

Form of proxy – Dunelm Group plc

I/We
 (FULL NAME(S) IN BLOCK CAPITALS)

of.....

(ADDRESS IN BLOCK CAPITALS)

being member(s) of the above named Company, hereby appoint

.....or failing him the Chairman of the meeting as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Dunelm Group Distribution Centre, Birmingham Road, Stoke-on-Trent, ST4 4DG on Tuesday 16 November 2010 at 10.30 am and at any adjournment of the meeting.

This proxy is in respect of all of the ordinary shares registered in my/our name unless I/we have indicated a smaller number of shares in the box below:

Please tick here if this appointment is one of multiple appointments being made. For the appointment of more than one proxy please refer to note 2.

Please indicate with an 'X' in the space below how you wish your vote to be cast. If the form is returned without any indication as to how the proxy shall vote on any particular matter the proxy will vote as he or she thinks fit or abstain from voting at his or her discretion. On any other business arising at the meeting (including any motion to amend a resolution or to adjourn the meeting) the proxy will act at his or her discretion.

SignatureDate2010

Ordinary business

1. To receive and adopt the Directors' Report and the audited accounts for the period ended 3 July 2010 and the report of the auditors
2. To declare a dividend on the ordinary shares
3. To re-elect Simon Emery as a Director
4. To re-elect Will Adderley as a Director
5. To approve the Directors' Remuneration Report
6. To reappoint the auditors and authorise the Directors to determine their remuneration

| | Vote | | |
|--|------|----------|---------|
| | For | Withheld | Against |
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Special business

7. To authorise the Directors to allot relevant securities
8. To authorise the Directors to allot equity securities for cash
9. To approve the purchase by the Company of its own ordinary shares
10. To approve the waiver of the Takeover Code in respect of a purchase by the Company of its own ordinary shares
11. To approve the waiver of the Takeover Code in respect of W L Adderley obligations arising as a result of the grant to and exercise and vesting of options by him
12. To hold general meetings on 14 clear days' notice
13. To approve the proposed LTIP award to N Wharton

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Notes

1. Every Shareholder has the right to appoint some other person(s) of their choice, who need not be a Shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on his behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of Ordinary Shares in relation to which they are authorised to act as your proxy in the box above. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of Ordinary Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Ordinary Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
3. The right to appoint a proxy does not apply to persons whose Ordinary Shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered Shareholder who holds Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on the resolution. 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' the resolution.
5. In the case of a Shareholder which is a company, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
6. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
7. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purpose other than those expressly stated.
8. On receipt of this Form of Proxy duly signed, without any specific direction as to how you wish your votes to be cast, or with 'discretionary' selected you will be deemed to have authorised your proxy to vote, or abstain from voting, as they think fit.
9. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 pm on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
10. Ordinary Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
11. The completion and return of this Form of Proxy will not preclude a Shareholder from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
12. To appoint a proxy this Form of Proxy must arrive at Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZX during usual business hours accompanied by any power of attorney under which it is executed or a copy of the authority certified notari ally (if applicable) no later than 48 hours before the time set for the meeting.