

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt about its contents or the action you should take, you should consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your ordinary shares in Debenhams plc (the "Company"), please pass this document together with the accompanying documents as soon as possible to the stockbroker or other agent through whom you made the sale or transfer for transmission to the purchaser.

DEBENHAMS PLC

(incorporated and registered in England and Wales under number 5448421)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM of the Company to be held at No. 11 Cavendish Square, London W1G 0AN on Tuesday 8 January 2013 at 2.00pm (the "AGM") is set out at the end of this circular.

Whether or not you propose to attend the AGM, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by our registrars, Equiniti, no later than 2.00pm on 6 January 2013.

Debenhams plc

(incorporated and registered in England and Wales under number 5448421)

Registered office:

1 Welbeck Street
London W1G 0AA

19 November 2012

Dear Shareholder

I have pleasure in sending you the Notice of this year's AGM which we are holding at No.11 Cavendish Square, London W1G 0AN on Tuesday 8 January 2013 at 2.00pm.

If you cannot come to the AGM, please fill in the proxy form sent to you with this Notice and return it to our registrars, Equiniti, as soon as possible. They must receive it by 2.00pm on 6 January 2013. Alternatively, you may appoint a proxy electronically. Further details relating to voting by proxy are set out in the notes to the Notice on pages 7 to 8 of this document.

At the meeting itself, the votes will, as last year, be taken by poll rather than on a show of hands. The final result is more democratic as the proxy results are added to the votes of shareholders present, who vote all their shares (rather than one vote per person). The results will be published on our website, www.debenhamsplc.com and submitted to the London Stock Exchange.

Notice is hereby given that Debenhams plc annual report for 2012 has been published on the Company's website, www.ar12.debenhamsplc.com.

If you have elected to receive shareholder correspondence in hard copy, then a copy of the annual report will accompany this Notice. Should you wish to change your election at any time, or if you wish to request a hard copy of the annual report, you can do so by contacting our registrar, Equiniti, on 0871 384 2766* or +44(0)121 415 0267 (from outside the United Kingdom).

At the AGM shareholders will have the opportunity to ask questions. There are also a number of formal matters to be dealt with and further details about these matters are set out below. The formal Notice of AGM is set out on pages 5 to 6 of this document.

*Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday

Explanatory notes on the proposed resolutions

Resolution 1 - directors' report and accounts

The directors must present the annual report and accounts for the financial year ended 1 September 2012 to shareholders at the AGM. The annual report and accounts contains the directors' report, the accounts, and the auditors' report on the accounts and on those parts of the remuneration report that are capable of being audited.

Resolution 2 - approval of the remuneration report

Shareholders are entitled to vote upon the remuneration report which is published within our annual report and accounts on pages 66 to 74. The remuneration report gives details of the directors' remuneration for the financial year ended 1 September 2012 and sets out the Company's overall policy on director's remuneration. The Company's auditors, PricewaterhouseCoopers LLP, have audited those parts of the remuneration report capable of being audited and the auditors' report may be found on page 76 of the annual report and accounts.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the legislation, shareholders will be invited to approve the remuneration report. The vote is advisory in nature in that payments made or promised to the directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed.

Resolution 3 - dividend

A final dividend can only be paid after the shareholders at a general meeting have approved it. However, the final dividend cannot be more than the directors recommend (which is 2.3 pence for each ordinary share). If approved, the dividend will be payable on 11 January 2013 to all shareholders who are on the register of members as at 7 December 2012.

Resolution 4 - election of Peter Fitzgerald

In accordance with the provisions of the UK Corporate Governance Code, Peter Fitzgerald will stand for election at the forthcoming AGM further to his appointment to the Board effective 4 October 2012, such election to take effect at the conclusion of the AGM.

Peter Fitzgerald has a wealth of experience in helping retail businesses to realise their online ambitions. He is Country Sales director for Google UK/Eire having worked for that business since 2007, predominantly with retail business clients. From 1999 to 2007 Mr Fitzgerald worked for Amazon both in Europe and the USA. An American citizen, he holds a BA in English Literature from Rockhurst College, Kansas City.

Resolutions 5 to 11 - re-election of directors

In accordance with the provisions of the UK Corporate Governance Code, all directors will stand for re-election at the forthcoming AGM, such re-elections to take effect at the conclusion of the AGM. Biographical information on each of the directors is contained on pages 56 to 57 of the annual report and accounts. The Board is satisfied that each non-executive director continues to be independent in character and that there are no relationships or circumstances likely to affect their character or judgement. The Board is also satisfied, following the annual performance evaluation of the Board, that each director continues to perform effectively and demonstrates commitment to his or her role within the Company.

Resolutions 12 and 13 - appointment and remuneration of auditors

The auditors of a company must be re-appointed at each general meeting at which accounts are laid. On the recommendation of the Audit Committee, the Board proposes resolution 12 that PricewaterhouseCoopers LLP be re-appointed as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid. Resolution 13 proposes that the Audit Committee be authorised to determine the level of the auditors' remuneration on behalf of the Board.

Resolution 14 - renewal of the powers of the Board to allot shares

The directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The authority conferred on the directors at last year's AGM under section 551 of the Companies Act 2006 (the "Act") to allot shares expires on the date of the forthcoming AGM. Accordingly, resolution 14 seeks to grant a new authority under section 551 of the Act to authorise the directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company.

Paragraph (A) of resolution 14 will, if passed, authorise the directors to allot shares or grant rights to subscribe for, or to convert any security into, such shares in the Company up to a maximum nominal amount of £42,080. This amount represents one third of the Company's existing issued ordinary share capital (excluding treasury shares) as at 1 November 2012, being the latest practicable date prior to publication of this Notice. Paragraph (B) of resolution 14 authorises the directors to allot, including the shares referred to in paragraph (A), further of the Company's unissued shares up to an aggregate nominal amount of £84,160 in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This is in accordance with the latest institutional guidelines published by the Association of British Insurers.

This authority will expire at the conclusion of the next AGM of the Company held in 2014 or, if earlier, the close of business on the date falling 15 months after the date of this resolution. The directors have no specific current intention to exercise this authority. However, it is considered prudent to maintain the flexibility that this authority provides. The directors intend to renew this authority annually.

The Company holds 24,364,155 shares in treasury as at 1 November 2012, being the latest practicable date prior to publication of this Notice. This amount represents 1.93% of the Company's issued ordinary share capital (calculated exclusive of treasury shares) as at that date.

Resolution 15 - renewal of the powers of the Board to disapply pre-emption rights

Under section 561(1) of the Act, if the directors wish to allot shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares for cash (otherwise than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. Resolution 15 asks the shareholders to do this and, apart from 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 up to an aggregate nominal value of £6,312 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 1 November 2012 (being the latest practicable date prior to the publication of this Notice). In accordance with the Pre-emption Group's Statement of Principles, the Board confirms its intention that no more than 7.5% of the Company's issued share capital (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three-year period. Shareholders should note that this resolution also relates to treasury shares and will be proposed as a special resolution.

This resolution seeks a disapplication of the pre-emption rights on a rights issue so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders. If given, the authority will expire at the conclusion of the next AGM of the Company held in 2014 or, if earlier, the close of business on the date falling 15 months after the date of this resolution. The directors have no current specific intention of exercising this authority. The directors intend to renew this authority annually.

Resolution 16 - authority for the Company to purchase its own shares

This resolution renews the Company's authority to make market purchases of its own ordinary shares subject to the provisions of the Act, granted at last year's AGM, which expires at the conclusion of the AGM. During the financial year ended 1 September 2012, the Company acquired 23,559,155 ordinary shares which are held as treasury shares. As stated in the announcement of the full year results, the Company intends to continue the programme of share repurchases and expects to buy further ordinary shares up to the value of £40 million. Any such further shares would be cancelled or retained in treasury pending a subsequent sale, cancellation or transfer. The directors believe that it is in shareholder's best interests and will increase earnings per share. The resolution specifies that no more than 10% of the Company's issued ordinary share capital (excluding treasury shares) may be acquired. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 0.01p. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out. This authority will expire at the conclusion of the next AGM of the Company held in 2014 or, if earlier, the close of business on the date falling 18 months after the date of this resolution.

The Company has options outstanding over 8,895,791 ordinary shares, representing 0.7% of the Company's issued ordinary share capital (excluding treasury shares) as at 1 November 2012. If the authority now being sought by resolution 16 were to be fully used, these options would represent 0.78% of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

Resolution 17 - notice of general meetings

Resolution 17 seeks renewal of the resolution passed at the AGM held on 10 January 2012 which enabled the Company to call general meetings (other than AGMs) on 14 clear days' notice. Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") increased the notice period required for general meetings of the Company to 21 days, save where shareholders approve a shorter notice period which cannot be less than 14 clear days (AGMs will continue to be held on at least 21 clear days' notice). It is intended that 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 in the interests of shareholders as a whole. The shareholder approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed to renew this authority. The Company will also need to meet the requirements for electronic voting under the Shareholders' Rights Regulations before it can call a general meeting on less than 21 clear days' notice. The Company already meets the requirements for enabling shareholders to vote electronically online.

Recommendation

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely

Nigel Northridge

Chairman

Notice of the AGM

Notice is hereby given that the AGM of Debenhams plc (the "Company") will be held at No.11 Cavendish Square on Tuesday 8 January 2013 at 2.00pm.

Items 1 to 14 will be proposed as ordinary resolutions. Items 15 to 17 will be proposed as special resolutions.

1 Directors' report and accounts

To receive the accounts for the financial year ended 1 September 2012 together with the directors' report and the auditors' report on those accounts.

2 Directors' remuneration report

To approve the remuneration report for the financial year ended 1 September 2012.

3 Dividend

To declare a final dividend for the year ended 1 September 2012 of 2.3 pence per ordinary share.

To elect the following director who was appointed to the Board since the last AGM:

4 Peter Fitzgerald

To re-elect the following directors who are seeking election on an annual basis in accordance with the UK Corporate Governance Code:

5 Nigel Northridge

6 Michael Sharp

7 Simon Herrick

8 Martina King

9 Dennis Millard

10 Mark Rolfe

11 Sophie Turner Laing

12 Appointment of auditors

To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

13 Remuneration of the auditors

To authorise the Audit Committee to determine the remuneration of the auditors on behalf of the Board.

14 Authority to allot securities

- a) That the directors be generally and unconditionally authorised pursuant to section 551 of the Act to:
- i. allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
 - A) up to an aggregate nominal amount of £42,080; and
 - B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £84,160 (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue:
 - i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities; and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date falling 15 months after the date of this resolution); and
 - iii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
- b) That, subject to paragraph (c), all existing authorities given to the directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Act be revoked by this resolution; and
- c) That paragraph (b) shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Notice of the AGM

continued

15 Disapplication of pre-emption rights

That, subject to the passing of resolution 14 in the Notice and in place of all existing powers, the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by resolution 14 in the Notice as if section 561(1) of the Act did not apply to the allotment. This power:

- a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date falling 15 months after the date of this resolution), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 14(a)(i)(B), by way of a rights issue only):
 - i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- c) in the case of the authority granted under resolution 14(a)(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of £6,312.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 14 in the Notice" were omitted.

16 Authority for the Company to buy its own shares

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own ordinary shares, subject to the following conditions:

- a) the maximum number of ordinary shares authorised to be purchased is 126,244,214 shares;
- b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 0.01 pence being the nominal value of each ordinary share;
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall be the higher of: (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased, and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share of the Company and the highest current independent bid for an ordinary share of the Company as derived from the London Stock Exchange Trading system ("SETS");
- d) unless previously renewed, varied or revoked the authority shall expire at the close of the next AGM of the Company or 18 months from the date of this resolution (whichever is earlier); and
- e) a contract to purchase ordinary shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

17 Notice period for general meetings

That a general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice.

By order of the Board

Paul Eardley
Company Secretary

19 November 2012

Debenhams plc
Registered Office
1 Welbeck Street, London W1G 0AA
Registered in England and Wales. Company No. 5448421

Notes:

- 1** The directors believe that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders. They recommend that you vote in favour of the proposed resolutions. The directors will be voting their own beneficial shareholdings in favour of the proposed resolutions.
- 2** Biographies of the directors seeking re-election are given on pages 56 to 57 of the annual report and accounts, including membership of the principal committees.
- 3** To have the right to attend the AGM, you must hold ordinary shares in the Company (this means your name must be entered on the share register) by 6.00pm on 6 January 2013. You will be entitled to attend and vote in respect of the number of ordinary shares registered in your name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 4** If you cannot come to the AGM, you can appoint another person as your proxy to come to the meeting, speak and vote for you. Alternatively you can appoint the Chairman as your proxy. A proxy does not have to be a shareholder. If you want to appoint a proxy, fill in the form of proxy which is enclosed and return it to the Company's registrars, Equiniti, in the prepaid envelope provided. You may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by you. If you wish to appoint multiple proxies for your shareholding please read the guidance detailed on the form of proxy enclosed. If you do not have a proxy form and believe you should have one, or if you require additional proxy forms, please contact Equiniti on 0871 384 2766* or +44(0)121 415 0267 (from outside the United Kingdom).
*Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday
- 5** Equiniti must receive your proxy instructions by 2.00pm on 6 January 2013. If you fill in and send back a form of proxy you can still come to the AGM and vote instead of your proxy.
- 6** You may, if you wish, register the appointment of a proxy or proxies, or voting instructions for the meeting electronically by logging on to www.sharevote.co.uk. You will need to use a 25 digit number made up of your Voting ID, Task ID and Shareholder Reference Number printed on your proxy form. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by Equiniti by 2.00pm on 6 January 2013. Please note that any electronic communication sent to the Company or Equiniti that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti's conditions of use set out on the website, www.sharevote.co.uk, and may be read by logging on to that site.
- 7** If you have received this Notice of Meeting by virtue of being a nominated person within the meaning of Section 146 of the Act you may (under an agreement between you and the shareholder who nominated you) have the right to be appointed a proxy by the registered shareholder to attend, speak and vote at the meeting; and you may be able to give your voting instructions to the registered shareholder. However, the ability to appoint a proxy applies only to shareholders of the Company and does not apply to nominated persons.
- 8** The following documents will be available for inspection at the location of the AGM from 15 minutes prior to the AGM until the conclusion of the AGM. You can also ask to see these documents during normal business hours until the beginning of the AGM at the registered office of the Company by contacting the Company Secretary:-
 - i) copies of the executive directors' service contracts;
 - ii) copies of the non-executive directors' letters of appointment;
 - iii) copies of the directors' deeds of indemnity; and
 - iv) a copy of the current Memorandum and Articles of Association of the Company.
- 9** You can only appoint a proxy or proxies by (a) completing and returning the proxy form enclosed, (b) going to www.sharevote.co.uk and following the instructions provided, or (c) if you are a user of the CREST system (including CREST personal members) having an appropriate CREST message transmitted. Shareholders are advised that unless otherwise provided, the telephone numbers, website and email addresses which may be set out in this Notice or proxy cards are not to be used for the purpose of serving information or documents on the Company (including the service of documents or information relating to proceedings at the AGM) or for communicating with the Company for any purpose other than those expressly stated.
- 10** As at 1 November 2012 being the latest practicable date before the publication of this Notice, the issued ordinary share capital of the Company consisted of 1,286,806,299 ordinary shares of 0.01p each. The Company holds 24,364,155 ordinary shares in treasury. The total number of voting rights in the Company at that date was therefore 1,262,442,144.
- 11** Electronic proxy appointment through CREST
CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 8 January 2013 and any adjournment(s) thereof by using the procedures described in the CREST manual (available at www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting 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.

Notice of the AGM continued

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 instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 2.00pm on 6 January 2013. 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 Equiniti 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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(s), 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 service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. CREST personal members, sponsored members and CREST members who have appointed a voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

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.

- 12** Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and (b) in other cases, the power is treated as not exercised.
- 13** Under Section 527 of the Act 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 AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous AGM at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 and 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, 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 Act to publish on a website.
- 14** Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such 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 a 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.
- 15** A copy of this Notice, and other information required by Section 311A of the Act, can be found at www.debenhamsplc.com.
- 16** The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear at www.debenhamsplc.com as soon as possible following the conclusion of the AGM.
- 17** Under sections 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company:
 - a) to give, to members of the Company entitled to receive the Notice of Meeting, Notice of a resolution to be moved at the meeting and/or
 - b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business, unless (i) (in the case of a resolution only) it would, if passed, be ineffective, (ii) it is defamatory of any person, or (iii) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 27 November 2012, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Debenhams plc

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London
W1G 0AA

www.debenhams.com
www.debenhams.ie
www.debenhams.de