

No 3847921

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

TUESDAY



A04 10/09/2013 #225
"A2GN1YF6"
COMPANIES HOUSE

**Resolution of
Dixons Retail plc ("the Company")**

At an annual general meeting of the Company duly convened and held at the Holiday Inn London – Bloomsbury, Coram Street, London, WC1N 1HT on 5 September 2013 the following Ordinary and Special Resolutions were passed

Ordinary Resolutions

That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the 2006 Act, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares up to a nominal amount of 30,290,138, provided that this authority shall expire on the conclusion of the next AGM of the Company in 2014 or on 1 November 2014, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares and grant rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

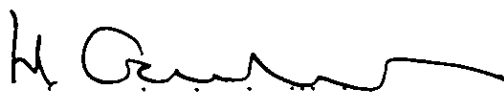
Special Resolutions

That, subject to the passing of Resolution 15 above, the directors be and they are hereby empowered pursuant to Section 570 and Section 573 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) wholly for cash either pursuant to the authority conferred by the resolution numbered 15 set out in the notice of this meeting or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, in each case as if Section 561(1) of the 2006 Act did not apply to any such allotment provided that this authority shall be limited to the allotment of equity securities

(a) in connection with a pre-emptive offer, and

(b) otherwise than in connection with a pre-emptive offer to any person or persons up to the aggregate nominal amount of £4,543,521, and such power shall expire upon the end of the next Annual General Meeting or on 1 November 2014, save that the Company may before such expiry make 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 power conferred hereby had not expired

That a general meeting other than an AGM may be called on not less than 14 clear days' notice


Company Secretary