

# FORM OF PROXY FOR USE AT THE GENERAL MEETING OF DX (GROUP) PLC TO BE HELD AT DX HOUSE, RIDGEWAY, IVER, SLO 9JQ ON 24 MARCH 2016 AT 10.00 AM

I/We, the undersigned, being (a) member/member(s) of DX (Group) plc, hereby appoint the Chairman of the Meeting or

Name of Proxy \_\_\_\_\_ Number of shares \_\_\_\_\_

as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 10.00 am on 24 March 2016 at the Company's offices at DX House, Ridgeway, Iver, SLO 9JQ and at any adjournment thereof. I/We wish my/our proxy to vote as shown below in respect of the resolutions set out in the Notice of the Meeting.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made\*

\*For the appointment of one or more proxy, please refer to explanatory note 2 (below).

## Resolutions

1. THAT, subject to the confirmation of the Court, the share premium account of the Company be cancelled.  For  Against  Vote withheld (see note 3)

If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the Meeting.

Signed: \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Name: \_\_\_\_\_

Address: \_\_\_\_\_

## Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). 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 (see above) the number of shares in relation to which they are 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).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.
3. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6pm on the day which is two working days before the day of the Meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 10.00 am on 22 March 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The completion and return of this form will not preclude a member from attending the Meeting and voting in person. If you attend the Meeting in person, your proxy appointment will automatically be terminated.
7. To be effective, all votes must be lodged not less than 48 hours before the time of the Meeting (excluding nonworking days) at the office of the Company's registrars at: Capita Asset Services, (PXS), 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Business Reply Plus  
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