

Company No. 07105905

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

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

WEDNESDAY



A20 *A8DR90DF* 11/09/2019 #157
COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held on 5 September 2019 at 11:00am at the Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London, W11 4UL the following resolutions were passed by the requisite majority of the members of the Company:

Ordinary Resolution

Resolution 18 - Authority to allot shares

That 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 and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £386,737. This authority shall expire at the earlier of close of business on 27 October 2020 and the conclusion of the annual general meeting of the

Company to be held in 2020 except 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 or 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 this Notice of AGM to allot shares or grant rights that remain unexercised at the commencement of this AGM are revoked.

Special Resolutions

Resolution 19 - Disapplication of pre-emption rights

That, subject to the passing of Resolution 18 in this Notice of AGM, and in place of the existing power given to the directors pursuant to the special resolution of the Company passed on 6 September 2018 to the extent unexercised, the directors are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 18 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 or sale of treasury shares for cash 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, treasury shares any legal or practical problems, the requirements of any regulatory body or any other matter; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to a maximum aggregate nominal value of £58,011,

and this power 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 18 in this Notice of AGM, 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.

Resolution 20 - Authority to purchase own shares

That, pursuant to 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 its ordinary shares provided that:

- (a) the maximum aggregate number of shares hereby authorised to be purchased is 116,021,022;
- (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) that may be paid for each such share is the higher of (a) an amount equal to 5% over the average closing price for an ordinary share, based on the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the Company agrees to buy the shares; and (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) this authority shall expire at the close of business on 27 October 2020 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2020; and
- (e) the Company may enter into a contract or contracts to purchase ordinary shares prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such contract or contracts as if this authority had not expired.

Resolution 21 - Notice of general meetings

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



Nigel Paterson
General Counsel and Company Secretary