



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other professional advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of Annual General Meeting 2017

Notice of the Annual General Meeting 2017 of Dixons Carphone plc to be held at Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London W11 4UL on Thursday 7 September 2017 at 11.00am is set out on pages 2 to 8 of this document.

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by Dixons Carphone plc's registrars, Equiniti, as soon as possible but, in any event, so as to arrive no later than 11.00am on Tuesday 5 September 2017. Completion and return of a form of proxy will not prevent members from attending and voting in person should they wish to do so.

Dixons Carphone plc
Registered office: 1 Portal Way, London W3 6RS
Registered in England and Wales number 07105905

Notice is hereby given that the third Annual General Meeting ('AGM') of Dixons Carphone plc (the 'Company') will be held at Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London W11 4UL on Thursday 7 September 2017 at 11.00am to consider the resolutions below.

All resolutions will be proposed as ordinary resolutions except resolutions numbered 18 to 20 which will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

Notes explaining the resolutions and your rights to attend and vote at this meeting are provided on pages 4 to 8.

Ordinary Resolutions

Annual Report and Accounts

1. To receive the Accounts, the Directors' Report (including the Strategic Report) and the Auditor's Report on those Accounts for the period ended 29 April 2017.

Directors' Annual Remuneration Report

2. That the Directors' Annual Remuneration Report set out on pages 74 to 86 of the Annual Report and Accounts 2016/17 be approved.

Dividend

3. That a final dividend of 7.75p per ordinary share for the period ended 29 April 2017 be declared and paid on 22 September 2017 to shareholders on the register of members at the close of business on 25 August 2017.

Election of Directors

4. That Fiona McBain be elected as a director of the Company.

Re-election of Directors

5. That Katie Bickerstaffe be re-elected as a director of the Company.
6. That Tony DeNunzio CBE be re-elected as a director of the Company.
7. That Andrea Gisle Joosen be re-elected as a director of the Company.
8. That Andrew Harrison be re-elected as a director of the Company.
9. That Sebastian James be re-elected as a director of the Company.
10. That Jock Lennox be re-elected as a director of the Company.
11. That Lord Livingston of Parkhead be re-elected as a director of the Company.
12. That Gerry Murphy be re-elected as a director of the Company.
13. That Humphrey Singer be re-elected as a director of the Company.

Auditor

14. That Deloitte LLP be re-appointed as auditor of the Company to hold office until the end of the next general meeting at which accounts are laid before the Company.
15. That the directors be authorised to determine the auditor's remuneration.

Political donations

16. That, in accordance with section 366 of the Companies Act 2006 (the 'Act') and for the purposes of Part 14 of the Act, the Company and all of its subsidiaries at any time during the period for which this resolution has effect are generally authorised to:

- (a) make political donations to political parties and / or independent election candidates not exceeding £25,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and
- (c) incur political expenditure not exceeding £25,000 in total,

during the period beginning with the date of passing of this resolution and ending at the conclusion of the annual general meeting of the Company to be held in 2018, or 15 months from the date of this resolution, whichever is the earlier, provided that the aggregate amount of the political donations and political expenditure made or incurred by the Company and its subsidiaries shall not exceed £25,000.

For the purposes of this resolution 16, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Act.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation and approval.

Authority to allot shares

17. That, subject to and in accordance with Article 7 of the Articles of Association of the Company, the directors be 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 (in substitution for any existing authority to allot shares), or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £384,445, such authority to expire at the end of the next annual general meeting or 15 months from the date of this resolution, whichever is the earlier, but in each case so 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.

Special Resolutions

Disapplication of pre-emption rights

18. That, subject to the passing of resolution 17 above and in place of the power given to the directors pursuant to the special resolution of the Company passed on 8 September 2016, the directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by resolution 17 as if section 561 of the Act did not apply to any such allotment, such authority to be limited:

- (a) to the allotment of equity securities in connection with a pre-emptive offer or rights issue; and
- (b) to the allotment of equity securities (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal value of £57,667 being approximately 5% of the aggregate nominal amount of the issued share capital of the Company as at 27 June 2017*,

such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting or 15 months from the date of this resolution, whichever is the earlier, but 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 authority expires, and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "subject to the passing of resolution 17 above and in place of the power given to the directors pursuant to the special resolution of the Company passed on 8 September 2016" were omitted.

Authority to purchase own shares

19. That, pursuant to Article 15 of the Articles of Association of the Company and section 701 of the Act, the Company be and is hereby 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 ordinary shares provided that:

- (a) the maximum aggregate number of shares hereby authorised to be purchased is 115,333,528;
- (b) the minimum price (exclusive of expenses) which may be paid is the 0.1p nominal value of each share;
- (c) the maximum price (exclusive of expenses) is that stipulated by the Listing Rules from time to time in force published by the Financial Conduct Authority ('FCA');
- (d) this authority shall expire at the conclusion of the annual general meeting of the Company held in 2018 or 15 months from the date of this resolution, whichever is the earlier; and

- (e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

Notice of general meetings

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

Recommendation

The directors consider that all the resolutions proposed at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for their benefit. The directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do in respect of their own beneficial holdings.

By order of the Board



Nigel Paterson
Company Secretary
27 June 2017

Registered office:
1 Portal Way
London W3 6RS

* 27 June 2017 being the latest practicable date prior to the publication of this Notice of AGM.

EXPLANATORY NOTES

Resolutions 1 to 17 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 18 to 20 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Annual Report and Accounts

Resolution 1

The directors must present, and ask that the shareholders receive, the Directors' Report and the Annual Report and Accounts of the Company for the year ended 29 April 2017 to shareholders at the AGM. The Directors' Report, the Accounts, and the report of the Company's auditor on the Accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the Annual Report and Accounts 2016/17.

Remuneration Report

Resolution 2

This resolution deals with the remuneration of the directors and seeks an advisory vote to approve the Annual Remuneration Report.

The directors of the Company have a duty under the Act to prepare a Directors' Remuneration Report for each financial year, setting out the Annual Remuneration Report, which is set out on pages 74 to 86 of the Annual Report and Accounts 2016/17.

Dividend

Resolution 3

Dividends must be approved by shareholders but must not exceed the amount recommended by directors. If the meeting approves the dividend it will be paid out in accordance with the financial calendar set out on page 155 of the Annual Report and Accounts 2016/17.

Directors

Resolution 4

Since the last AGM was held on 8 September 2016, Fiona McBain has been appointed as a director. Resolution 4 proposes the approval of her appointment, as required by the Articles of Association of the Company. She now stands for election by shareholders. Her election will take effect immediately at the conclusion of the AGM.

In reviewing the recommendations of the Nominations Committee concerning her election, the Board concluded that Fiona McBain makes effective and valuable contributions to the Board and demonstrates commitment to her role. Accordingly, the Board unanimously recommends her election.

Resolutions 5 to 13

As set out on page 47 of the Annual Report and Accounts 2016/17, the Company's directors shall retire and stand for re-election on an annual basis in accordance with the UK Corporate Governance Code (the 'Code'). All members of the Board (other than Baroness Morgan of Huyton, Tim How and Fiona McBain for whom this is her first AGM) will stand for re-

election. These re-elections will take effect at the conclusion of the AGM. Graham Stapleton left his role as director to become Chief Executive Officer of honeybee, the Group's software division, on 27 April 2017. Sir Charles Dunstone stepped down as Chairman and director on 30 April 2017.

At the conclusion of the AGM, Baroness Morgan and Tim How will step down as Non-Executive Directors and Fiona McBain will join the Audit Committee.

The biographies of the directors standing for election and re-election are set out on pages 36 and 37 of the Annual Report and Accounts 2016/17.

Following the annual evaluation exercise conducted during the year, the Board, supported by the Nominations Committee, considers that each of the directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. The Board is content that each non-executive director offering himself / herself for re-election is independent in character and there are no relationships or circumstances likely to affect his / her character or judgement. Accordingly, the Board unanimously recommends the re-election of these directors. These re-elections will take place immediately at the conclusion of the AGM.

Auditor appointment and remuneration

Resolution 14

The Company is required to appoint an auditor at each general meeting at which accounts are presented, to hold office until the conclusion of the next such meeting. This resolution is recommended by the Audit Committee and endorsed by the Board. The directors propose the re-appointment of the Company's existing auditor, Deloitte LLP. The reasons for this recommendation are outlined on page 57 of the Annual Report and Accounts 2016/17.

Resolution 15

Following good practice, this resolution gives authority to the directors to determine the remuneration of the auditor. The Audit Committee will approve the audit fees, in principle, for endorsement by the Board.

Political donations

Resolution 16

Part 14 of the Act requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any 12-month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support, or influence support for, a particular party.

It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. The directors consider, however, that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the Act, the directors are seeking shareholders' authority for

the Company and its subsidiaries to make political donations and to incur political expenditure. No political expenditure was incurred during the period ended 29 April 2017 as explained on page 47 of the Annual Report and Accounts 2016/17. The authority set out in the resolution will expire at the conclusion of the next annual general meeting. It is envisaged that renewal will be sought at the 2018 and subsequent annual general meetings.

Allotment of shares

Resolution 17

The purpose of resolution 17 is to renew the directors' power to allot shares. This resolution gives the directors authority to allot unissued share capital with a nominal value of £384,445 being a sum equal to approximately one third of the issued ordinary share capital of the Company as at 27 June 2017*. The authority sought under this resolution will expire at the end of the next annual general meeting or 15 months from the date of this resolution.

There are no present plans to undertake a rights issue or to allot new shares, other than in connection with employee share schemes. The directors consider it desirable to have flexibility to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

As at the date of this Notice of AGM, no ordinary shares are held by the Company as treasury shares.

Disapplication of pre-emption rights

Resolution 18

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. The purpose of resolution 18 is to authorise the directors to allot new shares pursuant to the authority given by resolution 17, or sell treasury shares for cash (i) in connection with a pre-emptive offer or rights issue; or (ii) otherwise up to a nominal value of £57,667 which represents approximately 5% of the nominal amount of the issued ordinary share capital as at 27 June 2017*, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Company had 1,153,335,282 ordinary shares of 0.1p each in issue at 27 June 2017*. The above limits are in line with the Pre-Emption Group's Statement of Principles ('Statement of Principles'). Additionally, in accordance with the Statement of Principles, the directors do not intend to issue, on a non pre-emptive basis, more than 7.5% of the issued ordinary share capital of the Company over a rolling three-year period without prior consultation with shareholders.

The directors confirm that they have no present intention of exercising this authority. The Board is seeking this authority to ensure the Company has the flexibility permitted by corporate governance guidelines in managing the Company's resources. This authority will only be used if the Board is satisfied that to do so would be in the interest of the Company and its shareholders.

Authority to purchase own shares

Resolution 19

This resolution renews the authority granted at last year's

annual general meeting and grants the Company authority to purchase its own shares up to a maximum amount of 115,333,528 until the next annual general meeting or 15 months from the date of this resolution, whichever is the earlier. The Act permits a company to purchase its own shares provided that the purchase has been authorised by the Company in a general meeting. It is common practice for listed companies to seek such authority and the directors consider that it is prudent to seek such authority at the annual general meeting. The amount represents 10% of the ordinary shares in issue as at 27 June 2017*.

The Company will comply with the FCA's Listing Rules and relevant investor guidelines in force at the time the Company undertakes any purchase of its own shares. The Listing Rules in force at the date of the AGM specify that the maximum price is the higher of (i) 5% above the average market value of the Company's equity shares for the five business days prior to the day the purchase is made; and (ii) the higher of the last independent bid and the highest current independent bid on the London Stock Exchange.

As at 27 June 2017* there were outstanding options granted and unexercised under all share option schemes operated by the Company. If this authority to repurchase were exercised in full, such options would represent approximately 3.49% of the issued share capital at such date. The directors would only propose to make share purchases where the expected effect would be to increase earnings per share and, having reviewed the overall financial position of the Company, such purchases were considered to be in the best interests of the shareholders generally. Furthermore, any director with a conflict of interest in respect of a particular exercise of the Company's power to purchase its own shares will not be involved in the decision to so exercise such power.

Notice of general meetings

Resolution 20

This resolution reflects changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 (the 'Regulations') which implement the EU Shareholders' Rights Directive (the 'Directive'). The Regulations increase the minimum notice period for general meetings of the Company (apart from annual general meetings) from 14 days to 21 days, unless the shareholders approve a shorter notice period, which cannot be less than 14 clear days. Resolution 20 seeks such approval, which will remain in effect until the date of the Company's annual general meeting in 2018; thereafter authority will be sought on an annual basis. The shorter notice period will not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of the shareholders as a whole and taking into consideration the recommendations of the Code in this regard.

The Company undertakes to meet the requirements for electronic voting in the Act before calling a general meeting on 14 clear days' notice. The Company is also required to meet any applicable requirements for electronic voting under the Regulations before it can call a general meeting on 14 clear days' notice.

* 27 June 2017 being the latest practicable date prior to the publication of this Notice of AGM.

GENERAL NOTES

1. Eligibility to attend and vote

To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered on the register of members of the Company as at 6.30pm on Tuesday 5 September 2017 or, in the event that the meeting is adjourned, in the register of members at 6.30pm on the date two days before the date of any adjourned meeting. Changes to entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any persons to attend or vote at the meeting.

In the case of joint holders, only the vote of the senior holder who votes (and any proxies duly authorised by him / her) may be counted by the Company. For this purpose the senior holder of a share shall be determined by the order in which the names of the joint holders stand in the register of members (the first name being the most senior).

2. Voting arrangements

Voting on each of the resolutions to be put to the meeting will be by poll, rather than on a show of hands, so that all votes are included, whether or not the shareholder is able to attend the meeting. The Board believes this to be the most democratic procedure for voting on resolutions as member votes will be counted according to the number of shares held.

The results of the voting at the meeting and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions proposed at the meeting will be announced through a Regulatory Information Service as soon as practicable following the conclusion of the meeting and will also be published on the Company's website, www.dixonscarphone.com.

The Company has included on the form of proxy a vote 'Withheld' option in order for shareholders to abstain from voting on any particular resolution. However, an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the relevant resolution.

3. Proxy voting

A member of the Company is entitled to appoint a proxy to exercise all or any of his / her rights to attend, speak and vote on his / her behalf at the meeting. A member of the Company may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.

A form of proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of AGM. Instructions for use are shown on the form. If a replacement card is required, or if you wish to appoint more than one proxy, additional proxy forms may be obtained by contacting the Company's registrars, Equiniti, on 0371 384 2089 (UK only) or +44 (0)121 415 7047 (from outside the UK). Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales). Alternatively, you may photocopy the form of proxy enclosed with this Notice of AGM.

Lodging a completed form of proxy or any CREST Proxy Instruction (as described in the paragraph below) will not prevent the member from attending, speaking and voting in person if he / she wishes to do so.

To be valid, the form of proxy, together with any power of attorney or other authority under which it is signed, or a duly certified or office 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 not later than 11.00am on Tuesday 5 September 2017, or if the meeting is adjourned, no later than 48 hours before the time fixed for the adjourned meeting.

4. Electronic voting

Instructions for registering your votes electronically are appended to the form of proxy enclosed with this Notice of AGM. Please visit www.sharevote.co.uk where full details of the procedure are provided.

5. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual (available at www.euroclear.com). CREST personal members or other CREST-sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('Euroclear') specifications, and must contain the information required for such instruction, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (CREST participant ID RA19) not later than 11.00am on Tuesday 5 September 2017, or if the meeting is adjourned, not later than 48 hours before the time fixed for the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his / her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

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.

6. Nominated persons

Any person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him / her and the member by whom he / she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he / she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in note 3 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.

7. Corporate representatives

Any corporation which is a member can appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Representatives of shareholders that are corporations will have to produce evidence of their appointment when attending the AGM. Please contact our registrars, Equiniti, if you need any further guidance on this.

8. Total voting rights

As at 27 June 2017* the Company's issued share capital consisted of 1,153,335,282 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at such date are 1,153,335,282.

9. Admission

If you propose to attend the meeting, please detach and bring with you the attendance slip attached to the form of proxy. You will be asked to show this at the entrance and not having it available could delay your admission.

10. Proof of identity

Shareholders and participants may also be required to provide proof of identity. If you have been appointed as a shareholder's proxy, please make this fact known to the Equiniti personnel on arrival.

11. Directions

The meeting will be held at Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London W11 4UL. Directions are as follows:

By train

The nearest station to the hotel is Shepherd's Bush, which is served by the Central and Overground lines, and National Rail.

By car

From the M40 / A40 via the A3220 or from the M4 via Hammersmith and Shepherd's Bush. Leave the A3220 and turn left at the roundabout on to Holland Park Avenue. The hotel is on the right-hand side.

Car parking

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

12. Information available for inspection

The following information is available for inspection at the registered office of the Company, and at the offices of the Company's solicitors, Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HT, during usual business hours on weekdays (excluding public holidays in England and Wales) until the date of the AGM. It will also be available for inspection at the AGM from 10.45am on the day of the meeting until the conclusion of the meeting:

- Articles of Association of the Company; and
- copies of the directors' service contracts and letters of appointment.

13. Publication of information

From the date of this Notice of AGM and for two years afterwards the following information will be available on the Company's website, www.dixonscarphone.com:

- the matters set out in this Notice of AGM;
- the total number of ordinary shares in the Company, in respect of which members are entitled to exercise voting rights at the meeting; and
- the total number of voting rights that members are entitled to exercise at the meeting in respect of the ordinary shares of the Company.

The Annual Report and Accounts 2016/17 will remain on the website for ten years.

14. Audit concerns

Shareholders meeting the threshold requirements set out in section 527 of the Act have the right to require the Company to publish a statement on its website in relation to the audit of the Company's accounts that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the previous annual general meeting. The Company may not charge the requesting shareholders for the website publication of such a statement. The Company must also forward the statement to the auditor not later than the time when it publishes the statement on the website. The business which may be dealt with at the annual general meeting includes any website statement relating to the audit concerns.

15. Members' right to request resolution to be proposed at meeting

Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive Notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and / or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the persons making it, must be received by the Company not later than 25 July 2017, being the date six clear weeks before

the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

16. Asking questions at the meeting

During the meeting, the Chairman will give shareholders and eligible participants the opportunity to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:

- (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (b) the answer has already been given on a website in the form of an answer to a question; or
- (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

17. Special needs

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 the hotel staff.

18. Enquiries

If you have any questions relating to this document, the AGM or the completion and return of the form of proxy, please telephone the Company's registrars, Equiniti, on 0371 384 2089 (UK only), or +44 (0)121 415 7047 (from outside the UK). Lines are open 8.30am to 5.30pm (UK time) Monday to Friday (excluding public holidays in England and Wales).

The helpline cannot provide advice on the merits of the proposed resolutions or give any financial, legal or tax advice.

You may not use any electronic address provided either in this Notice of AGM or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

* 27 June 2017 being the latest practicable date prior to the publication of this Notice of AGM.