

**Dunelm Group plc**  
**Company number 4708277**

At the Annual General Meeting of the Company held on 12 November 2013, the following resolutions were passed

**Resolution 1**

That the Company's annual accounts for the financial year ended 29 June 2013 together with the Directors' Report and the Auditors' Report on those accounts be received and adopted

**Resolution 2**

To declare a final dividend on the ordinary shares of 1p each in the capital of the Company ("Ordinary Shares") of 11 5 p per share in respect of the year ended 29 June 2013

**Resolution 3**

That Geoff Cooper, who is retiring as a Director of the Company, and being eligible, is offering himself for re-election, be reappointed as a Non-Executive Director of the Company

**Resolution 4**

That Will Adderley, who is retiring as a Director of the Company, and being eligible, is offering himself for re-election, be reappointed as an Executive Director of the Company

**Resolution 5**

That Nick Wharton, who is retiring as a Director of the Company, and being eligible, is offering himself for re-election, be reappointed as an Executive Director of the Company

**Resolution 6**

That David Stead, who is retiring as a Director of the Company, and being eligible, is offering himself for re-election, be reappointed as an Executive Director of the Company

**Resolution 7**

That Marion Sears, who is retiring as a Director of the Company, and being eligible, is offering herself for re-election, be reappointed as a Non- Executive Director of the Company

**Resolution 8**

That Simon Emeny, who is retiring as a Director of the Company, and being eligible, is offering himself for re-election, be reappointed as a Non- Executive Director of the Company



**Resolution 9**

That Matt Davies, who is retiring as a Director of the Company, and, being eligible, is offering himself for re-election, be appointed as a Non-Executive Director of the Company

**Resolution 10**

That Liz Doherty, who is retiring as a Director of the Company, and being eligible, is offering herself for re-election, be appointed as a Non- Executive Director of the Company

**Resolution 11**

That the Directors' Remuneration Report for the year ended 29 June 2013 be approved

**Resolution 12**

That KPMG LLP be appointed as auditors to the Company

**Resolution 13**

That, subject to the passing of Resolution 12, the Directors be authorised to determine the auditors' remuneration

**Resolution 14**

That in accordance with section 551 of the Companies Act 2006, the Directors be authorised to allot Ordinary Shares in the Company or grant rights to subscribe for Ordinary Shares or to convert any securities into Ordinary Shares in the Company up to a maximum nominal amount of £676,113 to such persons and on such terms as the Directors may determine provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier on 31 December 2014 unless previously renewed, varied or revoked although the Directors may exercise this authority after this date in respect of an offer or agreement made while this authority was in force

**Resolution 15**

That subject to the passing of resolution 14 above, and in accordance with section 570 of the Companies Act 2006, the Directors be given power to allot equity securities for cash or by way of a sale of treasury shares pursuant to the previous resolution as if section 561(1) of the Companies Act 2006 does not apply to the allotment provided that

- (a) the powers under this resolution shall be limited to the allotment of equity securities
  - (i) where securities have been offered to holders of Ordinary Shares in proportion (as nearly as may be) to their existing holdings of Ordinary Shares subject to any exclusions or other arrangements that the Directors consider necessary or expedient to deal with fractional entitlements and legal or practical problems under the law of, or the requirements of any recognised regulatory body or stock exchange in any territory, and
  - (ii) otherwise than pursuant to paragraph (a)(i) above, having a nominal amount not exceeding in aggregate £101,417,
- (b) this authority shall expire at the conclusion of the next annual general meeting of the

Company after the passing of this resolution or, if earlier, on 31 December 2014 although the Directors may exercise this authority after this date in respect of an offer or agreement made while this authority was in force, and

- (c) all previous unutilised authorities under section 570 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 570(4) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require equity securities to be allotted on or after that date)

#### **Resolution 16**

THAT conditional on resolution 17 below, the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693 of the Companies Act 2006) of Ordinary Shares provided that

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 5,000,000 (being approximately 2.5 per cent of the issued ordinary share capital at 2 October 2013 being the latest practicable date prior to the date of this notice of Annual General Meeting,
- (b) the maximum price (not including expenses) which may be paid for each Ordinary Share is an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the purchase is made, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out (being the price stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulation 2003), and
- (c) the minimum price (not including expenses) which may be paid for each Ordinary Share is 1p per share

This authority shall, unless previously varied, revoked or renewed, expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 31 December 2014, except in relation to a purchase of Ordinary Shares the contract for which was concluded before such time and which will or may be executed wholly or partly after such time

#### **Resolution 17**

THAT approval is granted for the waiver by the Panel on Takeovers and Mergers of any obligation that could arise, pursuant to Rule 9 of the City Code on Takeovers and Mergers, for W L Adderley to make a general offer for all the ordinary issued share capital of the Company, following any increase in the percentage of shares of the Company carrying voting rights in which W L Adderley is interested resulting from the exercise by the Company of the authority to purchase its own Ordinary Shares granted to the Company pursuant to resolution 16 above provided that such approval shall expire at the conclusion of the next annual general meeting of the Company or on 31 December 2014, whichever is earlier

#### **Resolution 18**

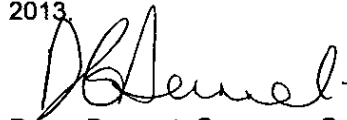
That the rules of the Dunelm Group plc 2013 Executive Share Option Plan in the form produced to the meeting and initialed by the Chairman for the purposes of identification, the principal terms of which are summarized in Part 4 of the Notice of Annual General Meeting be approved, and the Directors of the Company be authorised to adopt the plan and do all acts and things which they

may, in their absolute discretion, consider necessary or expedient to give effect to it

**Resolution 19**

That a general meeting of the Company other than the annual general meeting may be called on not less than 14 clear days' notice

Certified a true copy of the resolutions passed at the Annual General Meeting on 12 November 2013.

A handwritten signature in black ink, appearing to read 'D. Durrant', written over the printed name.

**Dawn Durrant, Company Secretary**