



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 advice from an independent professional advisor authorised under the Financial Services and Markets Act 2000 (or an appropriately authorised independent financial advisor if you are in a territory outside the United Kingdom).

If you have sold or transferred all of your shares in Currys plc, please forward this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these to the person who now holds the shares.

Notice of 2023 Annual General Meeting

The Currys plc Annual General Meeting 2023 will be held at 11.00am on Thursday 7 September 2023 at Hilton London Kensington, 179-199 Holland Park Avenue, London, W11 4UL.

Shareholders are encouraged to vote in favour of all resolutions proposed as soon as possible. Shareholders can send questions to any member of the Board via cosec@currys.co.uk. Votes and questions must be submitted before 11.00am on Tuesday 5 September 2023.

Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the Annual General Meeting. Appointments can be registered electronically on www.sharevote.co.uk and must be received by the Company's registrars no later than 11.00am on Tuesday 5 September 2023.

Currys plc

Registered office: 1 Portal Way, London, W3 6RS

Registered in England and Wales number: 07105905

Notice of 2023 Annual General Meeting

Notice is hereby given that the ninth Annual General Meeting ('AGM') of the members of Currys plc (the 'Company') will be held at 11.00am on Thursday 7 September 2023 at Hilton London Kensington, 179-199 Holland Park Avenue, London, W11 4UL.

Shareholders will be asked to consider and, if thought fit, to pass the following resolutions all of which are being proposed as ordinary resolutions except for resolutions 17, 18 and 19 which will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

Notes explaining the resolutions are provided on pages 4 and 5.

Ordinary Resolutions

Annual Report and Accounts

1. To receive the Company's Annual Report and Accounts, including the strategic report and the reports of the directors and auditor for the period ended 29 April 2023.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report set out on pages 125 to 157 of the Annual Report and Accounts 2022/23.

Election of directors

3. To elect Magdalena Gerger as a director.
4. To elect Adam Walker as a director.

Re-election of directors

5. To re-elect Alex Baldock as a director.
6. To re-elect Eileen Burbidge MBE as a director.
7. To re-elect Tony DeNunzio CBE as a director.
8. To re-elect Ian Dyson as a director.
9. To re-elect Bruce Marsh as a director.
10. To re-elect Fiona McBain as a director.
11. To re-elect Gerry Murphy as a director.

Auditor

12. To reappoint KPMG LLP as auditor of the Company to hold office until the end of the next general meeting at which accounts are laid before the members of the Company.
13. To authorise the directors to determine the auditor's remuneration.

Political donations

14. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act') and for the purposes of Part 14 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:
 - (a) make political donations to political parties and / or independent election candidates not exceeding £25,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and

- (c) incur political expenditure not exceeding £25,000 in total,

during the period beginning with the date of passing of this resolution and ending at the close of business on 28 October 2024 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024, provided that the total aggregate amount of the political donations and political expenditure made or incurred by the Company and its subsidiaries shall not exceed £25,000.

For the purposes of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Act as at the date of this Notice of AGM.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation and approval.

Authority to allot shares

15. That the directors are generally and unconditionally authorised, pursuant to, and in accordance with, section 551 of the Act to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £377,832. This authority shall expire at the earlier of close of business on 28 October 2024 and the conclusion of the annual general meeting of the Company to be held in 2024 except that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired and the directors may allot shares or grant rights under any such offer or agreement as if the authority had not expired. All authorities vested in the directors on the date of this Notice of AGM to allot shares or grant rights that remain unexercised at the commencement of this AGM are revoked.

Share Scheme

16. That the Currys Savings-Related Share Option Scheme 2023 ('SAYE'), the principal terms of which are summarised in the Appendix to this Notice of AGM, and the draft rules of which are produced to the meeting and initialled by the Chair of the meeting for the purpose of identification, is approved and the Directors are authorised to:
 - (a) do all acts and things which they may consider necessary or expedient to implement and operate the SAYE; and
 - (b) adopt further plans based on the SAYE, but modified, to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under any such further plans are treated as counting against any limits on individual or overall participation in the SAYE.

Special Resolutions

Disapplication of pre-emption rights

17. That, subject to the passing of Resolution 15 in this Notice of AGM, and in place of the existing power given to the directors pursuant to the special resolution of the Company passed on 8 September 2022 to the extent unexercised, the directors are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 15 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, such power to be limited to:

- (a) the allotment of equity securities or sale of treasury shares for cash in connection with a pre-emptive offer or rights issue that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares, subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, treasury shares any legal or practical problems, the requirements of any regulatory body or any other matter; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to a maximum aggregate nominal value of £56,675.

and this power to expire (unless previously renewed, varied or revoked by the Company in general meeting) on the revocation or expiry of the authority conferred on the directors by Resolution 15 in this Notice of AGM, save that in each case prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires, and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Authority to purchase own shares

18. That, pursuant to section 701 of the Act, the Company is unconditionally and generally authorised for the purposes of section 693 of the Act to make market purchases (as defined in section 693(4) of the Act) of its ordinary shares provided that:

- (a) the maximum aggregate number of shares hereby authorised to be purchased is 113,349,465;
- (b) the minimum price (exclusive of expenses) which may be paid for each such share is its nominal value;
- (c) the maximum price (exclusive of expenses) that may be paid for each such share is the higher of (a) an amount equal to 5% over the average closing price for an ordinary share, based on the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which the Company agrees to buy the shares; and (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

- (d) this authority shall expire at the close of business on 28 October 2024 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024; and
- (e) the Company may enter into a contract or contracts to purchase ordinary shares prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such contract or contracts as if this authority had not expired.

Notice of general meetings

19. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Recommendation

The directors consider that all the resolutions proposed in this Notice of AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the members' benefit. The directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do in respect of their own beneficial holdings (other than in respect of those matters in which they have an interest).

By Order of the Board,



Nigel Paterson

Company Secretary
6 July 2023

Registered office:
1 Portal Way
London
W3 6RS

Explanatory notes

Resolutions 1 to 16 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the total voting rights of members who vote must be in favour of the resolution.

Resolutions 17 to 19 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the total voting rights of members who vote must be in favour of the resolution.

Annual Report and Accounts

Resolution 1

The Act requires the directors of a public company to present the Company's Annual Report and Accounts to shareholders at a general meeting. Copies of the full Annual Report and Accounts for the period ended 29 April 2023 (the 'Annual Report and Accounts 2022/23') are available on the Company's website at www.currysplc.com/investors.

Remuneration Report

Resolution 2

In accordance with the Act, shareholders are invited to approve the Directors' Remuneration Report for the financial period ended 29 April 2023. The Directors' Remuneration Report sets out the pay and benefits received by each of the directors for the financial period and is set out on pages 125 to 157 of the Annual Report and Accounts 2022/23.

The vote on this resolution is advisory only and the directors' entitlement to remuneration is not conditional on its being passed.

Directors

Resolutions 3 and 4

Since the annual general meeting held on 8 September 2022, Magdalena Gerger and Adam Walker have been appointed by the Board as directors. As required by the Articles of Association of the Company, Magdalena Gerger and Adam Walker will stand for election by shareholders for the first time.

In reviewing the recommendation of the Nominations Committee concerning their election, the Board concluded that Magdalena Gerger and Adam Walker will make an effective and valuable contribution to the Board. The Board unanimously recommends their elections.

Biography – Magdalena Gerger

Magdalena Gerger joined the Board as a non-executive director on 1 May 2023. She became a member of the Nominations, Remuneration and ESG Committees on 6 July 2023. Her former roles include President & CEO of Systembolaget, Senior Vice President of Arla Foods, Category Head for Nescafe and Retail Coffee at Nestle UK, and UK Marketing Director at Tambrands (now Procter & Gamble) and ICI Paints. Magdalena has over 20 years' non-executive director experience, and her past roles include Ingka Holding BV (IKEA), Husqvarna AB and Ahlsell AB. She is currently a non-executive director of Peab AB and Investor AB, and Chair of Nefab Group, the Business Council of The Royal Swedish Academy of Engineering Sciences and the British Swedish Chamber of Commerce.

Biography – Adam Walker

Adam Walker joined the Board as a non-executive director and a member of the Audit and Remuneration Committees on 8 June 2023.

Adam's former roles include Group CFO at National Express Group PLC, Group CFO at Informa PLC, Group CFO of GKN plc and CEO of GKN Land Systems. More recently, he was Executive Vice President and Group Chief Financial Officer of IHS Holding Limited ('IHS Towers'), the largest global telecommunications tower company, from 2017 to 2022. IHS Towers listed on NYSE in October 2021. Adam was a non-executive director and Chair of the Audit Committee at Kier Group plc from 2016 to 2019.

Adam is a non-executive director and Chair of the Audit Committee at Tritium DCFC Limited, listed on Nasdaq.

Resolutions 5 to 11

Notwithstanding the specific rotational retirement provisions in the Company's Articles of Association, the Board has determined that, in accordance with the UK Corporate Governance Code 2018, all members of the Board will retire from office at the AGM, and each shall stand for re-election.

The biographies of all the directors standing for re-election are set out on pages 92 and 93 of the Annual Report and Accounts 2022/23.

Following the Board evaluation process conducted during the year, the Board, supported by the Nominations Committee, considers that each of the directors proposed for re-election has demonstrated commitment to the role and continue to make an effective and valuable contribution that is important to the Company's long-term sustainable success. The Board is content that each non-executive director seeking re-election is independent in character and there are no relationships or circumstances likely to affect their character or judgement.

Auditor reappointment and remuneration

Resolution 12

The Act requires the directors of a public company to appoint an auditor at each general meeting at which accounts are presented, to hold office until the conclusion of the next such meeting.

The Audit Committee has recommended to the Board, and the Board now proposes to shareholders, the reappointment of the Company's existing auditor. The reasons for the Audit Committee's recommendation are outlined on page 118 of the Annual Report and Accounts 2022/23.

The Audit Committee has confirmed to the Board that its recommendation is free from third-party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor.

Resolution 13

The Act requires that the auditor's remuneration be fixed by the Company's shareholders or in such a manner as they determine. This resolution proposes that the directors be authorised to determine the remuneration of the auditor. The Audit Committee will consider and approve the audit fees on behalf of the Board.

Political donations

Resolution 14

Part 14 of the Act requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any 12-month period, and for any political expenditure, subject to limited exceptions. The definitions of political donations and political expenditure are very wide and extend to bodies such as those concerned with policy review, law reform and the representation of the business community. It could include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support, or influence support for, a particular party.

It remains the policy of the Company not to make political donations nor incur political expenditure as those expressions are normally understood. The directors consider, however, that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the Act, the directors are seeking shareholders' authority for the Company and its subsidiaries to make political donations and to incur political expenditure on a precautionary basis, up to the amount specified in the resolution.

No political expenditure was incurred during the period ended 29 April 2023 as confirmed on page 95 of the Annual Report and Accounts 2022/23. The authority set out in this resolution will expire at the close of business on 28 October 2024 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024. It is envisaged that renewal will be sought at the 2024 and subsequent annual general meetings.

Allotment of shares

Resolution 15

The purpose of this resolution is to renew the directors' general authority to allot new shares in the Company and to grant rights to subscribe for, or to convert any securities into, shares. If passed, this resolution will give the directors authority to allot unissued share capital in any circumstances up to a maximum aggregate nominal value of £377.832 being a sum equal to approximately one-third of the issued ordinary share capital of the Company as at 6 July 2023*, being within the limits prescribed by The Investment Association.

The authority sought under this resolution will expire at the close of business on 28 October 2024 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024.

There are no present plans to allot new shares in the Company, other than in connection with employee share schemes. However, the directors consider it desirable to maintain the flexibility that this authority provides to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. As at 6 July 2023*, no ordinary shares were held by the Company as treasury shares.

Share Scheme

Resolution 16

The Currus Savings-Related Share Option Scheme 2023 ('**SAVE**') will replace the Company's existing savings related share option scheme ('**Existing Scheme**') which was established in 2013. The SAVE is a savings-related share option scheme under which options to acquire ordinary shares in the Company may be granted to qualifying employees. The SAVE is intended to satisfy the conditions of schedule 3 to the Income Tax (Earnings & Pensions) Act 2003 such that options granted pursuant to the SAVE may benefit from certain tax reliefs on exercise of the options. The SAVE is similar to the Existing Scheme, but has been updated primarily to reflect changes in legislation and practice since the Existing Scheme was adopted. A summary of the principal terms of the SAVE is set out in the Appendix to this Notice of AGM.

Disapplication of pre-emption rights

Resolution 17

If the directors allot new shares or other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares or securities are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights).

The Act permits the disapplication of pre-emption rights by a special resolution of the Company. The purpose of Resolution 17 is to empower the directors to allot new shares pursuant to the authority given by Resolution 15, or to sell treasury shares, for cash free from statutory pre-emption rights in certain limited situations. The power sought replicates the power granted at last year's annual general meeting and which is due to expire at the AGM.

Sub-paragraph (a) of Resolution 17 seeks shareholder approval to allow the directors to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. This will enable the Board to make arrangements it deems appropriate to deal with certain legal, regulatory or practical difficulties.

For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those residing in certain overseas jurisdictions.

Sub-paragraph (b) of Resolution 17 seeks shareholder approval to allow the directors to allot shares for cash (otherwise than in connection with a pre-emptive offer or rights issue) up to a maximum aggregate nominal value of £56.675 which represents approximately 5% of the nominal amount of the issued ordinary share capital as at 6 July 2023* without the shares first being offered to existing shareholders in proportion to their existing holdings.

The 5% maximum limit is in line with the Pre-Emption Group's Statement of Principles. Additionally, in accordance with those Principles, the directors do not intend to issue for cash, on a non-pre-emptive basis, more than 7.5% of the issued ordinary share capital of the Company over a rolling three-year period without prior consultation with shareholders.

The directors do not intend to seek a separate disapplication power over an additional 5% of the share capital for specific use in connection with acquisitions or capital investments as permitted by the Pre-Emption Group.

Authority to purchase own shares

Resolution 18

The Act permits a company to purchase its own shares provided that the purchase has been authorised by the company in general meeting. This resolution renews the authority granted at last year's annual general meeting and grants the Company authority to purchase its own shares up to a maximum amount of 113,349,465 until the close of business on 28 October 2024 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024. In line with institutional investor guidelines, the maximum number of shares that can be repurchased under this resolution represents 10% of the ordinary shares in issue as at 6 July 2023*.

The Company will comply with the Financial Conduct Authority's Listing Rules and relevant investor guidelines in force at the time the Company undertakes any purchase of its own shares. The Listing Rules in force at the date of this document specify that the maximum price for each share is the higher of: (i) 5% above the average market value of the Company's equity shares for the five business days prior to the day the purchase is made; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. The minimum price for a share shall be its nominal value.

As at 6 July 2023* there were outstanding options (granted under all share option schemes operated by the Company) to subscribe for 99,417,460 new ordinary shares in the Company. This represented 8.77% of the Company's issued ordinary share capital at that date. If this authority to repurchase were exercised in full, such options would represent approximately 9.75% of the issued share capital at such date.

The directors have no present intention of exercising this authority but wish to have the flexibility to do so in future. The directors only propose to make share purchases where the expected effect would be to increase earnings per share and, having reviewed the overall financial position of the Company, if such purchases were considered to be in the best interests of the shareholders generally. Furthermore, any director with a conflict of interest in respect of a particular exercise of the Company's power to purchase its own shares will not be involved in the decision to so exercise such power. Any purchases would be made through the London Stock Exchange and purchased shares would be cancelled (in which case the number of shares in issue would thereby be reduced) or, alternatively, held in treasury, depending on which course of action is considered by the directors to be in the best interests of the shareholders at that time.

Notice of general meetings

Resolution 19

The Act requires the notice period for a general meeting of listed companies to be 21 clear days unless the shareholders of the Company approve a shorter notice period, which cannot be less than 14 clear days. However, for annual general meetings, the requirement remains as 21 clear days.

Where a company wishes to take advantage of this 14 clear days' notice period for a general meeting (other than an annual general meeting), it must: (i) offer a facility for members to vote by electronic means; and (ii) pass an annual resolution of members approving the reduction of the minimum notice period from 21 to 14 clear days. Resolution 19 seeks such approval.

If passed, this authority will remain in effect until the date of the annual general meeting of the Company to be held in 2024. The shorter notice period will not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of the shareholders as a whole.

* 6 July 2023 being the latest practicable date prior to the publication of this Notice of AGM.

General notes

Entitlement to attend and vote

To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes shareholders may cast), shareholders must be registered on the register of members of the Company as at 6.30pm on Tuesday 5 September 2023 or, in the event of any adjournment, in the register of members at 6.30pm on the date two business days before the date of any adjourned meeting. Changes to entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any persons to vote at the meeting.

Joint shareholders

All joint shareholders may attend and speak at the AGM. However, only the vote of the most senior joint shareholder who votes (in person or by proxy) may be counted by the Company. The most senior joint shareholder of a share shall be determined by the order in which the names of the joint holders stand in the register of members (the first name being the most senior).

Voting

Voting on each of the resolutions to be put to the meeting will be conducted by way of a poll. This means each shareholder can exercise one vote for each share held.

Shareholders are requested to vote on the resolutions in advance of the AGM and submit any questions to the Board by email to cosec@currys.co.uk in advance of the meeting.

The Company has included a vote 'Withheld' option to allow shareholders to withhold their vote on any resolution. Shareholders should be aware that a vote withheld is not a vote in law.

Voting results will be published on the Company's website at www.currysplc.com following the conclusion of the AGM.

Shareholders can vote:

- in person at the AGM
- online
- by post
- by appointing a proxy

Attending in person

Date: Thursday 7 September 2023

Time: 11.00am

Location: Hilton London Kensington,
179-199 Holland Park Avenue,
London, W11 4UL

Tea and Coffee will be available before and after the AGM. A light lunch will be provided after the meeting at 12.00pm.

Shareholders have the right to ask questions at the meeting. The Company must cause to be answered any question relating to the business being dealt with at the AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Shareholders are encouraged to submit any questions they may have in advance by email to cosec@currys.co.uk by 11.00am on Tuesday 5 September 2023.

Shareholders are requested to bring their Voting Instruction Card with them on the day.

Voting online

Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, www.sharevote.co.uk using their personal Authentication Reference Number (this is the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the Proxy Form or Voting Instruction Card). Alternatively, shareholders who have already registered with Equiniti

Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the on screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.

Voting by post

Shareholders that are unable to vote online can contact Equiniti and request a Form of Proxy to be sent to them by post.

Shareholders should indicate, by inserting an 'X' in black or blue ink in the appropriate box on the form of proxy, how they wish their vote to be cast on each resolution.

A shareholder wishing to appoint a proxy can use the form to appoint either a named person or the Chair of the meeting. If a shareholder signs and returns the form of proxy with no name inserted in the space provided, the Chair of the meeting will be deemed to be their proxy.

To be valid, the hard copy Form of Proxy, together with any power of attorney or other authority under which it is signed, or a duly certified or office copy thereof, must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Equiniti, not later than 11.00am on Tuesday 5 September 2023, or if the meeting is adjourned, no later than 2 business days before the time fixed for the adjourned meeting.

Appointment of Proxies

A shareholder who is entitled to vote at the meeting is entitled to appoint a proxy to vote on their behalf. Shareholders can appoint the Chair of the meeting. A proxy does not need to be a member of the Company. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A member can appoint a proxy by:

- submitting a proxy appointment online at www.sharevote.co.uk before 11.00am on Tuesday 5 September 2023. Shareholders will be asked to provide the Voting ID, Task ID and Shareholder Reference Number information available on the Voting Instruction Card. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk;
- submitting (if the member is a CREST member) a proxy appointment electronically by using the CREST voting service as described below before 11.00am on Tuesday 5 September 2023;
- if you are an institutional investor, you may 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 11.00am on Tuesday 5 September 2023 in order to be considered valid. 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; or
- requesting a hard copy Form of Proxy from Equiniti and returning the completed form to Equiniti before 11.00am on Tuesday 5 September 2023.

For assistance in appointing a proxy, members can contact Equiniti.

Where a shareholder appoints as their proxy someone other than the Chair of the meeting, they are responsible for ensuring that their proxy is aware of their voting intentions.

If a shareholder does not indicate how their proxy is to vote, they will be deemed to have authorised their proxy to vote or to withhold their vote as the appointed proxy thinks fit. Their proxy will also be entitled to vote at their discretion on any other resolution properly put to the AGM.

If a proxy is being appointed for less than the shareholder's full voting entitlement, the shareholder should indicate the number of shares over which the person is authorised to act as their proxy. If left blank, the proxy will be deemed to be authorised in respect of the shareholder's full entitlement.

A shareholder wishing to change their proxy instructions should submit a new, valid proxy appointment to Equiniti. Any changes to proxy instructions received after 11.00am on Tuesday 5 September 2023 will be disregarded. If a shareholder submits more than one valid proxy appointment, the appointment received last before 11.00am on Tuesday 5 September 2023 will take precedence.

A shareholder wishing to revoke their proxy appointment should notify Equiniti no later than 11.00am on Tuesday 5 September 2023. Any revocation notice received after this time will not have effect.

Electronic communications

Shareholders may not use any electronic address provided in either this Notice of AGM or any related documents to communicate with the Company for any purpose other than those expressly stated. Shareholders may not use any telephone number set out in this document for the purpose of lodging instructions for the 2023 AGM. The Company's website may not be used to send documents or instructions that relate to the 2023 AGM.

Appointment of proxies through CREST

CREST members 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 (available at www.euroclear.com). CREST personal members or other CREST-sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 Euroclear UK & Ireland Limited's ('Euroclear') specifications, and must contain the information required for such instruction, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (CREST participant ID RAI9) no later than 11.00am on Tuesday 5 September 2023, or if the meeting is adjourned, no later than 2 business days before the time fixed 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 Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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 message. 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 a 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. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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 Uncertificated Securities Regulations 2001.

Nominated persons

Any person to whom this Notice of AGM is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.

Corporate representatives

Any corporation which is a member can appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Shareholders should contact the Company's registrars, Equiniti, if they need any further guidance on this.

Total voting rights

As at 6 July 2023 (being the latest practicable date before the publication of this document) the Company's issued share capital consisted of 1,133,494,651 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company on this date were 1,133,494,651.

Information available for inspection

The following documents will be available for inspection at 1 Portal Way, London, W3 6RS and at the offices of the Company's solicitors, Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London, EC2P 2SR, during usual business hours on weekdays (excluding public holidays in England and Wales) from the date of this document until the end of the AGM:

- copies of the Executive Directors' service contracts;
- copies of the letters of appointment of the Non-Executive Directors; and
- draft rules of the proposed Currys Savings-Related Share Option Scheme 2023.

These will also be available for inspection at the AGM venue for at least 15 minutes before the AGM until the conclusion of the AGM.

The draft rules of the proposed Currys Savings-Related Share Option Scheme 2023 will also be available on the National Storage Mechanism from the date of this Notice of AGM.

Publication of information

Information relating to the meeting which the Company is required by section 311A of the Act to publish on a website in advance of the meeting may be viewed at www.currysplc.com.

Audit concerns

Shareholders meeting the threshold requirements set out in section 527 of the Act have the right to require the Company to publish a statement on its website in relation to the audit of the Company's accounts that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the previous annual general meeting. The Company may not charge the requesting shareholders for the website publication of such a statement. The Company must also forward the statement to the auditor not later than the time when it publishes the statement on the website. The business which may be dealt with at the annual general meeting includes any website statement relating to the audit concerns.

General notes continued

Members' right to request resolution to be proposed at meeting

Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive Notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and / or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the persons making it, must be received by the Company not later than 25 July 2023, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Company's Registrar

If a shareholder has any questions relating to this document, the AGM or the appointment of a proxy, please contact the Company's registrars, Equiniti.

Equiniti

www.shareview.co.uk

Telephone: **+44 (0)371 384 2030** (please use the UK telephone country code when calling from outside the UK). Lines are open on UK business days between 8.30am and 5.30pm UK time; excluding UK Bank Holidays. For deaf and speech impaired customers, Equiniti welcome calls via Relay UK. Please see www.relayuk.bt.com for more information.

Post: **Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA**

Equiniti cannot provide advice on the merits of the proposed resolutions or give any financial, legal or tax advice.

Appendix

Summary of the principle terms of the Currys Savings-Related Share Option Scheme 2023 ('SAYE')

General

The SAYE is a savings related share option scheme designed to take advantage of the tax beneficial status of savings related share option schemes which comply with Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 (**Schedule 3**).

The SAYE will be administered by the Board or a duly authorised committee of the Board.

Eligibility

UK employees and full-time directors of the Company and participating companies within the Group are eligible to participate in the SAYE. The Board may, however, determine that a qualifying period of service (of up to five years) is required before an employee or full-time director can participate in the SAYE.

Timing of invitations

Invitations to participate in the SAYE may be issued within the 42 day period after the adoption date, the announcement of the Company's results for any period, any day on which changes to the legislation affecting savings related share option plans under Schedule 3 is announced or made, or any other date on which the Board resolves that exceptional circumstances exist.

The Savings Contract

To participate in the SAYE, an eligible employee must enter into a Save-As-You-Earn contract ('**Savings Contract**') with the savings body designated by the Board, agreeing to make monthly contributions of between £5 and £500 for a specified savings period of three or five years (or such other period as may be specified from time to time under Schedule 3). The Board has discretion to determine the length of the savings contracts that will be available in respect of any invitation to apply for options (three years, five years or both). A bonus determined by HMRC may be payable after the expiration of the savings period.

Applications to participate in the SAYE may be scaled down by the Board, if applications exceed the number of shares available for the grant of options. Such scaling down may include:

- (a) excluding the HMRC bonus;
- (b) reducing monthly contributions above a certain level pro rata;
- (c) imposing a maximum monthly contribution;
- (d) applications being selected by lot; or
- (e) such other steps as may be agreed in advance with HMRC, to the extent required.

Option price

The option price for each share in respect of which an option is granted shall not be less than the greater of:

- (a) 80 per cent. (or such other percentage as may be specified by Schedule 3) of the closing middle-market quotation as derived from the London Stock Exchange Daily Official List for the dealing day immediately prior to the date on which the invitation to participate in the SAYE is made (or, if the Board so determines, the average of the closing mid-market quotations for the three dealing days immediately prior to the invitation date); and
- (b) the nominal value of the shares.

Grant of options

The number of shares over which options may be granted must as nearly as possible be equal to, but not in excess of, that number of shares which may be purchased out of the repayment proceeds (including, if the Board so determines, any bonus payable) of the relevant savings contract at the option price.

Subject to any regulatory restrictions, options under the SAYE may only be granted within the period of 30 days following the date on which the option price is determined or, if the option price is determined over three consecutive dealing days, within 30 days after the earliest of those dealing days (though such period will be increased to 42 days if scaling back applies).

Options granted under the SAYE may not be transferred (other than on death) and will not be pensionable.

No consideration will be required for the grant of the option.

Limit on the issue of shares

An option may not be granted under the SAYE in a financial year if it would, at the grant date, cause the total number of shares issued or to be issued to satisfy share awards granted under all of the Company's employee share plans during the previous ten years to exceed 10 per cent of the issued ordinary share capital of the Company at that time.

For the purposes of this limit, shares transferred out of treasury to satisfy awards will be treated as new issue shares.

Exercise of options

Options will only normally be exercisable for a period of six months commencing on the third or fifth anniversary (as the case may be) of the starting date of the related savings contract and, if not exercised by the end of that period, the option will lapse.

Earlier exercise may, however, be permitted in specified circumstances, including:

- (a) termination of employment as a result of death, injury, disability, redundancy, retirement or the sale of the subsidiary or business for which the participant works; and
- (b) in the event of a takeover or reconstruction of the Company.

In these early exercise circumstances, options will only be exercisable for a limited period to the extent of the savings in the relevant savings contract at the date of exercise.

Alternatively, in the event of a takeover or reconstruction, options may be exchanged for new equivalent options over shares in the acquiring company where appropriate.

Rights attaching to Shares

All shares allotted or transferred under the SAYE will rank *pari passu* with all other shares of the Company for the time being in issue (save as regards any rights attaching to such shares by reference to a record date prior to the date of allotment or transfer).

Variation of capital

In the event of any rights or capitalisation issue, sub-division, consolidation, reduction or other variation of the ordinary share capital of the Company, the Board may make such adjustments as it considers appropriate to the number of shares subject to options and/or the price payable on the exercise of options.

Amendments to the SAYE

The Board may amend the provisions of the SAYE in any respect provided that the prior approval of shareholders in general meeting is required for alterations or additions which are to the advantage of participants and relate to eligibility, limits, the rights attaching to options and shares, the impact of any variation of capital or the amendment provisions. However, the requirement to obtain the prior approval of shareholders will not apply in relation to any alteration or addition which is minor and to benefit the administration of the SAYE, to take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the Company, any of its subsidiaries or for participants.

Termination

The SAYE will terminate on the tenth anniversary of its approval by shareholders, or such earlier time as the Board may determine, but the rights of existing participants will not be affected by such termination. In the event of termination, no further options will be granted.

