



DFI Retail Group Holdings Limited Annual General Meeting 2023

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial adviser duly authorised under the United Kingdom's Financial Services and Markets Act 2000 if you are resident in the United Kingdom. If you reside outside the United Kingdom, please consult an authorised financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in DFI Retail Group Holdings Limited, you should immediately forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the shareholders of DFI Retail Group Holdings Limited will be held at Jardine House, 33-35 Reid Street, Hamilton HM 12, Bermuda, on Thursday, 4th May 2023 at 8.00 a.m. for the following purposes:

1. To receive and consider the Financial Statements and the Independent Auditors' Report for the year ended 31st December 2022.
2. To declare a final dividend for the year ended 31st December 2022.
3. To re-elect Clem Constantine as a Director.
4. To re-elect Adam Keswick as a Director.

To consider and, if thought fit, adopt with or without amendments the following Ordinary Resolutions:

5. To appoint PricewaterhouseCoopers, Hong Kong as the Auditors and to authorise the Directors to fix their remuneration.
6. That:
 - (a) the exercise by the Directors during the Relevant Period (being the period from the passing of this Resolution until the earlier of the conclusion of the next Annual General Meeting, or the expiration of the period within which such meeting is required by law to be held, or the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in a general meeting) of all powers of the Company to allot or issue shares and to make and grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period up to an aggregate nominal amount of US\$25.1 million, be and is hereby generally and unconditionally approved; and
 - (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted wholly for cash (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (being an offer of shares or other securities to holders of shares or other securities on the Register on a fixed record date in proportion to their then holdings of such shares or other securities or otherwise in accordance with the rights attaching thereto (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory)), or the issue of shares pursuant to the Company's share-based long-term incentive plans, shall not exceed US\$3.8 million, and the said approval shall be limited accordingly.

By Order of the Board
Jonathan Lloyd
Company Secretary

3rd April 2023

Explanatory Notes to the Notice of Annual General Meeting

Non-routine business

The following items of non-routine business are being dealt with as ordinary resolutions at the Annual General Meeting:

Resolution 5

At each Annual General Meeting of the Company, the Company is required to appoint an Auditor to hold office until the conclusion of the next Annual General Meeting. The current Auditor of the Company is PricewaterhouseCoopers LLP ('PwC UK'). The Audit Committee has recommended that the Company appoint PricewaterhouseCoopers, Hong Kong, also a PricewaterhouseCoopers network firm and which has conducted much of the audit work on behalf of PwC UK for many years, as its Auditor in place of PwC UK for future audit processes, to streamline audit procedures and align the location of the firm acting as Auditor more closely with the location of the Company's businesses.

Resolution 6

This Resolution relates to the renewal of the authority for the Company to allot its shares. If Resolution 6 is passed, the new authority would permit the allotment of relevant securities by the Company with an aggregate nominal value of up to US\$25.1 million representing 451,216,906 ordinary shares of US\$55 each and representing approximately 33% of the total ordinary share capital of the Company on issue as at 26th March 2023, the latest practicable date before the publication of this document. Included within the authority is the Company's ability to issue ordinary shares for cash consideration (other than by way of a Rights Issue or pursuant to the Company's share-based long-term incentive plans) limited to a total of some 67,682,535 ordinary shares, representing approximately 5% of the total ordinary share capital of the Company on issue as at 26th March 2023. The proposed authority will expire after the next Annual General Meeting or on 3rd August 2024, whichever is earlier. The Company intends to seek renewal of the authority for the Company to allot its shares at future Annual General Meetings.

Save for the allotment of ordinary shares under the Company's share-based long-term incentive plans, the Directors have no present intention to exercise this authority. No pre-emptive rights exist under Bermuda law in relation to issues of new shares by the Company.

In the opinion of the Board, the proposals set out in Resolutions 5 and 6 are in the best interests of shareholders as a whole, and the Board recommends that shareholders vote in favour of the Resolutions.

Notes:

A shareholder entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of them; a proxy need not also be a shareholder of the Company. A form of proxy is enclosed for use by registered shareholders. Completion and return of the proxy will not preclude a shareholder from attending and voting in person.

Investors holding their shares as Depository Interests within the CREST system in the United Kingdom who are entitled to vote should complete the Form of Direction ('Form') provided to them and return it to Link Group according to the instructions given in the Form. Such investor who wishes to attend the Annual General Meeting should request a Letter of Representation by contacting the Depository at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom or by emailing Nominee.Enquiries@linkgroup.co.uk no later than 8.00 a.m. (UK time) on 28th April 2023.

Investors holding their shares through a nominee within The Central Depository (Pte) Limited system in Singapore or other agent should contact their nominee, depository agent or professional adviser concerning the procedures required to enable them to be represented and to vote at the Annual General Meeting.