, and also some more minor changes which merely reflect changes made by the Act and the Shareholders' Rights Regulations, or conform the language of the New Articles with that used in the Model Articles for public companies have not been noted. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 12 of this document.

**Resolution 14 – Notice of general meetings**

Changes made to the Act by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (annual general meetings will continue to be held on at least 21 clear days' notice).

Until the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings (other than an annual general meeting) on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 14 seeks such approval. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Note that the changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting accessible to all shareholders who hold shares that carry rights to vote at general meetings.



## **Explanatory notes to the Notice of Annual General Meeting**

### **Entitlement to attend and vote**

1. To be entitled to attend and vote at the Annual General Meeting ('AGM') (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 6.00pm on Tuesday, 13 July 2010 (or, in the event of any adjournment, on the date which is two working days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Any member attending the meeting has the right to ask questions. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.

### **Appointment of proxies**

3. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Equiniti on 0871 384 2839. Calls to this number are charged at 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8:30am to 5:30pm, Monday to Friday. The Equiniti overseas helpline number is +44 (0) 121 415 7047.

4. To be valid any proxy form or other instrument appointing a proxy must be received by the Company's Registrar, Equiniti by no later than 9.30am on Tuesday, 13 July 2010. Please send the completed proxy form to Equiniti, Aspect House, Spencer Road, Lancing West Sussex BN99 6DA.
5. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

### **Appointment of proxies through CREST**

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST service 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 instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by 9.30am on Tuesday, 13 July 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.

**Nominated persons**

10. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 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 Annual General Meeting. 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.
11. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

**Corporate representatives**

12. Any corporate shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

**Issued shares and total voting rights**

13. As at 25 May 2010 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 435,047,157 Ordinary Shares, carrying one vote each and the Company held 77,215 Ordinary Shares as treasury shares. Therefore, the total voting rights in the Company as at 25 May 2010 is 434,969,942.

**Website publication of audit concerns**

14. Shareholders may request that a statement of audit concerns and related information be placed on the Company website.

## **Explanatory notes of principal changes to the Company's Articles of Association**

### **1. Introduction**

The following amendments update the Company's Articles to reflect:

- (i) the provisions of the Companies Act 2006 (the 'Act') which came into effect on 1 October 2009;
- (ii) the approach taken by the Department for Business, Innovation and Skills in the Model Articles; and
- (iii) the Shareholders' Rights Regulations, which came into force on 2 August 2009.

### **2. The Company's objects**

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum and current Articles of Association. The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Act significantly reduces the constitutional significance of a company's memorandum. The Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the Company's Articles of Association but the Company can remove these provisions by Special Resolution.

Further the Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the Act, are treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 13(i) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

### **3. Articles which duplicate statutory provisions**

The Government recommends companies do not replicate provisions contained in the Act in their articles. Provisions in the Current Articles which replicate provisions contained in the Act have therefore been removed from the New Articles. The main changes which have been made to reflect this approach are detailed below.

### **4. Limited liability (article 3)**

The Act provides that a company is a limited company if the liability of its members is limited by its constitution. In this context, "constitution" essentially means the articles of association of the company. This article has therefore been included in the New Articles; it limits the liability of the members to any amount unpaid on their shares in the Company.

### **5. Change of name (article 4)**

The Act allows a company to change its name by means provided for by its articles. To take advantage of this, this article has been included in the New Articles to allow the Company to change its name by resolution of the directors.

### **6. Authorised share capital and unissued shares (formerly articles 3 and 4)**

The Act has abolished the concept of authorised share capital. References to authorised share capital and unissued shares have not been included in the New Articles.

### **7. Consolidation, sub division and cancellation of shares (formerly article 5)**

Provisions in the Current Articles authorising the Company to make certain changes to its share capital have been removed from the New Articles, as they are no longer required under the Act.

### **8. Purchase of own shares (formerly article 6)**

The Act allows a company to purchase its own shares without needing authority to do so in its articles. Such authority has not been included in the New Articles.

### **9. Reduction of share capital (formerly article 7)**

This provision authorising the Company to reduce its share capital has not been included in the New Articles, as the Act does not require such authority to be given in the articles.

**10. Rights attaching to shares (article 5)**

A last sentence has been added to this article to ensure that should the Company or the directors choose to issue shares subject to any rights or restrictions, those same rights and restrictions will continue to apply to the relevant shares. This sentence will prevent the default application of statutory provisions which might otherwise override such rights and restrictions.

The application of any such rights and restrictions will be without prejudice to any special rights previously conferred on the holders of any shares or class of shares already in issue.

**11. Directors' power to allot (article 6)**

There is no longer a concept of authorised share capital under the Act; this article has been amended to reflect this change.

**12. Lack of quorum; notice of adjourned meeting (articles 45 and 50)**

As a result of the Shareholders' Rights Regulations, a new section has been inserted into the Act. The New Articles have been amended to comply with the requirement in the new section for adjourned meetings (where the original meeting is adjourned for lack of quorum) to be held at least ten clear days after the original meeting and the change to the notice requirements for the adjourned meeting.

**13. Voting on a poll (formerly article 57)**

This article has not been included in the New Articles, as the substance of the article has been incorporated in articles 55 and 60. Proxies now have a vote on a show of hands and so the relevant provisions have been incorporated in the articles dealing with votes of members (article 55) and proxy appointments (article 60).

**14. Votes attaching to shares (article 55)**

This article has been amended to remove the provision that a proxy only has one vote on a show of hands. This amendment allows a proxy to have two votes in line with the Act.

The part of this article that specified that the voting entitlement on a poll was one vote for each share has been removed. The part of this article that states that a shareholder voting on a poll does not have to cast all his votes the same way has also been removed. These entitlements are included in the Act. A sentence has been added which states that shareholders will be entitled to vote, either on a poll or a show of hands, as provided in the Act.

A sentence has also been added to this article to ensure that where a proxy is given discretion as to how to vote on a show of hands, this will be treated as an instruction by the relevant shareholder to vote in the way the proxy decides to exercise that discretion. This sentence means the proxy will in these circumstances have one vote 'for' and one vote 'against'. This follows the recommendation in the ICSA guidance on the Shareholders' Rights Regulations.

**15. Chairman's casting vote (formerly article 61)**

The Act precludes the Chairman from having a casting vote on an ordinary resolution; this article has been deleted from the New Articles accordingly.

**16. Appointment of proxies (article 60)**

The Act provides for a member to appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares. The provision that a member may appoint more than one proxy has therefore not been included in the New Articles.

The provision that a member who is appointing multiple proxies:

- (i) must specify the number of shares in respect of which each proxy is entitled to exercise the related votes; and
- (ii) must ensure that no proxy is appointed to exercise the votes which any other proxy has been appointed by that member to exercise

has also been removed from the New Articles. It is considered that this belongs more appropriately in the instructions contained in the form of proxy.

**17. Corporations acting by representatives (formerly article 70)**

The Act now enables multiple representatives appointed by the same corporate member to vote effectively in different ways on a show of hands and, provided that the representatives do not cast opposing votes in respect of the same shares, on a poll. Article 70 has therefore been removed, as it duplicates this provision.

**18. Vacation of office (article 77.1(d))**

This article has been amended to treat physical illness in the same manner as mental illness, in line with the approach taken by the Model Articles.

**19. Conflicts of interest requiring authorisation by the directors (article 93.4)**

This article has been amended to provide that where a director requires authorisation in respect of a conflict, the other directors can impose conditions on that director to deal with the Relevant Situation, including imposing conditions on that director's receipt of information or participation in discussion and decision-making, and can relieve the director of the obligation to disclose third party confidential information to the company.

The purpose of this change is to enable the Company to deal effectively with conflicts of interest. If a director acts in accordance with the provisions for dealing with conflicts of interest in the Company's articles, the director will comply with his general duties under the Act.

**20. Borrowing powers (article 106.2)**

The amendments to this article clarify the directors' obligation not to make borrowings that would cause the borrowing ratio to be breached (or further breached).

**21. Capitalisation of profits and reserves (article 119.2)**

This article has been amended to remove references to 'unissued shares' because this term implies the existence of authorised share capital. This concept has been abolished under the Act.

## Shareholder Information

### Shareholder enquiries

Any enquiries relating to shareholdings, for example transfers of shares, change of name or address, amalgamation of share accounts, lost share certificates or dividend cheques, should be referred to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, telephone: 0871 384 2839 (or +44 121 415 7047 from outside the UK).

In addition, Equiniti offer a range of shareholder information online at [www.shareview.co.uk](http://www.shareview.co.uk). A textphone facility for those with hearing difficulties is available by calling: 0871 384 2266 (or +44 121 415 7028 from outside the UK).

Calls to these numbers are charged at 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8:30am to 5:30pm, Monday to Friday.

Please note that you may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

### American Depositary Receipts ('ADRs')

The Company has a level 1 ADR program. This enables US investors to purchase Burberry American Depositary Shares ('ADS') in US Dollars 'over the counter'.

For Deutsche Bank email: [DB@amstock.com](mailto:DB@amstock.com)

ADR website: [adr.db.com](http://adr.db.com)

Toll free callers within the US: +1 800 301 3517

For those calling outside the US: +1 (718) 921 8137

### Electronic communication

Shareholders may at any time choose to receive all shareholder documentation in electronic form via the internet, rather than through the post in paper format. Shareholders who decide to register for this option will receive an email each time a statutory document is published on the internet. Shareholders who wish to receive documentation in electronic form should register at [www.shareview.co.uk](http://www.shareview.co.uk).

### Dividends

An interim dividend of 3.5p per share was paid on 4 February 2010. A final dividend of 10.5p per share has been proposed and, subject to approval, will be paid on 5 August 2010 to shareholders on the register at the close of business on 9 July 2010.

### Notice of Annual General Meeting

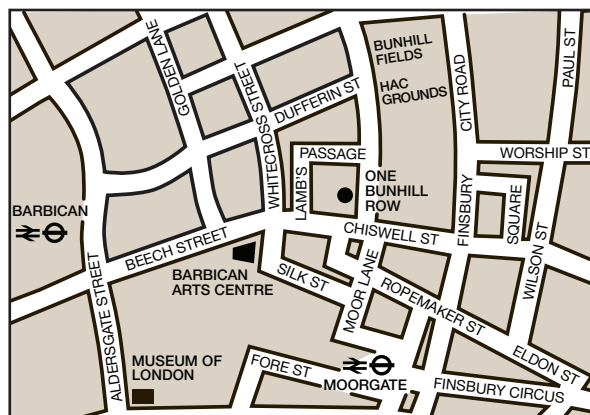
A copy of this Notice, and other information required by section 311 of the Companies Act 2006, can be found at [www.burberryplc.com](http://www.burberryplc.com)

## Documents available for inspection

The terms and conditions of appointment and letters of appointment of all directors are available for inspection at the Annual General Meeting for fifteen minutes prior to the meeting and during the meeting.

The New Articles showing all the changes to the Current Articles are available at the Company's registered office or such other place as the FSA may determine from the date of this Notice until the close of business on Wednesday, 14 July 2010 and at the Annual General Meeting for fifteen minutes prior to the meeting and during the meeting.

## Getting to the Annual General Meeting



● Offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY

The offices of Slaughter and May are located at One Bunhill Row, London EC1Y 8YY

### Underground

The nearest underground stations are Old Street (Northern Line City Branch), Moorgate (Northern Line City Branch, Metropolitan Line, Hammersmith & City and Circle Line) and Barbican (Metropolitan, Hammersmith & City and Circle Line).

### Train

The nearest rail stations are Liverpool Street, Farringdon and Blackfriars.





