

DIXONS CARPHONE PLC ANNUAL GENERAL MEETING  
TO BE HELD ON 10 SEPTEMBER 2015 AT 11.00AM



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Voting ID

Task ID

Shareholder Reference Number

You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

I / We, the undersigned, being a member / members of  
Dixons Carphone plc (the "Company") hereby appoint the  
Chairman of the meeting or

as my / our proxy to exercise all or any of my / our rights to attend, speak and vote in respect of my / our voting entitlement on my / our behalf at the Annual General Meeting of the Company to be held on 10 September 2015 at 11.00am (the "Meeting") and at any adjournment thereof. The proxy will vote on the resolutions listed below as indicated. The proxy will vote at his or her discretion, or abstain from voting on any resolution listed below, if no instruction is given regarding that resolution and on any other business transacted at the Meeting.

Please indicate your vote by marking the appropriate boxes in black or blue ink like this: ☒

For    Against    Withheld

## Ordinary Resolutions

1. To receive the Directors' Report, the Financial Statements for the period ended 2 May 2015 and the Auditor's Report thereon.
2. To approve the Directors' Annual Remuneration Report.
3. To approve the Directors' Remuneration Policy.
4. To declare a final dividend of 6p per ordinary share.
5. To elect Katie Bickerstaffe as a director.
6. To elect Andrea Gisle Joosen as a director.
7. To elect Tim How as a director.
8. To elect Sebastian James as a director.
9. To elect Jock Lennox as a director.
10. To elect Humphrey Singer as a director.
11. To elect Graham Stapleton as a director.
12. To re-elect Sir Charles Dunstone as a director.
13. To re-elect John Gildersleeve as a director.

	For	Against	Withheld
Q1. Do you think the U.S. should continue to support the National Endowment for the Arts and National Endowment for the Humanities?	67%	27%	6%
Q2. Do you think the U.S. should continue to support the National Science Foundation?	77%	18%	5%
Q3. Do you think the U.S. should continue to support the National Institutes of Health?	80%	16%	4%
Q4. Do you think the U.S. should continue to support the National Aeronautics and Space Administration?	77%	19%	4%
Q5. Do you think the U.S. should continue to support the National Nuclear Security Administration?	70%	26%	4%
Q6. Do you think the U.S. should continue to support the National Security Agency?	77%	19%	4%
Q7. Do you think the U.S. should continue to support the National Security Council?	77%	19%	4%
Q8. Do you think the U.S. should continue to support the National Intelligence Community?	77%	19%	4%
Q9. Do you think the U.S. should continue to support the National Security Council's Office of Special Operations?	77%	19%	4%
Q10. Do you think the U.S. should continue to support the National Security Council's Office of Intelligence and Counterterrorism?	77%	19%	4%
Q11. Do you think the U.S. should continue to support the National Security Council's Office of Intelligence and Counterterrorism's Office of Special Operations?	77%	19%	4%
Q12. Do you think the U.S. should continue to support the National Security Council's Office of Intelligence and Counterterrorism's Office of Special Operations's Office of Special Operations?	77%	19%	4%

14. To re-elect Andrew Harrison as a director.
15. To re-elect Baroness Morgan of Huyton as a director.
16. To re-elect Gerry Murphy as a director.
17. To re-elect Roger Taylor as a director.
18. To re-appoint Deloitte LLP as auditor of the Company.
19. Authority for the Directors to determine the auditor's remuneration.
20. Authority for political donations not exceeding £25,000 in total.
21. Authority to allot shares.

## Special Resolutions

22. Authority to dis-apply pre-emption rights.
23. Authority for the Company to make purchases of ordinary shares.
24. Notice of general meetings.



Please mark this box ☐ if signing on behalf of the shareholder as power of attorney, receiver or third party. This card should not be used for comments, change of address or other queries. Please send separate instruction.

☐ This proxy appointment is one of multiple appointments.

Signature

Date \_\_\_\_\_

3526-024-S

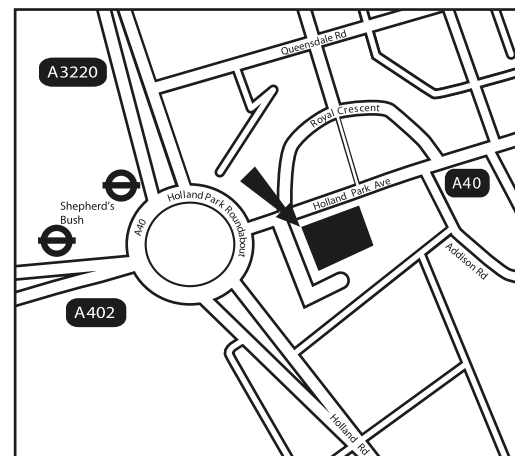
Notes to help you complete this form are on the reverse of the attached Attendance Card.

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## ATTENDANCE CARD

Dixons Carphone plc Annual General Meeting to be held on 10 September 2015 at 11.00am at Hilton London Kensington Hotel, 179–199 Holland Park Avenue, London W11 4UL.



If you are attending the Annual General Meeting at Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London W11 4UL on 10 September 2015 please bring this card with you and hand it in on arrival. This will help us to speed up your admission. The Annual General Meeting will commence at 11.00am.



Notes for the completion of form of proxy

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him or her. A proxy need not also be a member of the Company but must attend the Meeting in order to represent you. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy should insert that person's name in the space provided in substitution for the reference to 'the Chairman of the Meeting or' (and delete that reference) and initial the alteration.
2. Please indicate by inserting an 'X' in the appropriate box how you wish your vote to be cast on the resolution. If you mark the box 'vote withheld' it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution.
3. If the proxy is being appointed for less than your full entitlement, please indicate in the box next to the appointed proxy's name the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full entitlement or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account. If you do not indicate how your proxy is to vote, you will be deemed to have authorised your proxy to vote or to withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the Meeting.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from Equiniti on 0871 384 2089\* or on +44 (0) 121 415 7047 if calling from outside the UK, or you may photocopy this form. If you appoint multiple proxies, please indicate in the box next to the appointed proxy's name the number of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to Equiniti, the Company's registrars, together. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates, or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all appointments invalid.
5. To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof, must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 11.00am by 8 September 2015. Alternatively, a member may appoint a proxy or proxies by using the CREST proxy appointment service – see note 11 below.
6. The appointment of a proxy will not preclude a member from attending the Meeting and voting in person.
7. An individual member or his or her attorney must sign this form. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
8. In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding (the first named being the most senior).
9. A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out in note 5 before the commencement of the Meeting. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact Equiniti on 0871 384 2089\* or on +44 (0) 121 415 7047 if calling from outside the UK. Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
10. A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrars at the address set out in note 5 above or electronically as set out in note 11 below. The revocation notice must be received by the Company's registrars before the commencement of the Meeting. Any revocation notice received after this time will not have effect.
11. If you wish to register your proxy appointment electronically through the internet, please use [www.sharevote.co.uk](http://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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Please note that, save as expressly stated, communications regarding the matters set out in this form of proxy will not be accepted in electronic form.

\* Calls to this number are charged at 8p per minute plus network extras. Lines are open 8.30am to 5.30pm, Monday to Friday.

Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 8ED