

Company Number 07866062

DIXONS CARPHONE HOLDINGS LIMITED
(the "Company")

Private Company Limited by Shares

WRITTEN RESOLUTION

The directors of the Company propose that the following resolution (the "**Resolution**") be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as a special resolution.

SPECIAL RESOLUTION

THAT the share premium account of the Company be and is hereby reduced in accordance with the Companies Act 2006 from £2,005,021,640.71 to nil by cancelling £2,005,021,640.71 of the share premium account and to be credited to a reserve.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, the person entitled to vote on the Resolution on 14 January 2021, hereby irrevocably agrees to the Resolution and confirm that we have received a copy of the Solvency Statement at or before the time we received the copy of the Resolution as required by 642(2) of the Companies Act 2006.

Nigel Paterson

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on behalf of **Dixons Carphone plc**
Nigel Paterson, Company Secretary

Date: 14 January 2021

