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If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

HARVEY NASH GROUP PLC
(Registered in England and Wales with no. 3320790)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at the offices of Travers Smith LLP on 30 June 2011 at 10:00 a.m. is set out at the end of this document and the recommendation of the directors is set out on page 5.

A Form of Proxy for use at the Meeting is enclosed. To be valid, any instrument appointing a proxy must be received by Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, as soon as possible but in any event so as to arrive no later than 10:00 a.m. on 28 June 2011.

**HARVEY
NASH**

The Power of Talent

HARVEY NASH GROUP PLC
(Registered in England and Wales with no. 3320790)

Directors

Ian Kirkpatrick (Chairman)*
Albert Ellis
Richard Ashcroft
Tom Crawford*
Gus Moore*
Simon Wassall
Ian Davies*
Margot Katz

Registered Office:
13 Bruton Street
London
W1J 6QA

* non-executive Directors

17 May 2011

To holders of ordinary shares of 5p each in Harvey Nash Group plc (the “Company”)

Dear Shareholder

This letter accompanies the 2011 Annual Report and gives details of the business to be transacted at the 2011 Annual General Meeting of the Company.

Annual General Meeting

Notice of the Annual General Meeting is given on page 11. Resolutions 1 to 14 set out in the Notice deal with the ordinary business to be transacted at the Meeting and Resolutions 15 to 18 deal with the special business. Further explanation in relation to Resolutions 4 to 10 and 13 to 18 is set out below.

Resolutions 4 to 10 - Re-election and election of Directors (ordinary resolutions)

The articles of association of the Company (the “Articles”) and the UK Corporate Governance Code require Directors who have served for longer than nine years to offer themselves for annual re-election. Ian Kirkpatrick and Tom Crawford have each served for longer than nine years. Resolutions 4 and 5 propose their re-election. The Board has given specific consideration to the matter of the independence of each such Director and is satisfied that they each remain independent in character and judgement, making valued contributions as non-executive Directors. Gus Moore intends to resign at the Annual General Meeting and so will not be seeking re-election.

Article 115 of the Articles requires Directors to retire at the third Annual General Meeting after the Annual General Meeting or general meeting of the Company (as the case may be) at which they were previously elected. Accordingly, Albert Ellis, Richard Ashcroft and Simon Wassall are offering themselves for re-election. Article 114 of the Articles requires Ian Davies and Margot Katz to retire at the Annual General Meeting because each such Director has been appointed since the conclusion of the last Annual General Meeting of the Company. Resolutions 9 and 10 respectively propose their election as Directors.

Brief biographies of the Directors are included in the 2011 Annual Report and Accounts.

Resolution 13 – Authority to allot shares or grant subscription or conversion rights (ordinary resolution)

Resolution 13 asks shareholders to grant the Directors authority under section 551 Companies Act 2006 to allot shares or grant such subscription or conversion rights as are contemplated by sections 551(1)(a) and (b) respectively of the Companies Act 2006 up to a maximum aggregate nominal value of £2,448,346, being approximately 66% of the nominal value of the issued ordinary share capital of the Company as at 17 May 2011. £1,224,173 of this authority is reserved for a fully pre-emptive rights issue. This is the maximum permitted amount under best practice corporate governance guidelines. The authority will expire at the next Annual General Meeting. The Directors have no present intention of exercising such authority. Should circumstances change and the Directors exercise the authority reserved for a fully pre-emptive rights issue, they intend to offer themselves for re-election at the following Annual General Meeting if they wish to remain in office. The resolution replaces a similar resolution passed at the Annual General Meeting of the Company held on 24 June 2010.

Resolution 14 - Disapplication of pre-emption rights (special resolution)

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company holds in treasury, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holding. Resolution 14 asks shareholders to grant the Directors authority to allot equity securities or sell treasury shares for cash up to an aggregate nominal value of £183,626 (being 5% of the Company's issued ordinary share capital as at 17 May 2011) without first offering the securities to existing shareholders. The Directors do not intend to issue shares pursuant to such authority in excess of 7.5% of the Company's issued share capital in any three year rolling period. The resolution also disapplies the statutory pre-emption provisions in connection with a rights issue, but only in relation to the amount permitted under Resolution 13, and allows the Directors, in the case of a rights issue, to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise. The authority will expire at the next Annual General Meeting. The resolution replaces a similar resolution passed at the Annual General Meeting of the Company held on 24 June 2010.

Resolution 15 - Purchases of own shares by the Company (special resolution)

Resolution 15 to be proposed at the Annual General Meeting seeks authority from shareholders for the Company to make market purchases of its own ordinary shares of 5p each in the capital of the Company ("**ordinary shares**"), such authority being limited to the purchase of 10% of the ordinary shares in issue as at 17 May 2011.

The maximum price payable for the purchase by the Company of its own ordinary shares will be limited to the higher of 5% above the average of the middle market quotations of the ordinary shares, as derived from the Daily Official List of the London Stock Exchange, for the five business days prior to the purchase and the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System, SETS.

The minimum price payable by the Company for the purchase of its ordinary shares will be 5p per share (being the amount equal to the nominal value of an ordinary share). The authority to purchase the Company's own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company at the time. The resolution renews a similar resolution passed at the Annual General Meeting of the Company held on 24 June 2010.

Company law allows the Company to hold in treasury any shares purchased by it using its distributable profits. Such shares will remain in issue and capable of being re-sold by the Company or used in connection with certain of its share schemes. The Company intends to take advantage of these developments to the extent that it exercises the authority to buy back its shares, so as to hold the purchased shares in treasury.

Options to subscribe for up to 4,458,732 ordinary shares have been granted and are outstanding as at 17 May 2011 (being the latest practicable date prior to publication of this document) representing 6.07% of the issued ordinary share capital at that date. If the Directors were to exercise in full the power for which they are seeking authority under resolution 15, the options outstanding as at 17 May 2011 would represent 6.74% of the ordinary share capital in issue following such exercise.

Resolution 16 - Calling of general meetings (special resolution)

Resolution 16 seeks authority from shareholders to hold general meetings (other than Annual General Meetings) on 14 days' clear notice. This is permissible under the Articles and the Companies Act 2006. However, pursuant to the EU Shareholders' Rights Directive, specific shareholder approval is required annually in order to retain this ability. The Directors believe that there may be circumstances in which it will be important for the Company to be able to call meetings at such short notice. Accordingly, the Directors believe that it is important for the Company to retain this flexibility. If given, the approval will be effective until the Company's next Annual General Meeting.

Resolutions 17 and 18 - Extension of the Share Bonus Plan and the CSOP

The Harvey Nash Group PLC Share Bonus Plan (the "**Share Bonus Plan**") was first approved by shareholders at an extraordinary general meeting in 2002 and subsequently extended at the Annual General Meeting in 2005.

The Harvey Nash 2005 Company Share Option Scheme (the "**CSOP**") was first approved by shareholders at the Annual General Meeting in 2005.

The Remuneration Committee considered in 2005 that there was great competition for the most talented individuals, particularly in the global marketplace. Attracting and retaining key individuals who can drive the business forward means that competitive remuneration packages and long term incentives must be available for the recruitment, incentivisation and retention of such key individuals. The Remuneration Committee considers that these factors continue to apply and therefore Resolutions 17 and 18 seek shareholder approval for the extension of the Share Bonus Plan and CSOP for an additional five years in order to support the Company's business strategy.

Since 31 May 2005 the Company has issued a modest 327,650 shares under the Share Bonus Plan (representing 0.45% of the issued share capital of the Company against a possible maximum of 5%). In addition, it has granted options under the CSOP over 3,047,500 shares (representing 4.15% of the issued share capital of the Company against a possible maximum of 5%). During that time, options granted over 1,862,975 shares under the CSOP have lapsed. Under the 5% dilution limit set out in the CSOP, there is available headroom to grant options over 2,487,995 shares as at 17 May 2011.

In recognition of the need to further align the interests of shareholders and employees, the rules of the Share Bonus Plan will be amended to provide for the clawback of awards which were made on the basis of performance or results which subsequently were determined by the Remuneration Committee to be misstated.

The principal terms of the Share Bonus Plan and CSOP are set out in Appendix 1 and Appendix 2 respectively.

Action to be taken

You are asked to either:

1. complete the attached Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, so as to arrive no later than 10:00 a.m. on 28 June 2011; or
2. if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described below.

Completion of the Form of Proxy or appointment of a proxy through CREST does not prevent a member from attending and voting in person.

Shares held in uncertificated form - electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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’s specifications and must contain the information required for such instructions, as described in the CREST Manual (www.euroclear.com/CREST). The message must be transmitted so as to be received by the issuer’s agent, Equiniti Limited (ID RA19), by 10:00 a.m. on 28 June 2011. 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 the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members 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 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.

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 (as amended).

Location of meeting

The Annual General Meeting will be held at the offices of Travers Smith LLP at 10 Snow Hill, London EC1A 2AL.

Recommendation

The Board believes that the resolutions to be put to the Annual General Meeting are in the best interests of the shareholders as a whole and, accordingly, recommends that the shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their beneficial shareholdings in the Company.

Yours sincerely

Ian Kirkpatrick
Chairman

Appendix 1

HARVEY NASH GROUP PLC SHARE BONUS PLAN (the “Share Bonus Plan”)

Summary of the Rules

1 General

The Share Bonus Plan allows for participants to acquire ordinary shares in the Company (“**Shares**”) from a portion of their bonus or salary (after the deduction of applicable taxes and National Insurance contributions) subject to a retention period (an “**Award**”).

The Share Bonus Plan will be governed by the rules and administered under the direction of the remuneration committee (the “**Committee**”) of the Company.

2 Eligible Employees

All employees and executive directors of the Company and participating subsidiaries (the “**Group**”) may be eligible to participate at the Committee’s discretion or (upon the recommendation by the Committee) the Trustee.

3 Making of Awards

Awards may be granted during the 42 day period following either of:

- (i) the date of approval of the Share Bonus Plan by shareholders, and
- (ii) subsequently, the announcement of the Company’s final and interim results to the London Stock Exchange for any financial period

and within 28 days of the Committee resolving that exceptional circumstances exist which justify the grant of Awards but may not be granted during a proscribed period for dealings by directors or certain employees of the Company or the Group (under the Model Code).

Awards may be made conditional upon, at the discretion of the Committee, the participant complying with or entering into any arrangement relating to income tax and National Insurance contributions in respect of the Awards (including entering into any election to pay income tax and National Insurance contributions at the time of making the Award). Awards will not be transferable or assignable. Any benefits received under the Share Bonus Plan will not be pensionable.

4 Limits

- (i) The number of newly issued Shares over which Awards may be granted under the Share Bonus Plan on any date shall not exceed five per cent of the Company’s issued ordinary share capital for the five year duration of the life of the Share Bonus Plan less any awards made under the Company’s Performance Share Plan during this period.
- (ii) No Awards may be granted after the fifth anniversary of the shareholders’ approval of the Share Bonus Plan.

5 Retention Period

On the making of the Award, the Committee shall determine the length of a period (if any) during which the participant should hold the Shares subject to their Award (the “**Retention Period**”).

The participant shall lodge the share certificate with the Company or trustee of the Company’s employee benefit trust (the “**Trustee**”) for the duration of the Retention Period. In the event of a reorganisation of the share capital of the Company, the participant must take any step directed by the Company or the Trustee in relation to the reorganisation, including but not limited to lodging an additional share certificate with the Company or Trustee.

The share certificate shall be released on the earlier of:

- (a) the expiry of the Retention Period;
- (b) the participant dying or ceasing employment for any reason; and
- (c) a change of control or similar corporate event.

6 Clawback

In circumstances where a bonus was paid on the basis of performance or results which subsequently were determined by the Committee to be misstated during the Retention Period, the Shares (or such proportion of the Shares that the Committee shall determine appropriate) subject to an Award shall be forfeited and the participant will be required to transfer the beneficial ownership in the Shares to such person nominated by the Company or the Trustee for no consideration.

6 Amendments

The Share Bonus Plan may be amended by the Committee provided that no amendment shall be made to:

- (a) the definition of eligible employee;
- (b) overall plan limits (see paragraph 4);
- (c) the terms of awards (including the maximum entitlement of a participant) made under the plan;
- (d) a participant’s entitlement to, and the terms of, an Award and for the adjustment of an Award (if any) if there is a capitalisation issue, rights issue or open offer, sub-division or consolidation of shares or reduction of capital or any other variation of capital; or
- (e) which would be to the advantage of participants,

without the prior consent of the Company in general meeting, except for minor amendments to benefit the administration of the Share Bonus Plan, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants and / or the Group.

8 Rights Attaching to New Issue Shares

Shares allotted on the grant of an Award will rank *pari passu* with the then issued Shares of the same class of the Company. Application will be made as soon as practicable for new Shares issued under the Share Bonus Plan to be admitted to the Official List of the UKLA.

Appendix 2

HARVEY NASH 2005 COMPANY SHARE OPTION SCHEME (the "CSOP")

Summary of the Rules

1 General

The CSOP allows the grant of unapproved options and (see "Tax Approved Schedule" below) HM Revenue & Customs approved options ("HMRC") (together, "Options"). The CSOP will be governed by rules and administered under the direction of the remuneration committee (the "Committee") of the Company.

2 Eligible Employees

All employees and executive directors of the Company and participating subsidiaries (the "Group") may be eligible to participate at the Committee's discretion.

3 Option Exercise Price

The price at which a participant may acquire ordinary shares in the Company ("Shares") on the exercise of an option shall be determined by the Committee but shall not be less than the average middle market quotation of a Share as derived from the London Stock Exchange Daily Official List over the five dealing days which precede the relevant date of grant or such lesser number of days as the Committee may determine from time to time (or, if greater, the nominal value of a Share if the option may be satisfied by the issue of new Shares).

4 Grant of Options

Options may be granted during the 42 day period following either of:

- (i) the date of approval of the CSOP by shareholders, and
- (ii) subsequently, the announcement of the Company's final and interim results to the London Stock Exchange for any financial period

and within 28 days of the Committee resolving that exceptional circumstances exist which justify the grant of Options but may not be granted during a proscribed period for dealings by directors or certain employees of the Company or the Group (under the Model Code).

Options shall be granted under seal or executed as a deed for nil consideration. Options will not be transferable or assignable. Any benefits received under the CSOP will not be pensionable.

5 Limits

- (i) The number of newly issued Shares over which Options may be granted under the CSOP on any date, when aggregated with the number of Shares issued or issuable under any discretionary or all-employee share scheme of the Company as may be determined by the Committee (excluding the Share Bonus Plan and any other discretionary or performance share plan of the Company) during the life of the CSOP shall not exceed five per cent of the Company's issued ordinary share capital for the five year duration of the life of the CSOP.

For the purposes of this limit, lapsed options and Shares issued on the exercise of options granted before the start of the relevant period are excluded.

- (ii) The aggregate market value of Shares over which Options may be granted to an eligible employee under the Scheme in any year shall not (except where the Committee resolves that exceptional circumstances exist) exceed twice his Relevant Earnings. In determining this limit no account shall be taken of any Options which have been exercised, that have been released or cancelled without being exercised, or that have lapsed.
- (iii) No options may be granted after the fifth anniversary of the shareholders' approval of the CSOP.

6 Exercise of Options

Options may usually only be exercised between three and ten years after their grant and then only if the performance conditions referred to in paragraph 7 below are met.

However, earlier exercise is permitted without achieving performance conditions if the participant leaves employment through death, redundancy, injury, disability, retirement, or as a result of his employing company or the business or undertaking by which he is employed being transferred outside the group or on the voluntary winding-up of the Company.

In the event of a takeover, reconstruction or amalgamation of the Company the performance conditions will be applied pro-rata to the date of the takeover, reconstruction or voluntary winding-up, as appropriate.

If a participant leaves in any other circumstances the Option will lapse unless the Committee exercises its discretion to allow Options to be retained for a period not to exceed 12 months subject to the achievement of the performance conditions.

On the exercise of Options, the participant must normally remit funds, in addition to the exercise price, or give an authority to sell sufficient Shares to meet any PAYE income tax or employees' National Insurance contributions that fall due in respect of his or her Option. At the decision of the Committee, this obligation may also extend to any or a proportion of any employers' National Insurance Contributions that fall due.

7 Performance Requirements

The Committee will impose performance requirements on the exercise of Options. At present, the Committee considers growth in the Company's compounded annual growth in Earnings Per Share (EPS) over a set performance period should be used under the CSOP. Options will vest utilising a scaled vesting criterion according to the Company's compounded annual growth in EPS over the performance period.

The performance requirements are determined for any grant by the Committee, the performance requirements may be amended by the Committee if appropriate.

9 Rights Attaching to New Issue Shares

Shares allotted following the exercise of an Option will rank *pari passu* with the then issued Shares of the same class of the Company (except that they will not rank for any dividend or other right having a record date prior to the allottee's entry on the Company's register of members). Application will be made as soon as practicable for new shares issued under the CSOP to be admitted to the Official List of the UKLA.

10 Variation of Share Capital

In the event of a capitalisation, rights issue, consolidation, sub-division or reduction of the Company's ordinary share capital, the option exercise prices and/or the number of such shares under option may be adjusted by the Committee acting fairly and reasonably.

11 Amendments

- (i) The CSOP may be amended by the Committee provided that no amendment which would be to the advantage of participants may be made without the prior consent of the Company in general meeting to the provisions relating to eligibility, equity dilution, share utilisation or maximum individual

participation limits, or Option adjustment following a variation of share capital, except for minor amendments to benefit the administration of the CSOP, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the Group.

- (ii) No amendment can be made to the CSOP to the disadvantage of a participant in respect of any Option granted to him unless the prior consent or sanction of that number of participants as would be required under the provisions for the alteration of class rights contained in the Articles of Association of the Company for the time being as if the shares to be allotted or transferred on the exercise of the Options constituted a separate but single class of shares and such shares were entitled to such rights..

12 Tax Approved Schedule

Options may be granted under Schedule I to the 2005 CSOP in a tax approved manner. Schedule I must be formally approved by HMRC in advance. The terms of Schedule I are generally the same as the 2005 CSOP, but shall differ as follows:

- (i) an individual who is a director shall not be eligible to receive a grant of Options unless he is a full-time director and provided he does not hold a material interest in the Company;
- (ii) the value of Shares held under option (as at the date of grant of the Options) by any one participant under Schedule I and any other HMRC approved discretionary share option scheme may not exceed the limit imposed by legislation (currently £30,000);
- (iii) if an Option granted under Schedule I is:
 - (a) held for at least three years from its date of grant prior to exercise; or
 - (b) is exercised within three years of its date of grant due to the optionholder's termination of employment because of injury, disability, death, redundancy or retirement,the participant and the Group may benefit from tax approved treatment; and
- (iv) no amendment which would affect a 'key feature' of Schedule I may be made to Schedule I without the prior approval of HMRC.

NOTICE OF ANNUAL GENERAL MEETING
HARVEY NASH GROUP PLC
(Registered in England and Wales with no. 3320790)

NOTICE is hereby given that the Annual General Meeting of Harvey Nash Group PLC (the “**Company**”) will be held at the offices of Travers Smith LLP at 10 Snow Hill, London EC1A 2AL on 30 June 2011 at 10:00 a.m. for the transaction of the following business:

ORDINARY BUSINESS

As ordinary business to consider and, if thought fit, to pass the following resolutions, numbers 1 to 13 of which will be proposed as ordinary resolutions and number 14 of which will be proposed as a special resolution:

1. That the Company’s annual accounts for the year ended 31 January 2011, together with the Directors’ report and the auditors’ report on those accounts and on the auditable part of the Directors’ remuneration report, be adopted.
2. That the Directors’ remuneration report for the year ended 31 January 2011, which is set out in the annual report of the Company for the year ended 31 January 2011, be approved.
3. That the final dividend recommended by the directors of 1.48p per ordinary share for the year ended 31 January 2011 be declared payable on 15 July 2011 to holders of ordinary shares registered at the close of business on 24 June 2011.
4. That Ian Kirkpatrick, who offers himself for annual re-election in accordance with the provisions of the UK Corporate Governance Code, be re-elected as a Director.
5. That Tom Crawford, who offers himself for annual re-election in accordance with the provisions of the UK Corporate Governance Code, be re-elected as a Director.
6. That Albert Ellis be re-elected as a Director.
7. That Richard Ashcroft be re-elected as a Director.
8. That Simon Wassall be re-elected as a Director.
9. That Ian Davies, who has been appointed as a Director since the last Annual General Meeting, be elected as a Director.
10. That Margot Katz, who has been appointed as a Director since the last Annual General Meeting, be elected as a Director.
11. That PricewaterhouseCoopers LLP be re-appointed as auditors to the Company until the conclusion of the next Annual General Meeting of the Company.
12. That the Directors be authorised to fix the auditors’ remuneration.
13. That for the purposes of section 551 Companies Act 2006 (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):
 - 13.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1) (a) and (b) of the Act respectively up to a maximum nominal amount of £1,224,173 to such persons and at

such times and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company (unless previously revoked or varied by the Company in general meeting); and further

- 13.2 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to an aggregate nominal amount of £1,224,173 during the period expiring at the end of the next Annual General Meeting of the Company subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory;
- 13.3 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;

so that all previous authorities of the Directors pursuant to the said section 551 be and are hereby revoked.

14. That, subject to the passing of resolution 13 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 570 Companies Act 2006 (the “**Act**”) to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution as if section 561(1) and sub-sections (1) - (6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:
- 14.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under resolution 13.2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- 14.2 the allotment (otherwise than pursuant to paragraph 14.1 above) of equity securities up to an aggregate nominal value not exceeding £183,626; and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL BUSINESS

As special business to consider and, if thought fit, to pass the following resolutions, numbers 15 to 16 of which will be proposed as special resolutions and numbers 17 to 18 of which will be proposed as ordinary resolutions:

15. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 5p each in the capital of the Company (“**ordinary shares**”) provided that:
- 15.1 the maximum number of ordinary shares hereby authorised to be purchased is 7,345,039;

- 15.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 5p per share, being the nominal amount thereof;
- 15.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS;
- 15.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed; and
- 15.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.
16. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.
17. That the Remuneration Committee be and is hereby authorised to:
- 17.1 extend the life of the Harvey Nash Group PLC Share Bonus Plan (the "**Share Bonus Plan**"), the main features of which are described in Appendix 1 to the Notice of Annual General Meeting of which this forms part, for a further five years from the date on which this resolution is passed;
- 17.2 provide for the clawback of awards under the Share Bonus Plan in circumstances where awards have been made based on performance or results which are subsequently determined by the Remuneration Committee to be misstated; and
- 17.3 amend the rules of the Share Bonus Plan and do all other such acts and things as may be necessary to carry such action into effect.
18. That the Remuneration Committee be and is hereby authorised to:
- 18.1 extend the life of the Harvey Nash 2005 Company Share Option Scheme (the "**CSOP**"), the main features of which are described in Appendix 2 to the Notice of Annual General Meeting of which this forms part, for a further five years from the date on which this resolution is passed; and
- 18.2 amend the rules of the CSOP and do all other such acts and things as may be necessary to carry such action into effect, including obtaining the approval of HM Revenue & Customs as required.

BY ORDER OF THE BOARD

Date 17 May 2011

Richard Ashcroft
Secretary
13 Bruton Street, London W1 6QA

Notes:

- (i) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the “**Act**”) to enjoy information rights (a “**Nominated Person**”).
- (ii) To appoint a proxy you may:
 - (a) use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL no later than 10:00 a.m. on 28 June 2011; or
 - (b) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described on page 5 of this document.

Completion of the Form of Proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.

- (iii) Any member or his proxy attending the Meeting has the right to ask any question at the Meeting relating to the business of the Meeting.
- (iv) Pursuant to section 360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 6:00 p.m. on 28 June 2011 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 6:00 p.m. on the day preceding the date fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (v) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (vi) Copies of:
 - (a) the Share Bonus Plan and the CSOP; and
 - (b) the terms and conditions of appointment of the non-executive directors,

are available for inspection at the registered office of the Company, at 13 Bruton Street, London W1J 6QA during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the Meeting.

- (vii) As at 17 May 2011 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 73,450,393 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 17 May 2011 are 73,450,393.

- (viii) The information required to be published by s.311(A) of the Act (information about the contents of this notice and numbers of shares in the company and voting rights exercisable at the meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at www.harveynash.com.
- (ix) Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the Meeting and hold shares on which there has been paid up an average sum, per member, of £100 or persons satisfying the requirements set out in s.153(2) of the Act) may require the Company, under s.527 of the Act 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 Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
- (x) A Nominated Person may under an agreement between him/her and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.
- (xi) If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Meeting, or does not wish to exercise such a right, he/she may still have the right under an agreement between himself/herself and the member who nominated him/her to give instructions to the member as to the exercise of voting rights at the Meeting. Such Nominated Persons are advised to contact the members who nominated them for further information on this.
- (xii) 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 purposes other than those expressly stated.

