



For use at a meeting of DX (Group) plc convened with the permission of the Court (the "Court Meeting") of the holders of Scheme Shares (as defined in the scheme circular dated 11 December 2023 to be held at Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG at 10:00 a.m. on 9 January 2024.

Investor Code (IVC)

Please detach this portion before posting this proxy form

Form of Proxy - Court Meeting to be held on 9 January 2024 at 10.00 a.m.

Cast your proxy online:

www.signalshares.com

Investor Code (IVC):

View the Scheme Document online: <https://investors.dxdelivery.com/websites/dxgroup/English/5099/offer.html>

To be effective, all proxy appointments must be lodged with the Company's registrars, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 10:00 a.m. on 5 January 2024

Explanatory Notes:

- Terms defined in the DX (Group) plc (the "Company") scheme circular dated 11 December 2023 (the "Scheme Document") shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the Court Meeting are set out, together with explanatory notes, in the notice of Court Meeting contained in Part VIII of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Actions to be Taken by DX Shareholders" set out on pages 9 to 11 of the Scheme Document.
- The Court has appointed Mark Hammond or, failing him, Jonathan Kempster or, failing him, Michael Russell, or failing him, Alison O'Connor, to act as Chair of the Court Meeting and has directed the Chair to report the result thereof to the Court. Shareholders will be given the opportunity to attend, vote and speak in person at the Court Meeting.
- Every Scheme Shareholder (as defined in the Scheme Document) has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, submit written questions and, on a poll, to vote on their behalf at the Court Meeting. DX Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST or Proxymity) set out below. DX Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). 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 reverse) the number of shares in relation to which they are authorised to act as your proxy.
- Entitlement to attend and vote at the Court Meeting or any adjournment thereof and the number of votes which may be cast at the Court Meeting will be determined by reference to the register of members of the Company at 6:00 p.m. (London time) on 5 January 2024 or, if the Court Meeting is adjourned, 6:00 p.m. (London time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the Court Meeting.
- It is requested that this Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) be returned to the Company's Registrar, Link Group by post to PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, so as to be received as soon as possible and in any event not later than 10:00 a.m. on 5 January 2024 (or, in the case of an adjournment of the Court Meeting, 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting. However, if not so lodged, this Form of Proxy may be handed to the representatives of the Link Group or the Chair of the Court Meeting at any time prior to the commencement of the Court Meeting.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar helpline using the details set out in Explanatory Note 18 below or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name (see reverse) the number of Scheme Shares in relation to which they are 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 should be returned together in the same envelope.
- DX Shareholders who hold their shares in uncertificated form through CREST 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 (which can be viewed at www.euroclear.com).
- 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 the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Link Group (ID: RA10) not later than 10:00 a.m. (London time) on 5 January 2024 or, in the case of an adjournment of the Court Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting. 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 Link Group are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 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 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 any 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. For further information on the logistics of submitting messages in CREST, 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
- Proxymity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:00 a.m. (London time) on 5 January 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- As an alternative to completing and returning this Form of Proxy, proxies may be appointed electronically by logging on to the following website: www.signalshares.com and following the instructions therein. For an electronic proxy appointment to be valid, the appointment must be received by Link Group not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the Court Meeting or any adjournment thereof. Full details of the procedure to be followed to appoint a proxy electronically are given on the website.
- The above is how your address appears on the Register of Members. If this information is incorrect, please contact the Registrar using the details set out in Explanatory Note 18 below to request a change of address form or go to www.signalshares.co.uk to use the online Investor Centre service.
- Any alterations made to this Form of Proxy should be initialled.
- The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST, Proxymity or by any other procedure described in the Scheme Document) will not prevent you from attending, voting and speaking in person at the Court Meeting, if you are entitled to and wish to do.
- In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated.
- If you have any questions about the Scheme Document or the Court Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, please call Link Group on 0371 664 0300 (from within the UK) or on +44 (0)371 664 0300 (from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Kindly Note: This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Link Group accept no liability for any instruction that does not comply with these conditions.

All named holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.

Please leave this box blank if you want to select the Chair. Do not insert your own name(s)

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I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, submit written questions and vote in respect of my/our full voting entitlement* on my/our behalf at the Court Meeting of DX (Group) plc to be held at **Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG** on **9 January 2024 at 10:00 a.m.** and at any adjourned meeting, for the purposes of considering and, if thought fit, approving (with or without modification) the proposed Scheme of Arrangement (the "**Scheme**") referred to in the Notice convening the Court Meeting and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

* For the appointment of more than one proxy, please refer to Explanatory Note 6 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a black pen.

Please sign ONE of the boxes below.

IMPORTANT: if you wish to vote for the Scheme, sign the box marked "FOR the Scheme", or if you wish to vote against the Scheme, sign in the box marked "AGAINST the Scheme". If you sign in both boxes, or if you do not sign in either, then this form of proxy will be invalid.

FOR the Scheme

Signature

Date

AGAINST the Scheme

Signature

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity

Company Name

Official Capacity

If signing under a power of attorney or other authority, please return such power or authority (or a duly certified copy thereof) to the Registrar with this Form of Proxy.
I/We instruct my/our proxy as indicated on this Form of Proxy.

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



The General Meeting to be held at Addleshaw Goddard
LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG
at 10:15 a.m.

Investor Code (IVC)

Please detach this portion before posting this proxy form

Form of Proxy - General Meeting to be held on 9 January 2024 at 10.15 a.m.

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Investor Code (IVC):

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To be effective, all proxy appointments must be lodged with the Company's registrars, Link Group, at
PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 10:15 a.m. on 5 January 2024

Explanatory Notes:

- Terms defined in the DX (Group) plc (the "Company") scheme circular dated 11 December 2023 (the "Scheme Document") shall apply equally in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the General Meeting are set out, together with explanatory notes, in the notice of General Meeting contained in Part IX of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Actions to be Taken by DX Shareholders" set out on pages 9 to 11 of the Scheme Document.
- DX Shareholders will be given the opportunity to attend, speak and vote in person at the General Meeting, further details of which are set out in Explanatory Note 3 below and on pages 9 to 11 of the Scheme Document.**
- Every DX Shareholder (as defined in the Scheme Document) has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights to attend, ask questions and, on a poll, to vote on their behalf at the General Meeting. DX Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, online or electronically through CREST or Proxymity) set out below. DX Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). 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 reverse) the number of shares in relation to which they are authorised to act as your proxy. Unless otherwise instructed, a person appointed as proxy will exercise his or her discretion as to any business other than the resolution to approve the Scheme (including any procedural business and any resolution to adjourn) which may come before the General Meeting.
- Entitlement to attend and vote in person (or by proxy) at the General Meeting or any adjournment thereof and the number of votes which may be cast at the General Meeting will be determined by reference to the register of members of the Company at 6:00 p.m. (London time) on 5 January 2024 or, if the General Meeting is adjourned, 6:00 p.m. (London time) on the date which is two Business Days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote (or by proxy) in person at the General Meeting.
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- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar helpline using the details set out in Explanatory Note 18 below or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name (see reverse) the number of Scheme Shares in relation to which they are 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 should be returned together in the same envelope.
- DX Shareholders who hold their shares in uncertificated form through CREST 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 (which can be viewed at www.euroclear.com).
- 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 the specifications of Euroclear and must contain the information required for such instructions as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Link Group (ID: RA10) not later than 10:15 a.m. (London time) on 5 January 2024 or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for the adjourned meeting. 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 Link Group are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
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- Any alterations made to this Form of Proxy should be initialled.
- The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST, Proxymity or by any other procedure described in the Scheme Document) will not prevent you from attending, speaking and voting in person at the General Meeting, if you are entitled to and wish to do.
- In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- As an alternative to appointing a proxy, any holder of Scheme Shares which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- The "Vote Withheld" option is provided overleaf (and may be available on the CREST system) to enable you to abstain from voting. 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.
- You may not use any electronic address provided either in the notice of General Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any reason other than those expressly stated. If you have any questions about the Scheme Document or the General Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically, please call Link Group on 0371 664 0300 (from within the UK) or on +44 (0)371 664 0300 (from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
- To be valid, this form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, this form must be executed either in accordance with section 44 of the Companies Act 2006 or under the hand of an officer, attorney or other person duly authorised to sign it.

Kindly Note: This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Link Group accept no liability for any instruction that does not comply with these conditions.

All named holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.

Please leave this box blank if you want to select the Chair. Do not insert your own name(s)

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I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, submit written questions and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of DX (Group) plc to be held at **Addleshaw Goddard LLP, Milton Gate, 60 Chiswell Street, London, EC1Y 4AG** on **9 January 2024 at 10:15 a.m.** (or as soon thereafter as the Court Meeting concludes or is adjourned).

* For the appointment of more than one proxy, please refer to Explanatory Note 6 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black pen**. Mark with an **X** inside the box as shown in this example.

Special Resolution

For Against **Vote Withheld**

1. For the purposes of the Scheme:

- a. to authorise the directors of the Company to take all such action as they consider necessary or appropriate for carrying the Scheme into effect; and
- b. to amend the articles of association of the Company.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting.

Signature

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Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).