

Debenhams plc

General Meeting of Debenhams plc to be held at 11:00 a.m. on Tuesday 23 June 2009 at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London EC4Y 1HS.

DEBENHAMS

Location

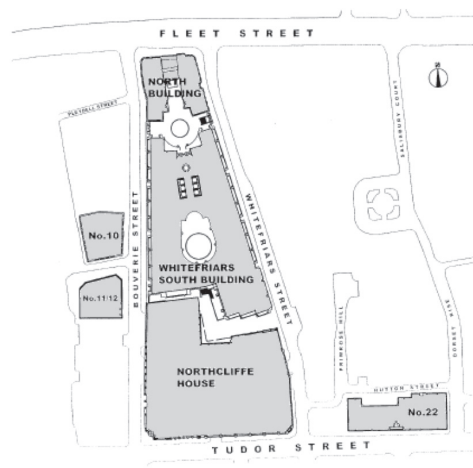
The map shows the location of the offices of Freshfields Bruckhaus Deringer LLP where the General Meeting of Debenhams plc will be held.

How to get there

Freshfields Bruckhaus Deringer LLP is located on Fleet Street, on the corner of Whitefriars Street.

Nearest Station

Temple tube station or City Thameslink mainline station.



Please detach and post this section

Form of Proxy Debenhams plc

General Meeting of Debenhams plc (the "Company") to be held at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London EC4Y 1HS at 11:00 a.m. on Tuesday 23 June 2009.

Shareholder Reference Number:

I/We

Ordinary resolutions

- | | For | Against | Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 1 To increase the authorised share capital of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To authorise the Directors of the Company to allot shares in connection with the Capital Raising. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special resolutions

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 3 To disapply statutory pre-emption rights. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To approve the terms and implementation of the Capital Raising. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

HEREBY APPOINT the Chairman of the Meeting/

In respect of my shares; OR in respect of shares to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the General Meeting of the Company to be held at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London EC4Y 1HS at 11:00 a.m. on Tuesday 23 June 2009 and at any adjournment thereof. I appoint my/our proxy to attend, speak and vote in the manner indicated above.

Please indicate here with an 'X' if this proxy form is one of multiple instructions being given (please refer to Note 2 overleaf).

Signature(s)

Date

Attendance at General Meeting

If you attend the meeting, bring this card with you to show as evidence of your right to be admitted.

Notes

1 Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to exercise all or any of his/her/its rights to attend and to speak and vote on his/her/its behalf.

2 You can appoint the Chairman of the meeting or anyone else to be your proxy at the General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.

- To appoint more than one proxy, you should photocopy the proxy form. Please indicate in the box underneath the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the proxy form if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned to Equiniti.

- If you appoint multiple proxies and wish to give them separate instructions to vote or abstain from voting, please indicate with an 'X' in the boxes provided on each proxy form how you wish each proxy to vote or abstain from voting.

- To appoint the Chairman as your sole proxy in respect of all of your shares, fill in any voting instructions and sign and date the Proxy Form, but leave all other proxy appointment details blank.

- To appoint a single proxy in respect of all your shares other than the Chairman, fill in any voting instructions, cross out only the words 'the Chairman of the Meeting' and insert the name of your proxy (who need not be a member of the Company). Then complete the rest of the Proxy Form.

3 If the Proxy Form is signed by someone else on your behalf, their authority to sign must be returned with the Proxy Form. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation. In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

4 To be entitled to vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at 6:00 p.m. on 21 June 2009 or, if the meeting is adjourned, you must be entered on the register 48 hours prior to the time of any adjourned meeting.

5 Full details of the resolutions to be proposed at the General Meeting, with explanatory notes, are set out in the enclosed Notice of General Meeting.

6 Please indicate with an 'X' in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the meeting.

7 The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.

8 Any alterations to this Proxy Form should be initialled by the person who signs it.

9 If you complete and return the Form of Proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.

10 To be valid the Form of Proxy must reach the Company's Registrar, Equiniti, by no later than 11:00 a.m. on 21 June 2009.

11 If you prefer to return the Form of Proxy in an envelope, then please do so using the following address: Equiniti, FREEPOST SEA 10855, Aspect House, Spencer Road, Lancing, BN99 6ZX. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland.

12 The CREST electronic proxy appointment service is available for this meeting. To use this service, CREST members should transmit a CREST proxy instruction using the procedures described in the CREST manual, so as to reach the Company's Registrar, Equiniti, CREST participant ID RA19 by no later than 11:00 a.m. on 21 June 2009.

RESPONSE SERVICE
SEA 10855



Equiniti
Aspect House
Spencer Road
Lancing
BN99 6ZX