

Dunelm Group plc
(the 'Company')

Company number 4708277

Resolutions of Annual General Meeting

30 November 2022

At the Annual General Meeting of the Company held on 30 November 2022, the following resolutions were passed as Special Business:

Special business

27. 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 £671,339 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 2023 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.

28. That subject to the passing of resolution 27 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 resolution 27 above 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 £100,701;
- (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 2023 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).

29. That subject to the passing of resolution 27 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 resolution 27 above 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:
 - (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £100,701; and
 - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;

- (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 2023 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) save for any authority granted pursuant to resolution 28 above, 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).

30 That 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 the Latest Practicable Date;
- (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 1 penny.

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 2023, 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.

31 That approval is granted for the waiver by the Panel on Takeovers and Mergers of any obligation that would otherwise arise, pursuant to Rule 9 of the City Code on Takeovers and Mergers, on the members of the Concert Party, both individually and collectively, 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 any member of the Concert Party 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 30 above, provided that such approval shall expire at the conclusion of the next annual general meeting of the Company or on 31 December 2023, whichever is earlier.

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

33 That the New Articles produced to the meeting and for the purpose of identification initialled by the Chairman of the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Existing Articles.

Dawn Durrant, Company Secretary