

ATTENDANCE CARD

Dixons Carphone plc (the 'Company') Annual General Meeting to be held on Thursday 8 September 2016 at 11.00am at Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London W11 4UL.

NOTES, MAP AND DIRECTIONS

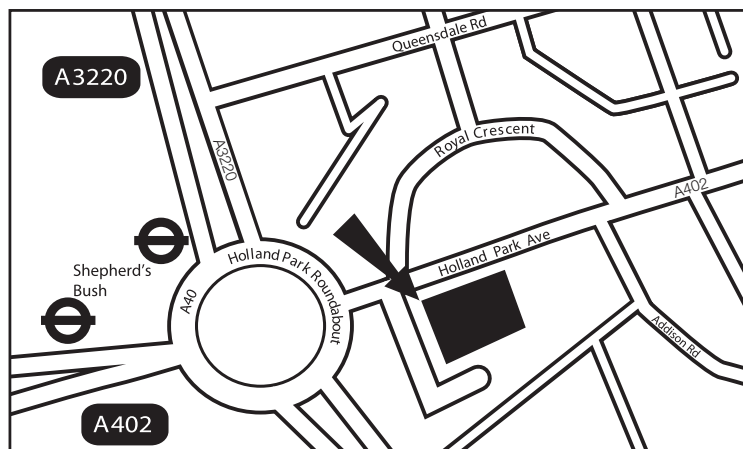
Attending the Annual General Meeting ('AGM' or 'Meeting')

- For your safety and security, there may be checks and bag searches of those attending the Meeting. We recommend you arrive a little early to allow time for these procedures.
- Tea, coffee and biscuits will be served before the AGM, followed by a buffet lunch after the Meeting.
- Cameras, recording equipment and other items which might interfere with the good order of the Meeting will not be permitted.
- Facilities are available for wheelchair users and there is a loop system for the hearing impaired. Anyone wishing to use these facilities should contact a member of hotel staff.

ACCESS BY PUBLIC TRANSPORT

Hilton London Kensington Hotel is located five minutes' walk away from Shepherd's Bush station, which is served by the Central and Overground lines.

Chargeable parking is available at the venue; please contact the hotel for further details.



Shareholder Reference Number

If you are attending the AGM, please bring this card with you and hand it to the Company's registrars on arrival; this will help us to speed up your admission.

FORM OF PROXY

DIXONS CARPHONE PLC ANNUAL GENERAL MEETING ('AGM') TO BE HELD ON THURSDAY 8 SEPTEMBER 2016 AT 11.00AM

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Voting ID

Task ID

Shareholder Reference Number

You can submit your proxy electronically at www.shareview.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 AGM or

Name

Number of shares (if not full voting entitlement).
(See notes 3 and 4 overleaf.)

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 AGM of the Company to be held on Thursday 8 September 2016 at 11.00am and at any adjournment thereof. The proxy will vote on the resolutions listed below as indicated. The proxy will vote at his / her discretion, or withhold from voting on any resolution listed below, if no instruction is given regarding that resolution and on any other business transacted at the AGM.

☐ This proxy appointment is one of multiple appointments.

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

Ordinary Resolutions

For Against Withheld

- To receive the Accounts, the Directors' Report (including the Strategic Report) and the Auditor's Report for the period ended 30 April 2016.
- To approve the Directors' Annual Remuneration Report.
- To approve the Directors' Remuneration Policy.
- To declare a final dividend of 6.50p per ordinary share.
- To elect Tony DeNunzio CBE as a director.
- To elect Lord Livingston of Parkhead as a director.
- To re-elect Katie Bickerstaffe as a director.
- To re-elect Sir Charles Dunstone as a director.
- To re-elect Andrea Gisle Joosen as a director.
- To re-elect Andrew Harrison as a director.
- To re-elect Tim How as a director.
- To re-elect Sebastian James as a director.
- To re-elect Jock Lennox as a director.

For	Against	Withheld
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- To re-elect Baroness Morgan of Huyton as a director.
- To re-elect Gerry Murphy as a director.
- To re-elect Humphrey Singer as a director.
- To re-elect Graham Stapleton as a director.
- To re-appoint Deloitte LLP as auditor of the Company.
- Authority for the directors to determine the auditor's remuneration.
- Authority to make political donations not exceeding £25,000 in total.
- Approval of the Long Term Incentive Plan 2016.
- Authority to allot shares.

For Against Withheld

For	Against	Withheld
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Special Resolutions

- Authority to dis-apply pre-emption rights.
- Authority for the Company to make purchases of ordinary shares.
- Authority to call general meetings at short notice.

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

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.

Signature

Date

3526-031-S

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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 / 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 / her proxy should insert that person's name in the space provided. A person with information rights under section 146 of the Companies Act 2006 may not appoint a proxy on his / her behalf.
2. Please indicate by inserting an 'X' in the appropriate box how you wish your vote to be cast on the resolution. Shareholders should note that a vote withheld is not a vote in law. If you mark the box '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 voting 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 / 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 0371 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 together to Equiniti, the Company's registrars. 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 on Tuesday 6 September 2016. 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 / 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 / her proxy instructions should submit a new proxy appointment using the methods set out in note 5. Any changes to proxy instructions received after the time stated in note 5 will be disregarded. A member who requires another form should contact Equiniti on 0371 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 / 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 go to www.shareview.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 AGM. 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.

*Lines are open 8.30am to 5.30pm (UK time) Monday to Friday (excluding public holidays in England and Wales).

Business Reply Plus
Licence Number
RTAK-KCXU-KTBY



Equiniti
Aspect House
Spencer Road
LANCING
BN99 8ED