

March 28, 2019



Naked Brand Group Limited Signs Definitive Agreement for \$3.9 Million Private Placement and Completes Debt Restructuring with Key Manufacturing Partners

Key Global Manufacturing Partners Within Naked's Wholly Owned Subsidiary, Bendon Limited Participate to Form Strategic Alliance in Advance of New Growth Plan

SYDNEY, AU / ACCESSWIRE / March 28, 2019 [Naked Brand Group Limited](#) (NASDAQ: **NAKD**) ("Naked" or the "Company"), a global leader in intimate apparel and swimwear, has signed a definitive agreement for a private placement of restricted common stock and warrants for aggregate gross proceeds of approximately \$3.9 million with accredited investors led by Los Angeles-based family office Acuitas Capital and including Naked CEO, Justin Davis-Rice. In conjunction with the private placement, Naked completed a \$5.35 million debt restructuring in exchange for common stock at \$0.40 per share with key global manufacturing and strategic partners within the company's wholly owned brand, Bendon Limited.

The ordinary shares were sold at a per share price of \$0.255 pursuant to a subscription agreement with each investor. Investors who participated in the private placement also received a warrant to purchase 100% of the number of ordinary shares for which it subscribed. Naked intends to use the proceeds from the private placement for working capital, general corporate purposes and the company's new strategic alliance with Bendon Limited's key global manufacturing partners.

"This new strategic alliance with Bendon Limited's key global manufacturing partners reflects the stability of our 15-year relationship and the confidence they see in our current business model," said Justin Davis-Rice, Chief Executive Officer of Naked Brand Group Limited. "Our balance sheet now has an infusion of capital which will allow us to execute on our growth strategy and positions Naked with a clear line of sight to a resumption of revenue growth in 2019. I participated in this financing to demonstrate my confidence in the company and look forward to providing further updates on our new strategic direction in the weeks to come," concluded Davis-Rice.

About the Transaction

The private placement financing includes transactions with multiple parties on varying terms,

at per share purchase prices ranging from \$0.255 to \$0.40. In the aggregate, we expect to issue to the investors ordinary shares (or pre-funded warrants in lieu thereof) and warrants to purchase ordinary shares. We advise all shareholders to review the full details of transaction in the report on Form 6-K to be filed with the SEC. or the investor relations section of the Company's website [here](#).

About Naked Brand Group Limited:

Naked Brand Group Limited (NASDAQ: NAKD) is a leading intimate apparel and swimwear company with a diverse portfolio of brands. The company designs, manufactures and markets a portfolio of 11 company-owned and licensed brands, catering to a broad cross-section of consumers and market segments. Brands include Naked, Bendon, Bendon Man, Davenport, Fayreform, Hickory, Lovable, Pleasure State, Heidi Klum Intimates, Heidi Klum Man, Heidi Klum Swim. Naked Brand Group Limited products are available in 44 countries worldwide through 6,000 retail doors, a growing network of E-commerce sites and 61 company-owned Bendon retail and outlet stores in Australia and New Zealand. Brands are distributed through premier department stores, specialty stores, independent boutiques and third-party e-commerce sites globally, including Macy's, Nordstrom, Saks Fifth Avenue, Harrods, Selfridges, Amazon and ASOS among others. For more information please visit www.nakedbrands.com.

Forward-Looking Statements:

This communication contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts. Such statements may be, but need not be, identified by words such as "may," "believe," "anticipate," "could," "should," "intend," "plan," "will," "aim(s)," "can," "would," "expect(s)," "estimate(s)," "project(s)," "forecast(s)", "positioned," "approximately," "potential," "goal," "pro forma," "strategy," "outlook" and similar expressions. Examples of forward-looking statements include, among other things, statements regarding future financial performance, future growth in our business, trends in our industry, product innovation and operational expansion. All such forward-looking statements are based on management's current beliefs, expectations and assumptions, and are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed or implied in this communication. Among the key factors that could cause actual results to differ materially from those expressed or implied in the forward-looking statements are the following: our ability to integrate the operations of Bendon Limited and Naked Brand Group Inc.; the risk that the projected value creation and efficiencies from the transaction with Bendon Limited and Naked Brand Group Inc. will not be realized; difficulties in maintaining customer, supplier, employee, operational and strategic relationships; the possibility that a robust market for our shares may not develop; our ability to raise additional financing; our ability to anticipate consumer preferences; and the other risks and uncertainties set forth under "Risk Factors" in our Annual Report on Form 20-F for the fiscal year ended January 31, 2018, as amended. Further, investors should keep in mind that our revenue and profits can fluctuate materially depending on many factors. Accordingly, our revenue and profits in any particular fiscal period may not be indicative of future results. We are under no obligation to, and expressly disclaim any obligation to, update or alter our forward-looking statements, whether as a result of new information, future events, changes in assumptions or otherwise, except

as required by law.

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