

Company No. 07105905

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

**Special Resolutions of
Dixons Carphone plc (the 'Company')**

THURSDAY



At the Annual General Meeting of the Company duly convened and held at the Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London, W11 4UL on 6 September 2018 at 11:00am the following resolutions were passed:

Ordinary Resolution referred to in 3.1 below

- 2.15** That, subject to and in accordance with Article 7 of the Articles of Association of the Company, the directors are generally and unconditionally authorised, pursuant to, and in accordance with, section 551 of the Act to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £386,010, such authority to expire at the close of business on 28 October 2019 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019, but in each case so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired and the directors may allot shares and grant rights under any such offer or agreement as if the authority had not expired. All authorities vested in the directors on the date of the notice of this meeting to allot shares or grant rights that remain unexercised at the commencement of this meeting are revoked.

Special Resolutions

- 3.1** That, subject to the passing of Resolution 15 above and in place of the existing power given to the directors pursuant to the special resolution of the Company passed on 7 September 2017 to the extent unexercised, the directors are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 15 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, such power to be limited to:
- (a) the allotment of equity securities in connection with a pre-emptive offer or rights issue that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares, subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, any legal or practical problems, the requirements of any regulatory body or any other matter; and

- (b) the allotment of equity securities (otherwise than pursuant to paragraph (a) above) up to a maximum aggregate nominal value of £57,902,

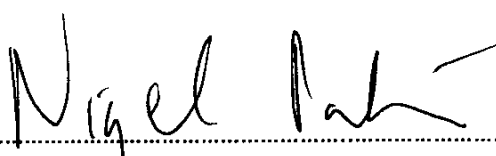
and to expire (unless previously renewed, varied or revoked by the Company in general meeting) on the revocation or expiry of the authority conferred on the directors by Resolution 15 in the notice of this meeting, save that in each case prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires, and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

3.2 That, pursuant to Article 15 of the Articles of Association of the Company and section 701 of the Act, the Company is unconditionally and generally authorised for the purposes of section 693 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares provided that:

- (a) the maximum aggregate number of shares hereby authorised to be purchased is 115,803,123;
- (b) the minimum price (exclusive of expenses) which may be paid for each such share is its nominal value;
- (c) the maximum price (exclusive of expenses) is that stipulated by the Listing Rules from time to time in force published by the Financial Conduct Authority;
- (d) this authority shall expire at the close of business on 28 October 2019 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019; and
- (e) the Company may make a contract or contracts to purchase ordinary shares prior to the expiry of the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the authority had not expired.

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

Certified to be a true extract from the Minutes of the Annual General Meeting held on the date aforesaid.


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Nigel Paterson
Company Secretary & General Counsel