

Dixons Carphone Holdings Limited
(the "Company")

**STATEMENT OF CONFIRMATION BY DIRECTORS PURSUANT TO SECTION 644(5)
COMPANIES ACT 2006 (THE "ACT")**

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement dated 14 January 2021 made by us pursuant to sections 641 to 644 of the Act was:

- (a) made not more than 15 days before the date on which the special resolution relating to the reduction of share capital was passed as a written resolution; and
- (b) sent or submitted to every eligible member at or before the time at which the special resolution was sent to that member in accordance with section 642(2) of the Act.

This statement is made on 14 January 2021.

This statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one statement.

K. Jamieson

Signed:
Katrina Jamieson

Date: 14 January 2021

Khurram Uqaili

Signed:
Khurram Uqaili

Date: 14 January 2021



A9WF06LD

A02

18/01/2021

COMPANIES HOUSE

#5