

DX (Group) plc (the "Company")

incorporated and registered in England and Wales with company number 08696699

FORM OF PROXY GENERAL MEETING

Form of Proxy for use by members of DX (Group) plc at the General Meeting to be held at finnCap Ltd, 60 New Broad Street, London EC2M 1JJ at 9.00 a.m. local time on Tuesday, 22 May 2018

I/We

(full name(s) in BLOCK CAPITALS)

of

(address in BLOCK CAPITALS)

being a member/s of the Company, hereby appoint

(name and address of proxy in BLOCK CAPITALS)

or, failing whom, the Chairman of the Meeting as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at 9.00 a.m. local time on Tuesday, 22 May 2018 at finnCap Ltd, 60 New Broad Street, London EC2M 1JJ, United Kingdom (or at any adjournment thereof). I/We direct that my/our proxy will vote (or abstain from voting) on the resolutions set out in the Notice of General Meeting as indicated below:

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to Note 2.

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

ORDINARY RESOLUTIONS

Resolution 1: to authorise the Directors to allot equity securities in respect of the Cancellation

For	Against	Vote withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Resolution 2: to authorise the Directors to allot equity securities in respect of the Fundraising

Resolution 3: to authorise the Directors to allot equity securities in respect of the Recovery Awards and Restricted Share Awards

SPECIAL RESOLUTIONS

Resolution 4: to disapply the statutory pre-emption rights in relation to the allotment of equity securities in respect of the Cancellation

Resolution 5: to disapply the statutory pre-emption rights in relation to the allotment of equity securities in respect of the Fundraising

Resolution 6: to disapply the statutory pre-emption rights in relation to the allotment of equity securities in respect of the Recovery Awards and Restricted Share Awards

ORDINARY RESOLUTION

Resolution 7: to approve the Panel's waiver of Rule 9 of the Takeover Code in respect of the Transaction.

<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Please note that a "vote withheld" is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

Signature of shareholder or common seal/signature of duly authorised officer of corporate shareholder. Note: If joint shareholders, only one joint holder need sign.

Signature

Date

Please return this Form of Proxy to Link Asset Services, by post to PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or (during normal business hours only) by hand in each case to arrive no later than 9.00 a.m. on 18 May 2018. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in the Notes to the Notice of General Meeting.

Notes:

- A proxy need not be a member of the Company but must attend the General Meeting to represent you. You may appoint as your proxy [a] person[s] of your own choice by inserting his/their name[s] in the space provided. If no name is inserted in the space provided the Chairman will be deemed appointed as the proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which he/she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- Please write your name clearly in BLOCK CAPITALS on the form and ensure you sign and date the form where indicated.
- To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline 0871 664 0300 or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his/her discretion. On any other business which properly comes before the General Meeting (including any motion to amend any resolution or to adjourn the General Meeting) the proxy will vote or abstain at his/her discretion.
- To be valid, this Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received by Link Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 9.00 a.m. on 18 May 2018.
- Completion and return of this Form of Proxy will not prevent a member from attending and voting at the General Meeting.
- In the case of a corporate shareholder, this Form of Proxy should either be executed by the Company under seal or signed by a Director or a duly authorised officer or attorney.
- In the case of joint holders, the vote of the first-named in the register of members of the Company will be accepted to the exclusion of that of other joint holders.