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If you have sold or otherwise transferred all of your ordinary shares in DX (Group) plc, you should immediately send this document to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

14 February 2022

Dear Shareholder,

DX (Group) Plc (the “Company” or the “Group”) – Resignation of Grant Thornton

Further to the Company’s announcement issued on 4 February 2022, reporting the resignation of Grant Thornton as the Company’s auditor with effect from 2 February 2022, in accordance with section 520(2) of the Companies Act 2006, we now enclose a copy of Grant Thornton’s statement of reasons (the “Reasons”) relating to its decision to resign as auditor.

As you will ascertain from the statement, Grant Thornton’s Reasons largely focus on the corporate governance inquiry (the “Inquiry”) that is under way, and which was reported by the Company on 25 November 2021. As stated at that time, the Inquiry’s completion is required in order to conclude the audit of the financial statements of the Company for the year ended 3 July 2021.

The Board does not believe that the Reasons accurately reflect the current situation, and reiterates that the Inquiry is connected to a disciplinary matter, and does not relate to the financial performance or the financial position of the Group, consistent with the trading update released on 2 February 2022.

The Inquiry has not proceeded as expediently as initially hoped by the Board and it remains focused on concluding the Inquiry as soon as possible.

Further regulatory announcements will be issued to the market and to shareholders as and when it is appropriate.

Yours faithfully
For and on behalf of
DX (Group) plc

Ronald Series
Chairman



Our ref: LA/MF/RN

DX Group PLC
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Grant Thornton UK LLP

One Valpy
20 Valpy Street
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2 February 2022

08696699

DX (Group) Plc (the Company)

Further to the requirements of section 519 of the Companies Act 2006 we are required to state the reasons connected with our ceasing to hold office.

We are resigning due to serious concerns we have identified during our audit of the financial statements of the Company for the year ended 3 July 2021 (which was our first year as the Company's auditor). That audit has not been completed. Our concerns relate to the Company's governance and to executive conduct, specifically arising in connection with:

- (i) Actual or potential breaches of law and/or regulations by the Company and/or by an entity in the DX (Group) Plc group and/or by employees;
- (ii) The performance of the investigation and subsequent corporate governance inquiry referred to by the Company in its announcement on 25 November 2021, and action in response to the evidence generated by that investigation and inquiry. Our understanding is that privilege is claimed over both the investigation and the inquiry and accordingly we have not set out further details about them in this letter;
- (iii) The provision to us of inaccurate information, which did not in our view give a full picture of the scale and seriousness of the facts referred to in (i) and (ii) above, and the insufficient access we have had to relevant information and documents, in relation to the matters being investigated by the Company.

The Company's Board has failed to make sufficient progress in addressing our concerns.

Given the significance of these matters, we do not consider it appropriate that we continue as auditors.

Auditor Name: Grant Thornton UK LLP

Auditor Address: One Valpy, 20 Valpy Street, Reading, Berkshire, RG1 1AR

Auditor Registration Number: C001110317

Yours faithfully

Grant Thornton UK LLP

Grant Thornton UK LLP