

**DX (Group) plc**  
(Company registered number 08696699)



## **Notice of General Meeting**

To be held on **20 October 2022** at **11.00 am**  
at the offices of finnCap:  
One Bartholomew Close  
London  
EC1A 7BL

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in DX (Group) plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

20 September 2022  
Dear Shareholder

## **General Meeting**

### **Introduction**

I am pleased to inform you that a General Meeting of DX (Group) plc (the **Company**) will be held at the offices of finnCap at One Bartholomew Close, London EC1A 7BL on 20 October 2022 at 11.00 am (the **Meeting**).

The formal notice convening this Meeting (**Notice**) is set out on page 3 of this document. Explanatory notes and further information on each of the resolutions to be considered at the Meeting appear on pages 4 to 6 of this document.

Accompanying the Notice is the 2021 Annual Report (the **Annual Report**).

### **Action to be taken**

This year, you will not receive a form of proxy for the Meeting in the post. Instead, you will find instructions in the section entitled "Explanatory Notes to the Notice" to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. You may request a paper form of proxy from our Registrar, Link Group. Proxy votes should be submitted as early as possible and in any event by no later than 11.00 am on Tuesday 18 October 2022 in order to count towards the vote.

If you hold your ordinary shares in uncertificated form, you may use the CREST electronic proxy appointment service, details of which are set out in note 7 to the Notice.

### **Recommendation**

The Board considers that all of the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Board unanimously recommends that you vote in favour of all the proposed resolutions as each of the Directors intend to do in respect of their own beneficial holdings (if any).

Yours faithfully

**Ronald Series**  
Chairman

# Notice of General Meeting

Notice is hereby given that a General Meeting (the **Meeting**) of DX (Group) plc (the **Company**) will be held at the offices of finnCap, One Bartholomew Close, London EC1A 7BL on **20 October 2022** at **11.00 am** for the following purposes:

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 3 will be proposed as ordinary resolutions.

## **Resolutions**

*Ordinary business (each to be proposed as an ordinary resolution)*

- |                     |  |
|---------------------|--|
| <b>Resolution 1</b> | THAT the audited Annual Report and Accounts for the financial year ended 3 July 2021, together with the Directors' Report, Directors' Remuneration Report and Auditor's Report thereon, be received. |
| <b>Resolution 2</b> | THAT PKF Littlejohn LLP be re-appointed as auditor of the Company until the conclusion of the next annual general meeting.   |
| <b>Resolution 3</b> | THAT the Directors be authorised to determine the auditor's remuneration.  |

By order of the Board

**Simon Blunt**  
Company Secretary  
DX (Group) plc  
Ditton Park  
Riding Court Road  
Datchet SL3 9GL  
20 September 2022

# Explanatory Notes to the Notice of General Meeting

## **Resolution 1: Reports and Accounts (ordinary resolution)**

The Directors are required to present the audited Annual Report and Accounts and the reports of the Directors and the auditor for the financial year ended 3 July 2021 to shareholders at the Meeting. Shareholders will have the opportunity to ask questions on the contents of the accounts and reports before voting on the resolution.

## **Resolution 2: Re-appoint auditor (ordinary resolution)**

The Company is required to appoint the auditor at each general meeting at which accounts are laid before the Company, to hold office until the end of the next annual general meeting. The Directors, on the recommendation of the Audit Committee (which has evaluated the effectiveness and independence of the external auditor), are proposing the re-appointment of PKF Littlejohn LLP.

## **Resolution 3: Authority to set the auditor's remuneration (ordinary resolution)**

In accordance with standard practice, this resolution gives authority to the Directors to determine the remuneration to be paid to the auditor.

# Explanatory Notes to the Notice of General Meeting continued

## General notes:

1. Only those members registered on the Company's register of members at Close of Business on 18 October 2022 or, if this Meeting is adjourned, at Close of Business on the day two days prior to the adjourned meeting, shall be entitled to attend, speak and vote at the Meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You are able to appoint a proxy electronically via the share portal at [www.signalshares.com](http://www.signalshares.com). On the home page, search "DX (Group) Plc" and then register or log in, using your Investor Code. To vote at the Meeting, click on the "Vote Online Now" button by no later than 11.00 am on Tuesday 18 October 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it). Electronic votes and proxy votes should be submitted as early as possible and in any event, to be received by no later than 11.00 am on Tuesday 18 October 2022. Any power of attorney or other authority under which the proxy is submitted must be sent to the Company's Registrar (Link Group, 10<sup>th</sup> Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL) so as to have been received by the Company's Registrars by not later than 11.00 am on Tuesday 18 October 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of the Meeting) You are entitled to request a hard copy form of proxy directly from the Registrar, Link Group shareholder helpline on 0871 664 0300 if calling within the United Kingdom or +44 (0) 371 664 0300 calling from outside the United Kingdom. Lines are open between 9:00am and 5:30pm Monday to Friday. (Calls to the helpline from within the United Kingdom cost 12p per minute plus network extras. Calls to the helpline from outside the United Kingdom will be charged at applicable international rate.) If a paper form of proxy is requested from the Company's Registrar, it must be completed and sent to the Company's Registrar (Link Group, 10<sup>th</sup> Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL) so as to have been received by the Company's Registrars by not later than 11.00 am on Tuesday 18 October 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of the Meeting).
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy is set out in note 2 above.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
5. In the case of a member which is a company, the Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
6. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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.
8. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 am on 18 October 2022. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

# Explanatory Notes to the Notice of General Meeting continued

9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. 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.
11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
13. The following documents will be available for inspection at the registered office of the Company (at an agreed time, please contact [legalandregulatory@dxdelivery.com](mailto:legalandregulatory@dxdelivery.com)) from the date of this Notice and at the place of the Meeting for at least 15 minutes prior to the Meeting until the end of the Meeting:
  - Copies of the service contracts of Executive Directors of the Company.
  - Copies of the letters of appointment of the Non-executive Directors of the Company.
  - A copy of the current Memorandum and Articles of Association of the Company.
14. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
  - [legalandregulatory@dxdelivery.com](mailto:legalandregulatory@dxdelivery.com)
15. You may not use any electronic address provided either in this Notice or any related documents (including the Chairman's letter and any proxy forms) to communicate with the Company for any purposes other than those expressly stated. In particular, the telephone numbers, website and email addresses set out in this Notice or proxy forms are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's General Meeting.