

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 26, 2017

**Naked Brand Group Inc.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>001-37662</u>	<u>99-0369814</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**10<sup>th</sup> Floor – 95 Madison Avenue, New York, NY 10016**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **212.851.8050**

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On July 26, 2017, Naked Brand Group Inc. (“Naked”) entered into Amendment No. 1 (the “Amendment”) to Agreement and Plan of Reorganization, dated May 25, 2017 (the “Merger Agreement”), by and among Bendon Limited, a New Zealand limited company (“Bendon”), Bendon Group Holdings Limited, an Australia limited company (“Holdco”), Naked Merger Sub Inc., a Nevada corporation and a wholly owned subsidiary of Holdco, and, solely for the purposes of Sections 2.28 and 5.18(b) of the Merger Agreement, Bendon Investments Ltd., a New Zealand company and the owner of a majority of the outstanding shares of Bendon.

The Amendment provides that, among other things, the date on which Holdco shall file the registration statement on Form F-4 (the “Registration Statement”) in connection with the transactions has been extended to August 25, 2017, and Bendon has agreed to pay certain public company operating expenses of Naked not to exceed \$130,000 per month for the months of September and October 2017.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment attached hereto as Exhibit 2.1, which is incorporated by reference herein.

**Item 7.01 Regulation FD.**

On July 27, 2017, Naked and Bendon issued a joint press release announcing, among other things, Bendon’s entering into an agreement to acquire full ownership of FOH Online Corp., the exclusive licensee of the Frederick’s of Hollywood global online license, and the execution of the Amendment (the “Press Release”). A copy of the Press Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K, including the information contained in Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section. The information in Item 7.01 of this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933 or the Exchange Act except as shall be expressly set forth by specific reference in such filing or document.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
2.1	Amendment No. 1 to Agreement and Plan of Reorganization, dated July 26, 2017.
99.1	Press Release, dated July 27, 2017.*

\*Furnished herewith.

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

Naked and Holdco intend to file relevant materials with the SEC, including the Registration Statement to be filed by Holdco that will include a proxy statement of Naked that also constitutes a prospectus of Holdco and a definitive proxy statement/prospectus. The proxy statement/prospectus will be mailed to stockholders of Naked as of a record date to be established for voting on the proposed Merger. Such documents are not currently available. Before making any voting or investment decision with respect to the Merger, investors and security holders are urged to read the proxy statement/prospectus and other relevant materials that will be filed with the SEC carefully and in their entirety when they become available because they will contain important information about Naked, Bendon and Holdco and the proposed Merger. Investors and security holders will be able to obtain free copies of the proxy statement/prospectus and other relevant materials containing important information about Naked, Bendon and Holdco once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Naked or Holdco when and if available, can be obtained free of charge on Naked's website under the Investor Relations section at <http://www.nakedbrands.com> or by directing a written request to Naked Brand Group Inc., 10th Floor – 95 Madison Avenue, New York, NY 10016, Attention: Investor Relations; and/or on Bendon's website at [www.bendongroup.com](http://www.bendongroup.com) or by directing a written request to Bendon Limited, 8 Airpark Drive, Airport Oaks, Auckland 2022, New Zealand or by emailing [lucy.martyn@bendon.com](mailto:lucy.martyn@bendon.com).

### **Participants in the Solicitation**

This is not a solicitation of a proxy from any investor or security holder. Naked and its directors and executive officers, under SEC rules, may be deemed to be participants in the solicitation of proxies of Naked's stockholders in connection with the proposed Merger. Investors and security holders may obtain more detailed information regarding the names and interests in the proposed Merger of Naked's directors and officers in Naked's filings with the SEC. 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, 2017. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies to Naked's shareholders in connection with the proposed Merger will be set forth in the proxy statement/prospectus for the proposed Merger when available. This document will be available free of charge at the SEC's web site ([www.sec.gov](http://www.sec.gov)) and from Naked's Investor Relations department at the address described above.

### **No Offer or Solicitation**

This Current Report on Form 8-K shall neither constitute 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 the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

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## Forward-Looking Statements

Certain statements either contained in or incorporated by reference into this Current Report on Form 8-K, other than purely historical information, including estimates, projections and statements relating to Naked's or Bendon'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 communication regarding strategy, future operations, future transactions, 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: express or implied regarding future financial performance, the effects of Naked's and Bendon's business models, the effects of the of the proposed business combination, the transactions contemplated thereby or any other actions to be taken in connection therewith; Naked's continued listing on the NASDAQ Capital Market until closing of the proposed business combination; Holdco's anticipated listing on the NASDAQ Capital Market or the NYSE in connection with the closing of the proposed business combination; expectations regarding the capitalization, resources and ownership structure of Holdco; the adequacy of Holdco's capital to support its future operations; Naked's and Bendon's plans, objectives, expectations and intentions; the nature, strategy and focus of the combined company; Bendon's acquisition of the Frederick's of Hollywood licenses and potential benefits of the Frederick's of Hollywood global online licenses; the timing of the filing of the proxy statement/prospectus and completion of the proposed business combination; the executive and board structure of Holdco; and expectations regarding voting by Naked's stockholders. Naked, Bendon and/or Holdco 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, Holdco and Bendon, the ability of Naked, Holdco and Bendon to consummate the transaction contemplated by the Merger Agreement, the risk that one or more of the conditions to closing contained in the Merger Agreement may not be satisfied, including, without limitation, the effectiveness of the registration statement to be filed with the SEC or the listing of Holdco's ordinary shares on the NASDAQ Capital Market or the NYSE, the lack of a public market for ordinary shares of Holdco and the possibility that a market for such shares may not develop, 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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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NAKED BRAND GROUP INC.**

By: /s/ Carole Hochman  
Carole Hochman  
Chief Executive Officer

Date: July 27, 2017

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
2.1	Amendment No. 1 to Agreement and Plan of Reorganization, dated July 26, 2017.
99.1	Press Release, dated July 27, 2017.*

\* Furnished herewith.

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AMENDMENT NO. 1 TO  
AGREEMENT AND PLAN OF REORGANIZATION

This AMENDMENT NO. 1 to the AGREEMENT AND PLAN OF REORGANIZATION is entered into as of July 26, 2017 by and among Naked Brand Group Inc. (“Naked”), Bendon Limited (“Bendon”), Bendon Group Holdings Limited (“Holdco”), Naked Merger Sub Inc. (“Merger Sub”) and Bendon Investments Limited (“Principal Shareholder”). Capitalized terms not otherwise defined herein shall have the meaning given to such terms in the Merger Agreement (as defined below).

WHEREAS, the parties entered into that certain Agreement and Plan of Reorganization dated as of May 25, 2017 (the “Merger Agreement”) providing for the Merger; and

WHEREAS, in accordance with Section 9.10 of the Merger Agreement, the parties wish to amend certain terms and provisions of the Merger Agreement.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The first sentence of Section 5.1(a) of the Merger Agreement is hereby amended in its entirety to read as follows:

“Holdco shall use its best efforts to prepare and file with the Securities and Exchange Commission (“SEC”) under the Securities Act, and with all other applicable regulatory bodies, on or before August 25, 2017, a registration statement on Form F-4 with respect to the Holdco Ordinary Shares into which the outstanding shares of Naked Common Stock will be converted in connection with the Merger (including any amendments or supplements thereto, the “Registration Statement”), which Registration Statement shall include proxy materials to be used for the purpose of soliciting proxies from holders of Naked Common Stock to vote, at a meeting of holders of Naked Common Stock to be called and held for such purpose (the “Special Meeting”), in favor of the adoption of this Agreement and the approval of the Merger and the other transactions contemplated hereby (the “Naked Stockholder Approval”).”

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2. Section 7.3(a) of the Merger Agreement is hereby amended in its entirety to read as follows:

“All fees and expenses incurred in connection with this Agreement and the other Transaction Documents and the transactions contemplated hereby and thereby shall be paid by the party incurring such expenses whether or not the Merger, the Reorganization and the other transactions contemplated hereby are consummated; provided however that Bendon shall pay Naked’s public company operating expenses for the months of September 2017 and October 2017, within five (5) business days of submission by Naked to Bendon of invoices evidencing such monthly expenses, in amounts not to exceed \$130,000 per month, in accordance with the Budget regardless of whether or not the Merger is consummated so long as this Agreement is not terminated by Bendon pursuant to Section 7.1(c). Notwithstanding anything to the contrary herein, including Section 7.1(d)(i), in the event that HoldCo, Bendon or Merger Sub breaches this Section 7.3(a), and such breach remains uncured for a period of ten (10) days after delivery of written notice from Naked to Holdco, Bendon or Merger Sub of such breach, then Naked may terminate this Agreement.”

3. The reference to October 30, 2017 in Section 7.3(b)(i)(B) is hereby amended to be December 31, 2017.

4. Except as specifically provided in this Amendment No. 1, no provision of the Merger Agreement is modified, changed, waived, discharged or otherwise terminated and the Merger Agreement shall continue to be in full force and effect. This Amendment No. 1, together with the Merger Agreement, constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes all other prior agreements and understandings, both written and oral, between the parties with respect to the subject matter hereof. This Amendment No. 1 may be executed and delivered (including by facsimile) in several counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute one agreement.

*[Remainder of Page Left Blank Intentionally]*



IN WITNESS WHEREOF, this Amendment No. 1 has been duly executed and delivered by the duly authorized officers of the parties as of the date first written above.

NAKED BRAND GROUP INC.

By: /s/ Carole Hochman  
Name: Carole Hochman  
Title: Chief Executive Officer

BENDON LIMITED

By: /s/ Justin Davis-Rice  
Name: Justin Davis-Rice  
Title: Chairman

BENDON GROUP HOLDINGS LIMITED

By: /s/ Justin Davis-Rice  
Name: Justin Davis-Rice  
Title: Director

NAKED MERGER SUB INC.

By: /s/ Justin Davis-Rice  
Name: Justin Davis-Rice  
Title: Chief Executive Officer

BENDON INVESTMENTS LIMITED

By: /s/ Justin Davis-Rice  
Name: Justin Davis-Rice  
Title: Director

**Naked Brand Group and Bendon Limited Announce that Bendon has Entered into Agreement to Acquire Full Ownership of Frederick's of Hollywood License**

- *To Accommodate Transaction, Naked and Bendon Amend Merger Agreement to Extend F-4 Registration Statement Filing Deadline and Anticipated Date for Completion of the Merger*

NEW YORK - July 27, 2017 - Naked Brand Group Inc. (NASDAQ:NAKD) ("Naked"), an innovative fashion and lifestyle brand, and Bendon Limited ("Bendon"), a global leader in intimate apparel and swimwear and Naked's merger partner, announced today that Bendon has entered into an agreement to acquire full ownership of FOH Online Corp. ("FOH"), the exclusive licensee of the Frederick's of Hollywood global online license. FOH was initially founded by and provided with funding from an affiliate of Bendon. Bendon has a Master Services Agreement with FOH, through which it helps manage the online brand in exchange for a management fee.

Naked, Bendon and Bendon Group Holdings Limited ("Holdco") recently entered into an Agreement and Plan of Reorganization (the "Merger Agreement"), under which both of Naked and Bendon will become wholly owned subsidiaries of Holdco, a newly formed Australian holding company.

As a result of the agreement between Bendon and FOH, Bendon will acquire all of the outstanding common stock of FOH in exchange for the forgiveness of debt owed by FOH to Bendon. As a result, Bendon will control FOH's existing license to develop and sell online intimates products, sleepwear and loungewear products, swimwear and swimwear accessories and costumes products under the Fredrick's of Hollywood name. As part of the transaction, Holdco will issue to FOH shares, which would have otherwise been issued to Bendon at the time of the merger. A substantial portion of these shares will be transferred to the affiliate of Bendon which initially funded FOH. The issuance of the Holdco shares is expected to have a minimal impact on the aggregate percentage of shares that Naked stockholders will hold in Holdco immediately following the closing of the business combination, while providing the shareholders with the benefit of being the Licensee of the "Frederick's of Hollywood" License.

FOH sales for the trailing twelve months ended June 30, 2017, were approximately \$18 million of direct to consumer e-commerce sales. FOH's license has an initial term running through December 2020, with FOH having the right to renew the license 10 times for five year periods each.

Justin Davis-Rice, Executive Chairman of Bendon and Director of Naked, commented, "Frederick's of Hollywood is an iconic lingerie brand with tremendous brand recognition that we believe will be an excellent complement to our portfolio. We believe the acquisition of this high growth e-commerce business provides a strong platform for the next phase of online growth for our business. We look forward to working closely with the Frederick's of Hollywood team to create an exceptional offering for the brand's loyal customers. In addition, we believe that there is great opportunity to leverage our well-established global wholesale and retail distribution channels as we look to further expand the Frederick's of Hollywood brand throughout the United States. Overall, we are excited to bring the Frederick's of Hollywood online business into the Bendon portfolio, and expect that this acquisition will enhance shareholder value for the combined Naked and Bendon business at closing and over the long-term."

To accommodate the preparation of the financial and legal documentation related to the Frederick's of Hollywood transaction, as well as the work required to incorporate information associated with the transaction, Naked and Bendon have entered into an amendment to the Merger Agreement. This will provide additional time to file the proxy statement/prospectus to be included in the registration statement on Form F-4 to be filed by Holdco related to the business combination with the Securities and Exchange Commission ("SEC"). The registration statement on Form F-4 containing the proxy statement/prospectus is now expected to be filed with the SEC on or before August 25, 2017, and the business combination is anticipated to be completed in the fourth quarter of 2017.

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### **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. Currently featuring an innovative and luxurious collection of innerwear products, the Company plans to expand into additional apparel and product categories that exemplify the mission of the brand, such as activewear, swimwear, sportswear and more. Naked's women's and men's collections are available at [www.wearnaked.com](http://www.wearnaked.com), as well as through some of the leading online retailers and department stores in North America, including Bloomingdale's, Dillard's, Soma, Saks Fifth Avenue, Amazon.com, and BareNecessities.com, among others. Renowned designer and sleepwear pioneer and Chief Executive Officer, Carole Hochman, leads Naked from its headquarters in New York City. <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 43 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. Bendon 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/>

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### **Participants in the Solicitation**

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## **No Offer or Solicitation**

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## **Forward-Looking Statements**

Certain statements either contained in or incorporated by reference into this communication, other than purely historical information, including estimates, projections and statements relating to Naked's or Bendon'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 communication regarding strategy, future operations, future transactions, 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: express or implied regarding future financial performance, the effects of Naked's and Bendon's business models, the effects of the proposed business combination, the transactions contemplated thereby or any other actions to be taken in connection therewith; Naked's continued listing on the NASDAQ Capital Market until closing of the proposed business combination; Holdco's anticipated listing on the NASDAQ Capital Market or the NYSE in connection with the closing of the proposed business combination; expectations regarding the capitalization, resources and ownership structure of Holdco; the adequacy of Holdco's capital to support its future operations; Naked's and Bendon's plans, objectives, expectations and intentions; the nature, strategy and focus of the combined company; Bendon's acquisition of the FOH licenses and potential benefits of the Frederick's of Hollywood global online licenses; the timing of the filing of the proxy statement/prospectus and completion of the proposed business combination; the executive and board structure of Holdco; and expectations regarding voting by Naked's stockholders. Naked, Bendon and/or Holdco 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, Holdco and Bendon, the ability of Naked, Holdco and Bendon to consummate the transaction contemplated by the Merger Agreement, the risk that one or more of the conditions to closing contained in the Merger Agreement may not be satisfied, including, without limitation, the effectiveness of the registration statement to be filed with the SEC or the listing of Holdco's ordinary shares on the NASDAQ Capital Market or the NYSE, the lack of a public market for ordinary shares of Holdco and the possibility that a market for such shares may not develop, 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.

### **Investors:**

ICR  
Jean Fontana/Megan Crudele, 646-277-1200  
[jean.fontana@icrinc.com](mailto:jean.fontana@icrinc.com)

or

### **Media:**

ICR  
Alecia Pulman/Brittany Fraser, 203-682-8200  
[NakedBrandsPR@icrinc.com](mailto:NakedBrandsPR@icrinc.com)

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