

NOTICE OF ANNUAL GENERAL MEETING

GLOBAL BRANDS S.A.

(Registered Number RCS Luxembourg B 70.673)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Global Brands S.A. (the “Company”) will be held at the registered offices at 19, Rue Eugène Ruppert, L – 2453, Luxembourg 2 June 2013 at 1 p.m. (Central European Time) for the purpose of considering the matters, and if thought fit, passing the following resolutions, which will be proposed as indicated:

1. Convening formalities. This resolution acknowledges that the meeting has been properly convened and can therefore validly resolve on the agenda;
2. To receive and consider the report of the Board of Directors and the statutory annual accounts for the year ended 31 December 2013;
3. To receive and consider the report of the independent auditor of the Company on the statutory annual accounts for the year ended 31 December 2013;
4. To approve and adopt the statutory annual accounts for the year ended 31 December 2013;
5. To consider and approve the appropriation of the 2013 results including any allocation to the share premium account;
6. To consider and approve the continuation of the activities of the Company in accordance with article 100 of the law of 10 August 1915, as subsequently modified. As the Company’s accumulated losses as at 31 December 2013 exceeded half the subscribed capital, Luxembourg law requires that shareholders approve the operational continuity of the Company at a General Meeting;
7. To consider and approve the discharge to the directors for and in connection with their duties as directors of the Company during the financial year ended 31 December 2013;
8. To consider and approve the re-election and renewal of the mandates and of the following persons as members of the Board of Directors:
 - a. Bruce Vandenberg
 - b. Fiona Kinghorn
 - c. John Killer
9. To give authority to the Remuneration Committee to fix the remuneration of the Directors;
10. To discharge to the independent auditor in connection with its duties during the financial year ended 31 December 2013;
11. To re-elect and renew of the mandate of the independent auditor, PricewaterhouseCoopers S.à.r.l.;
12. To authorise the Board of Directors to fix the remuneration of the independent auditor; and
13. Any other ordinary business which may be properly brought before the Meeting.

BY ORDER OF THE BOARD

Registered Office: 19, Rue Eugène Ruppert, L – 2453, Luxembourg

Bruce Vandenberg
Director

Date: 15 May 2014

The annual accounts for the year ended 31 December 2013 are under final review by the auditors, PricewaterhouseCoopers S.à.r.l. These accounts are expected to be announced in the next few days. A copy of the accounts together with the Forms of Proxy for the AGM will be posted to shareholders on the day of announcement.

Notes:

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company as at 6.00 p.m. on 29 May 2014 shall be entitled to attend and vote at this Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after such time shall be disregarded in determining the rights of any person to attend or vote at this Annual General Meeting.
2. Any member who is entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote at the meeting. To appoint more than one proxy, additional Forms of Proxy may be obtained by contacting the Registrars or you may photocopy the form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. A proxy need not be a member of the Company. Completion and return of the Form of Proxy will not preclude a member from attending and voting at this Annual General Meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
4. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
5. A Form of Proxy will be sent with the annual account, which to be effective must be completed, signed and received by the Company. The Form of Proxy must be returned to Global Brands SA, **FAO Fiona Kinghorn, C/O Alexander David Securities Limited, 49 Queen Victoria Street, London, EC4N 4SA or fax to Global Brands S.A. on +44 (0) 203 051 3965** no later than no later than 1 p.m. CET on 30 May 2014. You can only appoint a proxy using the procedures set out in these notes and in the notes to the Form of Proxy.
7. Electronic voting instructions via the CREST vting service.
 - 7.1 Holders who hold Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.
 - 7.2 In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a 'CREST Voting Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).
 - 7.3 To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 1 p.m. CET on 29 May 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.
 - 7.4 Holders who hold Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 - 7.5 The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.