

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from your stockbroker, solicitor, accountant, fund manager or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if you are not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in DXS International plc ("**Company**"), please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for transmission to the purchaser or transferee.

DXS INTERNATIONAL plc

Registered in England and Wales No. 06311313

Registered office: 119 St Marys Road, Market Harborough, Leicestershire, England, LE16 7DT

DXS INTERNATIONAL plc
Suite 2, Second Floor,
Ash House, Tanshire Park,
Shackleford Rd,
Elstead, Surrey
GU8 6LB

20th November 2024

Dear Shareholder

ANNUAL GENERAL MEETING 2024

I am pleased to send you details of our 2024 Annual General Meeting ("**AGM**"), which will be held at Elm House, Tanshire Park, Shackleford Rd, Elstead, Surrey GU8 6LB on 19th December 2024 at Noon.

The formal notice of the AGM ("**Notice**") is enclosed with this letter and sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

Attendance and Voting

We appreciate the need to communicate effectively with shareholders and we are delighted that we can again welcome shareholders to Tanshire Park.

However, the Board of Directors are aware that some shareholders may not be able to attend in person and for those shareholders that are unable to attend I would encourage you to vote on all resolutions by appointing the Chairman of the AGM as your proxy.

If the Chairman of the AGM is appointed as proxy, he or she will vote in accordance with any instructions given to them. If the chairman of the AGM is given discretion as to how to vote, he or she will vote in favour of each of the resolutions to be proposed at the AGM.

This year, shareholders will be asked to approve six resolutions. Resolutions 1, 2, 3, 4 and 6 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50 per cent of the votes cast must be in favour of the resolution. Resolution 5 is being proposed as a special resolution. This means that, for this resolution to be passed, at least 75 per cent of the votes cast must be in favour of it.

SUMMARY

Resolution 1: Annual report and accounts

The directors must present the Company's annual accounts and directors' and auditors' reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 30th April 2024 and are called the Annual Report Year Ended April 2024. This Annual Report 2024 is available on the Company's website – www.dxs-systems.co.uk.

Resolution 2: Re-Appointment of Auditors

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. The Board propose Crowe U.K. LLP for re-appointment. Therefore, Resolution 2 proposes the re-appointment of Crowe U.K. LLP as auditors (to hold office until the next such meeting), and, in accordance with the Company's usual practice, authorises the Board to determine the auditors' remuneration.

Resolution 3: Retirement by Rotation of a Director

A proportion of the current Directors of the Company is required by its Articles to retire by rotation at each Annual General Meeting. This year it is the turn of Mr Sutcliffe, the Chairman, to retire and he has confirmed that he wishes to be re-appointed.

Resolution 4: Authority to allot shares

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders in general meeting.

Resolution 4 renews a similar authority given at last year's AGM and, if passed, will authorise the directors to allot shares in the Company (and to grant such rights) up to an aggregate nominal amount of £66,000 (which represents 31.24 per cent of the issued ordinary share capital of the Company as at 31st October 2024, being the last practicable date before the publication of this document). If given, this authority will expire at the conclusion of the Company's next AGM or on 30th November 2025 (whichever is the earlier). It is the directors' intention to renew this authority each year.

Resolutions 5: Disapplication of pre-emption rights

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Act) for cash then under the Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 5, which will be proposed as a special resolution, renews a similar power given at last year's AGM and, if passed, will enable the directors to allot equity securities for cash without having to comply with statutory pre-emption rights.

The powers proposed under resolution 5 will be limited to allotments:

- (a) in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £66,000 (which represents approximately 31.24 per cent of the issued ordinary share capital of the Company as at 31st October 2023, being the last practicable date before the publication of this document).

If given, these powers will expire at the conclusion of the Company's next AGM or on 30th November 2025 (whichever is the earlier). It is the directors' intention to renew this power each year.

Resolution 6: Purchase by the Company of its own shares

Resolution 6, which will be proposed as an ordinary resolution, renews a similar authority given at last year's AGM. If passed, it will allow the Company to purchase up to 2,000,000 ordinary shares in the market (which represents approximately 3.12 per cent of the issued ordinary share capital of the Company as at 31st October 2023, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. If given, this authority will expire at the conclusion of the Company's next AGM or on 30th November 2024 (whichever is the earlier). It is the directors' intention to renew this authority each year.

Your Board considers that each of the resolutions that have been sent to you is important to promote the success of and in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings. Proxies may be returned by post, using the form enclosed with this letter, or by email to agm@dxs-systems.co.uk.

Should you wish to discuss any matters with me feel free to either email me directly at david@dxs-systems.com or call me on +44 (0)7877 977 261.

Yours sincerely

David Immelman

Chief Executive

