

March 7, 2017



## **Naked Brand Group Inc. to Present at the 29th Annual ROTH Conference**

NEW YORK--(BUSINESS WIRE)-- Naked Brand Group Inc. (NASDAQ:NAKD) ("Naked"), an innovative fashion and lifestyle brand, today announced that Joel Primus, President & Founder of Naked, and Justin Davis-Rice, a Director of Naked and Executive Chairman of Bendon Limited, will be presenting at the 29th Annual ROTH Conference at The Ritz Carlton in Dana Point, CA, on Tuesday, March 14, 2017, at 4:30 pm PDT.

The audio portion of the presentation will be webcast live over the internet and can be accessed under the Investor Relations section at <http://www.nakedbrands.com>. An online archive will be available for a period of 90 days following the presentation.

### **About Naked Brand Group Inc.:**

Naked was founded on one basic desire--to create a new standard for how products worn close to the skin fit, feel, and function. Naked's women's and men's collections are available at [www.wearnaked.com](http://www.wearnaked.com), and Naked has a growing retail footprint for its innovative and luxurious innerwear products in some of the leading online and department stores in North America including Nordstrom, Bloomingdale's, Dillard's, Soma, Saks Fifth Avenue, Amazon.com, BareNecessities.com, and more. In 2014, renowned designer and sleepwear pioneer Carole Hochman joined Naked as Chief Executive Officer, Chief Creative Officer, and Chairwoman with the goal of growing Naked into a global lifestyle brand. In June 2015, Naked announced a strategic partnership with NBA Miami HEAT (now Chicago Bulls) star Dwyane Wade. The 3-time NBA Champion, 11-time All Star, and Olympic Gold Medalist joined Naked's Advisory Board, and is the Creative Director for a signature collection of men's innerwear which launched in 2016. Naked is headquartered in New York City and plans to expand in the future into other apparel and product categories that can exemplify the mission of the brand, such as activewear, swimwear, sportswear and more. <http://www.nakedbrands.com/>

### **About Bendon Limited:**

Bendon is a global leader in intimate apparel and swimwear renowned for its best in category innovation in design, and technology and unwavering commitment to premium quality products throughout its 70-year history. Bendon has a portfolio of 10 highly productive brands, including owned brands Bendon, Bendon Man, Davenport, Evollove, Fayreform, Hickory, Lovable (in Australia and New Zealand) and Pleasure State, as well as licensed brands Heidi Klum Intimates and Swimwear and Stella McCartney Lingerie and Swimwear.

In October 2014 Bendon announced supermodel and television host Heidi Klum as the

Creative Director and face of Bendon's flagship Intimates collection, succeeding Elle Macpherson after 25 years with the brand. Bendon products are distributed through over 4,000 doors across 34 countries as well as through a growing network of 60 company-owned Bendon retail and outlet stores in Australia, New Zealand and Ireland. Bendon's global supply chain is one of its strongest assets, controlling sourcing, manufacturing and production at over 30 partner facilities across Asia. The company has more than 700 staff at offices and stores in Auckland, Sydney, New York, London and Hong Kong and is poised for continued meaningful growth as it opens additional retail stores and expands its current portfolio of products. <http://www.bendongroup.com/>

### **Additional Information and Where to Find It**

This press release does not constitute the solicitation of any vote or approval. On January 18, 2017, Naked announced that it had entered into a letter of intent ("LOI") with Bendon Limited ("Bendon"), for a proposed business combination (the "Business Combination"). The LOI was amended on February 9, 2017. Completion of the Business Combination is subject to the negotiation of a definitive agreement (the "Definitive Agreement") between the parties, satisfaction of the conditions negotiated therein and approval of the Business Combination by Naked's stockholders. Accordingly, there can be no assurance that a Definitive Agreement will be entered into or that the proposed Business Combination will be consummated. Further, those portions of the previously announced LOI, as amended, that described the proposed Business Combination, including the consideration to be issued therein, is non-binding. Assuming Naked and Bendon enter into the Definitive Agreement, the parties will look to seek shareholder approval from Naked's shareholders. In connection therewith, Naked intends to file relevant materials with the Securities and Exchange Commission (the "SEC"), including a definitive proxy statement. Such documents are not currently available. Before making any voting or investment decision with respect to the Business Combination, investors and security holders of Naked are urged to read the definitive proxy statement and the other relevant materials filed or to be filed with the SEC carefully and in their entirety when they become available because they will contain important information about Naked, Bendon and the proposed Business Combination. The definitive proxy statement and other relevant materials (when they become available), and any other documents filed by Naked with the SEC, may be obtained free of charge at the SEC web site at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders of Naked may obtain free copies of the documents filed with the SEC by Naked by directing a written request to: Naked Brand Group Inc., 95 Madison Avenue, 10th Floor, New York, New York 10016, Attention: Investor Relations.

This press release shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

### **Participants in the Solicitation**

Naked and its directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the stockholders of Naked in connection with the proposed Business Combination. Information regarding the participants in the proxy solicitation of the stockholders of Naked and a description of their direct and indirect interests, by security holdings or otherwise, will be

contained in the definitive proxy statement regarding the proposed Business Combination and other relevant materials to be filed with the SEC by Naked when they become available. Additional information regarding the directors and executive officers of Naked is also included in Naked's Annual Report on Form 10-K for the year ended January 31, 2016, and the proxy statement for Naked's 2016 Annual Meeting of Stockholders. These documents are available free of charge at the SEC's web site ([www.sec.gov](http://www.sec.gov)) and from Investor Relations at Naked at the address described above.

### **Forward-Looking Statements**

Certain statements contained in this press release, other than purely historical information, including estimates, projections and statements relating to Naked's, Bendon's and/or the combined company's business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in or incorporated by reference into this press release regarding strategy, future operations, future financial position, future revenue, projected expenses, prospects, plans and objectives of management are forward-looking statements. Examples of such statements include, but are not limited to, statements relating to the structure, timing and completion of the proposed Business Combination; Naked's continued listing on the NASDAQ Capital Market until closing of the proposed Business Combination; the combined company's listing on the NASDAQ Capital Market after closing of the proposed Business Combination; when Naked expects to seek shareholder approval of the Business Combination; expectations regarding the capitalization, resources and ownership structure of the combined company; the adequacy of the combined company's capital to support its future operations; Naked's, Bendon's and combined company's plans, objectives, expectations and intentions; the nature, strategy and focus of the combined company; anticipated growth rates; potential future acquisitions; the executive and board structure of the combined company; and expectations regarding voting by Naked's stockholders. Naked and/or Bendon may not actually achieve the plans, carry out the intentions or meet the expectations disclosed in the forward-looking statements and you should not place undue reliance on these forward-looking statements. Such statements are based on management's current expectations and involve risks and uncertainties. Actual results and performance could differ materially from those projected in the forward-looking statements as a result of many factors, including, without limitation, risks and uncertainties associated with stockholder approval of and the ability to consummate the proposed Business Combination through the process being conducted by Naked and Bendon, the ability of Naked to enter into a definitive agreement regarding the Business Combination and to consummate such transaction, the ability to project future cash utilization and reserves needed for contingent future liabilities and business operations, the availability of sufficient resources of the combined company to meet its business objectives and operational requirements, the ability to realize the expected synergies or savings from the proposed Business Combination in the amounts or in the timeframe anticipated, the risk that competing offers or acquisition proposals will be made, the ability to integrate Naked's and Bendon's businesses in a timely and cost-efficient manner, the inherent uncertainty associated with financial projections, and the potential impact of the announcement or closing of the proposed Business Combination on customer, supplier, employee and other relationships. Naked disclaims any intent or obligation to update these forward-looking statements to reflect events or circumstances that

exist after the date on which they were made.

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