DXS INTERNATIONAL PLC

Annual General Meeting

FORM OF PROXY

I/We, the undersigned, being a member of the above-named company, hereby appoint the Chairman of the meeting or, failing him, ... as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held on 19th December 2024 at Noon and at any adjournment thereof, and to vote as indicated below.

	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD[1]	DISCRETIONARY[2]
1.	To receive the Accounts for the year ended 30th April 2024;	☐	☐	☐	☐
2.	To re-appoint Crowe U.K. LLP as auditors;	☐	☐	☐	☐
3.	To accept the retirement by rotation of Mr. Sutcliffe and re-appoint him as a Director;	☐	☐	☐	☐
4.	To authorise the Directors to allot relevant securities pursuant to Section 551 of the Companies Act 2006;	☐	☐	☐	☐
5.	To disapply the pre-emptive rights contained in Section 570 of the Companies Act 2006;	☐	☐	☐	☐
6.	To authorise the Company to make on market purchases of up to 2,000,000 Ordinary Shares;	☐	☐	☐	☐

Please indicate with an "X" in the appropriate boxes how you wish to vote.

The proxy will exercise his discretion as to how he votes or whether he abstains from voting on any resolution referred to above if no instruction is given in respect of that resolution.

1 The "Vote Withheld" option is to enable you to abstain on the specified resolution. Please note that a "Vote Withheld" has no legal effect and will not be counted in the votes "For" and "Against" a resolution.

2 If you select "Discretionary" or fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolution.

Print name:... Date: 2024

Signature:.. Email: ....

Notes:

(i) To be effective, this form of proxy must be lodged with the Company at the address overleaf not later than 48 hours before the start of the meeting. Alternatively, a scanned copy of the completed and signed form of proxy may be emailed to agm@dxs-systems.co.uk not later than the above time. This email address is only for use in submitting proxies for this AGM.

(ii) In the case of a corporation, the form must be executed under the hand of an officer or attorney duly authorised in writing.

(iii) In the case of joint holders the signature of any of them will suffice but the names of all joint holders should be shown. The vote of the senior joint holder who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

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Stamp

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