



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 who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial advisor if you are in a territory outside the United Kingdom.

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 2018

Notice of the Annual General Meeting 2018 of Dixons Carphone plc to be held at Hilton London Kensington Hotel, 179-199 Holland Park Avenue, London W11 4UL on Thursday 6 September 2018 at 11.00am is set out on pages 2 to 8 of this document.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the General Notes to the Notice of the Annual General Meeting 2018 set out on pages 6 to 8. To be valid, the proxy appointment must be received at the address for delivery specified in the General Notes by no later than 11.00am on Tuesday 4 September 2018. Appointment of a 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 fourth 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 6 September 2018 at 11.00am to consider the resolutions below.

All resolutions will be proposed as ordinary resolutions except resolutions numbered 16 to 18 (inclusive) 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 3 to 8.

Ordinary Resolutions

Annual Report and Accounts

1. To receive the Accounts, the reports of the directors and the Auditor's Report on those Accounts for the period ended 28 April 2018.

Directors' Annual Remuneration Report

2. To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy) set out on pages 63 to 91 of the Annual Report and Accounts 2017/18.

Dividend

3. To declare a final dividend of 7.75p per ordinary share for the period ended 28 April 2018.

Election of Directors

4. To elect Alex Baldock as a director of the Company.
5. To elect Jonny Mason as a director of the Company.

Re-election of Directors

6. To re-elect Tony DeNunzio CBE as a director of the Company.
7. To re-elect Andrea Gisle Joosen as a director of the Company.
8. To re-elect Jock Lennox as a director of the Company.
9. To re-elect Lord Livingston of Parkhead as a director of the Company.
10. To re-elect Fiona McBain as a director of the Company.
11. To re-elect Gerry Murphy as a director of the Company.

Auditor

12. To re-appoint Deloitte LLP as auditor of the Company to hold office until the end of the next general meeting at which accounts are laid before the Company.
13. To authorise the directors to determine the auditor's remuneration.

Political donations

14. 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 close of business on

28 October 2019 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019, provided that the total 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, 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

15. That, subject to and in accordance with Article 7 of the Articles of Association of the Company, the directors are 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 or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £386,010, such authority to expire at the close of business on 28 October 2019 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019, 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 and the directors may allot shares and grant rights under any such offer or agreement as if the authority had not expired. All authorities vested in the directors on the date of the notice of this meeting to allot shares or grant rights that remain unexercised at the commencement of this meeting are revoked.

Special Resolutions

Disapplication of pre-emption rights

16. That, subject to the passing of Resolution 15 above and in place of the existing power given to the directors pursuant to the special resolution of the Company passed on 7 September 2017 to the extent unexercised, the directors are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 15 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, such power to be limited to:
 - (a) the allotment of equity securities in connection with a pre-emptive offer or rights issue that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares, subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, any legal or practical problems, the requirements of any regulatory body or any other matter; and
 - (b) the allotment of equity securities (otherwise than pursuant to paragraph (a) above) up to a maximum aggregate nominal value of £57,902,

and to expire (unless previously renewed, varied or revoked by the Company in general meeting) on the revocation or expiry of the authority conferred on the directors by Resolution 15 in the notice of this meeting, save that 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 power expires, and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Authority to purchase own shares

17. That, pursuant to Article 15 of the Articles of Association of the Company and section 701 of the Act, the Company is 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 115,803,123;
 - (b) the minimum price (exclusive of expenses) which may be paid for each such share is its nominal value;
 - (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;
 - (d) this authority shall expire at the close of business on 28 October 2019 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019; and
 - (e) the Company may make a contract or contracts to purchase ordinary shares prior to the expiry of the authority hereby conferred 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 as if the authority had not expired.

Notice of general meetings

18. 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 contained in this notice and to be 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 the members' 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
20 June 2018

Registered office:
1 Portal Way
London W3 6RS

EXPLANATORY NOTES

Resolutions 1 to 15 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the total voting rights of members who vote must be in favour of the resolution.

Resolutions 16 to 18 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the total voting rights of members who vote must be in favour of the resolution.

Annual Report and Accounts

Resolution 1

The Act requires the directors of a public company to lay before the company in general meeting copies of the reports of the directors, the independent auditor's report and the audited financial statements of the company in respect of each financial year. In accordance with the UK Corporate Governance Code (the 'Code'), the Company proposes, as an ordinary resolution, a resolution on its audited accounts and reports for the year ended 28 April 2018 (the 'Annual Report and Accounts 2017/18').

Remuneration Report

Resolution 2

In accordance with the Act, shareholders are invited to approve the Directors' Remuneration Report for the financial year ended 28 April 2018. The Directors' Remuneration Report is set out on pages 63 to 91 of the Annual Report and Accounts 2017/18. For the purposes of this resolution, the Company is only seeking approval of the Directors' Remuneration Report, excluding the Directors' Remuneration Policy which is set out on pages 65 to 75 of the Annual Report and Accounts 2017/18.

The vote on this resolution is advisory only and the directors' entitlement to remuneration is not conditional on its being passed. The Act requires the directors' remuneration policy to be put to shareholders for approval annually unless the approved policy remains unchanged, in which case it need only be put to shareholders for approval at least every three years. The Company is not proposing any changes to the Directors' Remuneration Policy approved at the annual general meeting in 2016.

Dividend

Resolution 3

Final 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 on 21 September 2018 to shareholders on the register of members at the close of business on 24 August 2018.

Directors

Resolutions 4 and 5

Since the annual general meeting held on 7 September 2017, both Alex Baldock and Jonny Mason have been appointed by the Board as directors. As required by the Articles of Association of the Company, both directors shall retire at the AGM and both intend to stand for election by shareholders for the first time. Subject to Resolutions 4 and 5 being passed, their respective elections will take effect immediately at the conclusion of the AGM.

In reviewing the recommendations of the Nominations Committee concerning their election, the Board concluded that Alex Baldock and Jonny Mason will make effective and valuable contributions to the Board and demonstrate commitment to their roles. Accordingly, the Board unanimously recommends their election.

Resolutions 6 to 11

The Company's Articles of Association provide that the remaining directors shall retire from office by rotation at each

annual general meeting. Notwithstanding the specific rotation provisions of the Company's constitution, the Board has determined that each of the Company's remaining directors shall retire and stand for re-election on an annual basis in accordance with the best practice recommendations of the Code. Accordingly, all members of the Board (other than Alex Baldock and Jonny Mason, for whom this is their first annual general meeting) will retire from office at the AGM and each shall stand for re-election. Subject to Resolutions 6 to 11 being passed, their respective re-elections will take effect immediately at the conclusion of the AGM.

The biographies of all the directors standing for election and re-election are set out on pages 36 and 37 of the Annual Report and Accounts 2017/18.

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.

The Board has noted concerns raised by a number of investor groups regarding Jock Lennox's time commitments. Jock Lennox maintains a 100% attendance record at Board and Audit Committee meetings, is fully prepared for meetings and challenges management effectively. The Board, supported by the Nominations Committee, continues to be satisfied that Jock Lennox is able to fully carry out his duties as a director of the Company. The Company has announced that Jock Lennox will step down as a Director with effect from 31 December 2018. Jock Lennox will remain as Audit Committee Chairman until the AGM to enable a smooth handover to Fiona McBain. Fiona McBain, subject to her re-election at the AGM, will succeed Jock as Audit Committee Chair at the conclusion of the AGM.

Auditor appointment and remuneration

Resolution 12

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. The Audit Committee has recommended to the Board, and the Board now proposes to shareholders, the re-appointment of the Company's existing auditor, Deloitte LLP. The reasons for the Audit Committee's recommendation are outlined on page 58 of the Annual Report and Accounts 2017/18. The Audit Committee has confirmed to the Board that its recommendation is free from third-party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor.

Resolution 13

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 14

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 definitions of political donations and political expenditure are very wide and extend 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 nor 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 on a precautionary basis. No political expenditure was incurred during the period ended 28 April 2018 as explained on page 48 of the Annual Report and Accounts 2017/18. The authority set out in this resolution will expire at the close of business on 28 October 2019 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019. It is envisaged that renewal will be sought at the 2019 and subsequent annual general meetings.

Allotment of shares

Resolution 15

The purpose of this resolution is to renew the directors' general authority to allot new shares in the Company and to grant rights to subscribe for, or to convert any securities into, shares. If passed, this resolution will give the directors authority to allot unissued share capital in any circumstances up to a maximum aggregate nominal value of £386,010 being a sum equal to approximately one-third of the issued ordinary share capital of the Company as at 20 June 2018*, being within the limits prescribed by The Investment Association. The authority sought under this resolution will expire at the close of business on 28 October 2019 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019.

There are no present plans to allot new shares in the Company, other than in connection with employee share schemes. However, the directors consider it desirable to maintain the flexibility that this authority provides to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. As at 20 June 2018*, no ordinary shares were held by the Company as treasury shares.

Disapplication of pre-emption rights

Resolution 16

If the directors wish to allot new shares and other equity securities, or to sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares or securities are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights).

The purpose of Resolution 16 is to empower the directors to allot new shares pursuant to the authority given by Resolution 15, or to sell treasury shares, for cash free from statutory pre-emption rights in certain limited situations. The power sought replicates the power granted at last year's annual general meeting and which is due to expire at the AGM.

Sub-paragraph (a) of Resolution 16 seeks shareholder approval to allow the directors to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. This will enable the Board to make arrangements it deems appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of

new shares to certain shareholders, particularly those resident in certain overseas jurisdictions.

Sub-paragraph (b) of Resolution 16 seeks shareholder approval to allow the directors to allot shares for cash (otherwise than in connection with a pre-emptive offer or rights issue) up to a maximum aggregate nominal value of £57,902 which represents approximately 5% of the nominal amount of the issued ordinary share capital as at 20 June 2018* without the shares first being offered to existing shareholders in proportion to their existing holdings.

The 5% maximum limit is 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 for cash, 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 do not intend to seek a separate disapplication power over an additional 5% of the share capital for specific use in connection with acquisitions or capital investments as permitted by the Pre-Emption Group.

Authority to purchase own shares

Resolution 17

The Act permits a company to purchase its own shares provided that the purchase has been authorised by the company in general meeting. 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 115,803,123 until the close of business on 28 October 2019 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2019. In line with institutional investor guidelines, the maximum number of shares that can be repurchased under this resolution represents 10% of the ordinary shares in issue as at 20 June 2018*.

The Company will comply with the Financial Conduct Authority'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 this document specify that the maximum price for each share 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 price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. The minimum price for a share shall be its nominal value.

As at 20 June 2018* there were outstanding options (granted under all share option schemes operated by the Company) to subscribe for 38,759,510 new ordinary shares in the Company. This represents 3.35% of the Company's issued ordinary share capital at that date. If this authority to repurchase were exercised in full, such options would represent approximately 3.72% of the issued share capital at such date.

The directors have no present intention of exercising this authority, but wish to have the flexibility to do so in the future. 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. Any purchases would be made through the London Stock Exchange and purchased shares would be cancelled (in

which case the number of shares in issue would thereby be reduced) or, alternatively, held in treasury, depending on which course of action is considered by the directors to be in the best interests of the shareholders at that time.

Notice of general meetings

Resolution 18

This resolution allows the Company to call general meetings (other than annual general meetings) on not less than 14 clear days' notice.

The Company currently has the power to call a general meeting (other than an annual general meeting) on at least 14 clear days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on at least 14 clear days' notice. Resolution 18 seeks such approval, which will remain in effect until the date of the annual general meeting of the Company to be held in 2019; 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.

* 20 June 2018 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 4 September 2018 or, in the event that the meeting is adjourned, in the register of members at 6.30pm on the date two business 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.

3. Proxy voting

A member of the Company who is entitled to attend and vote at the meeting 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 hard copy form of proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of Annual General Meeting 2018 ('Notice of AGM'). Instructions for use are shown in General Note 4 below. If a replacement form of proxy 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 (UK time), excluding public holidays in England and Wales. Alternatively, you may photocopy the enclosed form of proxy.

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 4 September 2018, or if the meeting is adjourned, no later than 48 hours before the time fixed for the adjourned meeting (excluding, in the calculation of such time period, non-working days).

Members who wish to appoint a proxy or proxies electronically online may do so by following the procedures described in General Note 5 below.

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 General Note 6 below and in the CREST manual.

Lodging a completed form of proxy or the submission of a proxy appointment electronically or via the CREST voting service will not prevent the member from attending, speaking and voting at the meeting in person if he / she wishes to do so.

4. Notes for the completion of the form of proxy

A member wishing to appoint someone (who need not be a member of the Company) other than the Chairman of the meeting as his / her proxy should delete the words 'the Chairman of the AGM or' and insert that person's name in the space provided on the form of proxy. If you sign and return the form of proxy with no name inserted in the space provided, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman of the meeting, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions. If you wish for a proxy to make any comments on your behalf at the AGM, you will need to appoint someone other than the Chairman of the meeting and give them the relevant instructions directly. A person with information rights under section 146 of the Act may not appoint a proxy on his / her behalf.

Please indicate, by inserting an 'X' in black or blue ink in the appropriate box on the form of proxy, how you wish your vote to be cast on each resolution. The Company has included on the form of proxy a vote 'Withheld' option in order for shareholders to withhold their vote on any particular resolution. Shareholders should note, however, that a vote withheld is not a vote in law. If you mark the box 'Withheld' it will mean that your proxy will refrain from voting and accordingly, your vote will not be counted either for or against the relevant resolution. 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 AGM.

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 the form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.

A member may appoint more than one proxy, provided that 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 the form may be obtained from the Company's registrars, Equiniti, as described in General Note 3. Alternatively, you may photocopy the form of proxy enclosed with this Notice of AGM. 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 the form is authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together to Equiniti. Where multiple proxies are appointed, failure to specify the number of shares to which the 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.

An individual member or his / her attorney must sign the form of proxy in the signature box provided. If the member is a company, the form must be executed under the common seal or signed on its behalf by an officer or attorney of the company.

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).

A member wishing to change his / her proxy instructions should submit a new, valid proxy appointment to Equiniti. Any changes to proxy instructions received after 11.00am on Tuesday 4 September 2018 will be disregarded. A member who requires another form should contact Equiniti on 0371 384 2089 (UK only) or on +44 (0)121 415 7047 (from outside the UK). Lines are open from 8.30am to 5.30pm, Monday to Friday (UK time), excluding public holidays in England and Wales. Subject to the appointment of multiple proxies as described above, if a member submits more than one valid proxy appointment, the appointment received last before 11.00am on Tuesday 4 September 2018 will take precedence.

A member wishing to revoke his / her proxy appointment should do so by posting a notice to that effect to Equiniti, or notifying them electronically, as set out in General Note 3. The revocation notice must be received by Equiniti by no later than 11.00am on Tuesday 4 September 2018. Any revocation notice received after this time will not have effect.

Please note that, save as expressly stated, communications regarding the matters set out in the form of proxy will not be accepted in electronic form.

5. Electronic voting

If you wish to appoint a proxy or proxies electronically, please go to www.sharevote.co.uk where full details of the procedure are given. You will need your Voting ID, Task ID and Shareholder Reference Number shown on the form of proxy.

If you have already registered with the Equiniti online portfolio service, you can appoint a proxy or proxies by logging onto your portfolio via www.shareview.co.uk and clicking on the link to vote and following the instructions provided.

To be a valid proxy appointment, your electronic message confirming the details of the appointment completed in accordance with the relevant instructions must be transmitted so as to be received by no later than 11.00am on Tuesday 4 September 2018.

6. 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) no later than 11.00am on Tuesday 4 September 2018, or if the meeting is adjourned, no later than 48 hours before the time fixed for the adjourned meeting (excluding, in the calculation of such time period, any non-working days). 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.

7. 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 General Note 3 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.

8. 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.

9. Total voting rights

As at 20 June 2018 (being the latest practicable date before the publication of this document) the Company's issued share capital consisted of 1,158,031,230 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at such date were 1,158,031,230.

10. Admission

If you propose to attend the meeting, please detach and bring with you the Attendance Card 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.

11. 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.

12. 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.

13. 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:

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

It will also be available for inspection at the AGM venue from 10.45am on the day of the meeting until the conclusion of the meeting.

14. Publication of information

Information relating to the meeting which the Company is required by the Act to publish on a website in advance of the meeting may be viewed at www.dixonscarphone.com.

15. 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.

16. 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 2018, 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.

17. 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.

18. 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.

19. Enquiries

If you have any questions relating to this document, the AGM or the appointment of a 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, Monday to Friday (UK time), 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.