

FORM OF PROXY
DUNELM GROUP PLC – ANNUAL GENERAL MEETING 2023



Voting ID

Task ID

Shareholder Reference Number

NOTICE OF AVAILABILITY

Important; please read carefully.
You can now access the FY23 Annual Report and Accounts and Notice of Annual General Meeting 2023 ('Notice of AGM') at <https://corporate.dunelm.com/investors/>.

You can submit your proxy online at www.sharevote.co.uk using the details on the Form of Proxy below.

being member(s) of the above-named Company, hereby appoint

..... or failing him the Chair of the meeting as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Stoke 2 Distribution Centre, White Rock Road, Prologis Park, Stoke on Trent, ST4 4FA on 16 November 2023 at 11.30 am and at any adjournment of the meeting.

This proxy is in respect of all of the ordinary shares registered in my/our name unless I/we have indicated a smaller number of shares in the box below:

Please indicate with an 'X' in the box here if this appointment is one of multiple appointments being made.

For the appointment of more than one proxy please refer to note 2.

☐

Please indicate with an 'X' in the space below how you wish your vote to be cast. If the form is returned without any indication as to how the proxy shall vote on any particular matter the proxy will vote as he or she thinks fit or abstain from voting at his or her discretion. On any other business arising at the meeting (including any motion to amend a resolution or to adjourn the meeting) the proxy will act at his or her discretion.

Signature

Date

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote withheld		For	Against	Vote withheld
Ordinary business							
1. To receive and adopt the Directors' Report and the audited accounts for the period ended 1 July 2023 and the report of the auditors	☐	☐	☐	15. To approve the Annual Report on Remuneration for the year ended 1 July 2023	☐	☐	☐
2. To approve the final dividend	☐	☐	☐	16. To re-appoint the auditors	☐	☐	☐
3. To re-elect Sir Will Adderley as a Director	☐	☐	☐	17. To authorise the Directors to determine the remuneration of the auditors	☐	☐	☐
4. To re-elect Nick Wilkinson as a Director	☐	☐	☐	Special business			
5. To re-elect Karen Wits as a Director	☐	☐	☐	18. To authorise the Directors to allot relevant securities.	☐	☐	☐
6. To re-elect Alison Brittain as a Director	☐	☐	☐	19. To authorise the Directors to allot equity securities for cash (5%)	☐	☐	☐
7. To re-elect Marion Sears as a Director	☐	☐	☐	20. To authorise the Directors to allot equity securities for cash (additional 5%)	☐	☐	☐
8. To re-elect Ian Bull as a Director	☐	☐	☐	21. To approve the purchase by the Company of its own Ordinary Shares	☐	☐	☐
9. To re-elect Arja Taaveniku as a Director	☐	☐	☐	22. To approve the Waiver Resolution	☐	☐	☐
10. To re-elect William Reeve as a Director	☐	☐	☐	23. To hold general meetings on 14 clear days' notice	☐	☐	☐
11. To re-elect Peter Ruis as a Director	☐	☐	☐	24. To approve the amendments to the rules of the Dunelm Group 2014 Long Term Incentive Plan	☐	☐	☐
12. To re-elect Vijay Talwar as a Director	☐	☐	☐	25. To approve the amendments to the rules of the Dunelm Group 2014 Sharesave Plan	☐	☐	☐
13. To re-elect Kelly Devine as a Director	☐	☐	☐				
14. Approve the Directors' Remuneration Policy 2023	☐	☐	☐				

Notes

1. Every Shareholder has the right to appoint some other person(s) of their choice, who need not be a Shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on his behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of Ordinary Shares in relation to which they are authorised to act as your proxy in the box overleaf. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of Ordinary Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Ordinary Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
3. The right to appoint a proxy does not apply to persons whose Ordinary Shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered Shareholder who holds Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on the resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' the resolution.
5. In the case of a Shareholder which is a company, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
6. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
7. On receipt of this Form of Proxy duly signed, without any specific direction as to how you wish your votes to be cast, or with 'discretionary' selected you will be deemed to have authorised your proxy to vote, or abstain from voting, as they think fit.
8. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30 pm on the day which is two business days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. If you wish to register your proxy appointment electronically through the internet, please use www.sharevote.co.uk where full details of the procedure are given. You will have to disclose the Voting ID, Task ID and Shareholder Reference Number shown on this form. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the meeting (and any adjournment thereof) by following the procedures described in the CREST Manual. Further details are provided in the notes to the Notice of Annual General Meeting.
10. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. Further information regarding Proxymity can be found on www.proxymity.io. Proxies must be lodged by 11:30 am. on Tuesday 14 November 2023 in order to be considered valid. Before appointing a proxy via this process investors will need to have agreed to Proxymity's associated terms and conditions. It is important to read these carefully as investors will be bound by them and they will govern the electronic appointment of proxies.
11. The completion and return of this Form of Proxy will not preclude a Shareholder from attending the meeting and voting in person.
12. To appoint a proxy this Form of Proxy must arrive at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA during usual business hours accompanied by any power of attorney under which it is executed or a copy of the authority certified notarially (if applicable) no later than 48 hours (excluding non-working days) before the time set for the meeting.
13. More information on the AGM arrangements and directions to the location can be found on the Company website: corporate.dunelm.com.