

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, bank manager, accountant or other professional adviser, who, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments) Regulations 2007 (as amended) or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 of the United Kingdom.

If you have sold or transferred all your ordinary shares in DCC plc, please forward this document and the Form of Proxy at once to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**DCC plc**

**LETTER FROM THE CHAIRMAN**

**and**

**NOTICE OF  
THE THIRTY EIGHTH  
ANNUAL GENERAL MEETING**

**to be held on Friday 18 July 2014 at 11.00 a.m. in  
The Four Seasons Hotel, Simmonscourt Road,  
Ballsbridge, Dublin 4.**



17 June 2014

**To the Shareholders of DCC plc**

Dear Shareholder

The Notice of the Thirty Eighth Annual General Meeting of DCC plc to be held on Friday 18 July 2014 at 11.00 a.m. in The Four Seasons Hotel, Simmonscourt Road, Ballsbridge, Dublin 4, Ireland is set out on pages 6 to 10 of this document.

The resolutions to be proposed at the Annual General Meeting are set out in detail in the Notice and explanatory notes on the resolutions are set out below.

**Ordinary Business (Resolutions 1 to 7)**

**Resolution 1 – Financial Statements**

Resolution 1 deals with the consideration of the financial statements of the Company for the year ended 31 March 2014. A full copy of the 2014 Annual Report and Accounts is available on the Company's website [www.dcc.ie](http://www.dcc.ie).

**Resolution 2 – Dividend**

Resolution 2 deals with the declaration of a final dividend of 50.73 pence per ordinary share for the year ended 31 March 2014. If approved, the final dividend will be paid on 24 July 2014 to shareholders on the register at the close of business on 30 May 2014. This will give a total dividend for the year of 76.85 pence per ordinary share, which represents a 10% increase on the prior year.

**Resolutions 3 and 4 – Remuneration Report and Remuneration Policy**

Resolution 3 deals with the consideration of the Remuneration Report (excluding the Remuneration Policy referred to in Resolution 4) as set out on pages 89 to 108 of the 2014 Annual Report and Accounts.

Resolution 4 deals with the consideration of the Remuneration Policy as set out on pages 91 to 97 of the 2014 Annual Report and Accounts.

Since 2009, it has been the Board's practice to put the Remuneration Report to a shareholder vote even though there was no legal obligation to do so. UK incorporated companies are required, under new regulations which came into force on 1 October 2013, to offer to shareholders a binding vote on the directors' remuneration policy and an annual advisory vote on the directors' remuneration report on the implementation of the directors' remuneration policy. The Company continues to feel that it is appropriate to place similar resolutions before shareholders although, as DCC plc is an Irish incorporated company, such resolutions will be 'advisory' resolutions only and are not binding on the Company. DCC believes that such resolutions are an appropriate acknowledgement of a shareholder's right to have a 'say on pay'.

**Resolution 5 – Re-election of Directors**

Resolution 5 deals with the proposed re-election of all of the Directors. Since 2008, it has been the Board's practice that all Directors will submit to re-election at each Annual General Meeting. This practice meets the requirement that all directors are subject to annual election by shareholders, as set out in the UK Corporate Governance Code.

The Board undertakes a formal annual evaluation of its Directors and is satisfied that all of the Directors proposed for re-election performed effectively in offering independent and constructive challenge to management, have made a valuable contribution to strategy development and have committed sufficient time to discharge their responsibilities effectively.

Brief biographies of the Directors, including their key strengths and experience relevant to their role as Directors, are set out on pages 78 and 79 of the 2014 Annual Report and Accounts.

The re-election of each Director will be considered separately.

Shareholders are asked to note that in a Stock Exchange Announcement dated 16 June 2014, DCC announced the appointment of John Moloney as Chairman Designate to succeed me as Chairman. I have been Chairman since May 2008 and I intend to retire from the Board in September 2014, having been first appointed in September 2005.

#### **Resolution 6 – Remuneration of the Auditors**

Resolution 6 authorises the Directors to determine the remuneration of the Auditors.

#### **Resolution 7 – Ordinary remuneration payable to the non-executive Directors**

Ordinary remuneration refers to the basic fees paid to the non-executive Directors and excludes additional fees for membership of or chairmanship of Board Committees and Chairman, Deputy Chairman and Senior Independent Director fees. The aggregate of basic fees currently paid to the non-executive Directors is €480,000, compared to the limit of €575,000 as approved at the Annual General Meeting of the Company held on 16 July 2010.

There have been no increases in the basic or additional fees since 1 April 2009, with the exception of the fee for the Chairman of the Remuneration Committee which increased from €5,000 to €7,500 on 1 January 2012.

Resolution 7 will be proposed as an Ordinary Resolution to increase the limit on the aggregate of the ordinary remuneration payable to non-executive Directors to €650,000, from €575,000.

The purpose of this Resolution is to facilitate the co-option of additional directors, as the need arises, and an increase in the basic fee payable to non-executive Directors, should this be thought fit.

#### **Special Business (Resolutions 8 to 13)**

Resolutions 8 to 13 in the Notice of Meeting seek your approval for a number of items of special business.

Resolutions 8 to 10 are the usual annual resolutions which relate to the share capital of the Company and propose to renew authorities previously approved by shareholders. The Directors will exercise these authorities only if they consider it to be in the best interests of shareholders generally at that time.

Resolution 11 relates to the fixing of the price range in which treasury shares may be re-issued.

Resolution 12 relates to the notice period for the convening of an extraordinary general meeting.

Resolution 13 relates to proposed amendments to the DCC plc Long Term Incentive Plan 2009.

Each of these resolutions 8 to 13 is dealt with in more detail below.

#### **Resolution 8 – Authority to allot shares**

Resolution 8 will be proposed as an Ordinary Resolution to authorise the Directors to allot shares up to an aggregate nominal amount of €7,352,400, representing approximately one third of the Company's issued share capital on 17 June 2014.

This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 17 October 2015.

#### **Resolution 9 – Disapplication of pre-emption rights**

Resolution 9 will be proposed as a Special Resolution to renew the Directors' authority to issue shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to the allotment of shares in specific circumstances relating to rights issues or any other issues up to an aggregate nominal amount of €1,102,800, representing approximately 5% of the Company's issued share capital on 17 June 2014.

This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 17 October 2015.

#### **Resolution 10 – Authority to purchase own shares**

Resolution 10 will be proposed as a Special Resolution to renew the authority of the Company, or any subsidiary, to make market purchases of up to 10% of the aggregate nominal value of the Company's issued share capital and to hold these shares as treasury shares or cancel them at the Directors' discretion. The resolution also sets out the minimum and maximum prices that may be paid for shares purchased in this manner.

If the Directors were to exercise the authority being renewed by this resolution up to the maximum number of shares allowed and to cancel such shares and all other shares held in treasury, the total number of options to subscribe for ordinary shares in the Company (which, on 17 June 2014, is 1,461,593, representing 1.7% of the issued share capital) would represent 1.9% of the issued share capital.

This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 17 January 2016.

#### **Resolution 11 – Re-issue price of treasury shares**

Resolution 11 will be proposed as a Special Resolution to authorise the Company to re-issue treasury shares off-market at certain specified minimum and maximum prices.

This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 17 January 2016.

#### **Resolution 12 – Notice period for extraordinary general meetings**

Resolution 12 will be proposed as a Special Resolution to maintain the existing authority in the Articles of Association that allows the Company to convene an extraordinary general meeting on 14 days' notice where the purpose of the meeting is to consider an ordinary resolution.

#### **Resolution 13 – Proposed Amendments to the DCC plc Long Term Incentive Plan 2009**

Resolution 13 will be proposed as an Ordinary Resolution to amend the DCC plc Long Term Incentive Plan 2009.

As set out in the Remuneration Report on pages 89 to 108 of the 2014 Annual Report and Accounts, over the past year, the Remuneration Committee of the Board has carried out a detailed review of the remuneration structures in place with particular reference to the DCC plc Long Term Incentive Plan 2009 ("LTIP"). The principal objectives of the LTIP are to support the continued delivery of long term sustainable value to shareholders and to attract, retain and motivate key individual executives by rewarding them in a fair and balanced way for the successful implementation of strategy.

Arising from the review, the Remuneration Committee has concluded that there is a need to make changes to the LTIP to ensure that it:

- meets its stated objectives;
- better reflects DCC's strategic objectives, in particular return on capital employed;
- better balances our executive remuneration towards the long term and so ensures the alignment of executives' interests with those of our shareholders;
- aligns reward levels with market practice, to ensure the attraction and retention of key individuals; and
- reflects best practice in delivering pay for performance, with particular regard to the extension of the vesting period and the introduction of clawback.

A letter setting out the background to and details of the proposed changes to the LTIP was sent, on behalf of the Remuneration Committee, to the Company's major shareholders (representing over 33% of the issued share capital), to the Association of British Insurers and to various proxy voting agencies. The Chairman of the Remuneration Committee and I subsequently engaged with these shareholders and with a number of these organisations to hear their views on the proposed changes. This engagement was constructive and helpful to the Remuneration Committee. The feedback received from shareholders and the organisations was taken into account in formulating the final proposals.

The key changes being proposed to the LTIP, which are detailed on pages 98 to 100 of the 2014 Annual Report and Accounts, are as follows:

- An increase in the level of maximum annual award to 200% of base pay.

For awards to be made during the year to 31 March 2015, the Remuneration Committee's current intention is that the maximum level of award will be 175% of base pay.

- The addition of Return on Capital Employed ("ROCE") as a performance condition.

- The performance conditions are to be weighted and allocated as to 40% to ROCE, 40% to earnings per share (“EPS”) and 20% to total shareholder return (“TSR”).
- The Company’s ROCE is to be measured against the Company's weighted average cost of capital (“WACC”) with vesting determined by reference to the extent that ROCE exceeds WACC over the performance period as follows:-

<b>Percentage excess over WACC</b>	<b>Proportion of the total Award which Vests</b>
Below percentage (being 5% or more) set as Threshold	0%
At percentage set as Threshold	10%
Between percentage set as Threshold and percentage set as Maximum	Between 10% - 40% pro rata on a straight line basis
Above percentage set as Maximum	40%

The Remuneration Committee will set Threshold and Maximum percentages at the time of each award in the light of development activity, including any significant corporate transactions and three year plans for the Group.

For awards to be made in the year to 31 March 2015, the Remuneration Committee has set Threshold and Maximum percentages, the effect of which is to set threshold vesting at ROCE of 13% and maximum vesting at ROCE of 17%.

- The EPS performance condition is to be amended to relate to the UK retail price index (“RPI”) with vesting determined as follows:-

<b>Company’s annualised EPS growth in excess of the annualised change in RPI</b>	<b>Proportion of the total Award which Vests</b>
Less than 3 percentage points	0%
At 3 percentage points (“the Threshold”)	10%
Between the Threshold and the Maximum (as defined below)	Between 10% - 40% pro rata on a straight line basis
At or above the Maximum	40%

For these purposes, the Maximum will be the number of percentage points (greater than 3) to be determined by the Committee at the time of any award in the light of the Group’s development activity, including any significant corporate transactions and three year plans for the Group, and prevailing business and economic circumstances.

For awards to be made during the year to 31 March 2015, the Remuneration Committee has set a Maximum of 7% per annum compound.

- TSR is to be measured against the FTSE 350 Index with vesting determined as follows:-

<b>Company’s TSR</b>	<b>Proportion of the total Award which Vests</b>
Below the FTSE 350 Index (“the Threshold”)	0%
At the Threshold	5%
Between the Threshold and the Maximum (the FTSE 350 Index plus 8% P.A. Compound)	5% - 20% pro rata on a straight line basis
At or above the Maximum	20%

- The effect of the above changes is that if the relevant thresholds in the performance conditions are met but not exceeded, 25% of the awards will vest.
- The vesting period is lengthened to five years, expiring two years after the end of the performance period, which remains at three years.
- The calibration ranges for the ROCE and the EPS performance conditions will be reviewed each year by the Remuneration Committee to ensure appropriate levels of stretch and incentivisation.
- The performance conditions and their relative weighting may be modified by the Remuneration Committee in accordance with the Rules of the LTIP, provided they remain no less challenging and are aligned with the interests of the Company's shareholders.
- For participants below Board level, the Remuneration Committee will have discretion to introduce additional specific divisional ROCE and profit growth performance conditions, provided that they remain no less challenging and are aligned with the interests of the Company's shareholders. These additional conditions will not account for more than 20% of vesting with a corresponding reduction in the percentage of vesting dependent on the ROCE performance condition.
- Clawback arrangements are being introduced to allow the Remuneration Committee to reduce or impose further conditions on awards prior to vesting in the event of certain circumstances including material restatement of the Company's audited financial statements, a material breach of applicable health and safety regulations or business or reputational damage to the Company or a subsidiary arising from a criminal offence, serious misconduct or gross negligence by the individual executive.

A copy of the LTIP Rules incorporating these changes is available for inspection at the registered office of the Company during normal business hours and on the Company's website [www.dcc.ie](http://www.dcc.ie) and will also be available at least 15 minutes before and up to the start of the Annual General Meeting.

### Form of Proxy

Those shareholders unable to attend the Meeting may appoint a proxy. Your proxy may be submitted by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, PO Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland. Your proxy may also be submitted through the internet; instructions on how to do this are set out on the Form of Proxy. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to footnote 5 on page 9 of this document.

All proxy votes must be received by the Company's Registrar not less than 48 hours before the time appointed for the Meeting or any adjournment of the Meeting. The submission of a proxy will not prevent you attending and voting at the Meeting should you wish to do so.

### Recommendation

**The Directors are satisfied that the resolutions set out in the Notice of the Annual General Meeting are in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend you to vote in favour of each of the resolutions set out in the attached Notice, as they intend to do in respect of all the ordinary shares which they own or control in the capital of the Company.**

Yours faithfully,

**Michael Buckley**  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Eighth Annual General Meeting of DCC plc will be held in The Four Seasons Hotel, Simonscourt Road, Ballsbridge, Dublin 4, Ireland on Friday 18 July 2014 at 11.00 a.m. for the following purposes:

1. To receive and consider the financial statements for the year ended 31 March 2014 together with the Reports of the Directors and the Auditors thereon.
2. To declare a final dividend of 50.73 pence per ordinary share for the year ended 31 March 2014.
3. To consider the Remuneration Report (excluding the Remuneration Policy referred to in Resolution 4) as set out on pages 89 to 108 of the 2014 Annual Report and Accounts.
4. To consider the Remuneration Policy as set out on pages 91 to 97 of the 2014 Annual Report and Accounts.
5. To re-elect the following Directors:
  - (a) Tommy Breen
  - (b) Róisín Brennan
  - (c) Michael Buckley
  - (d) David Byrne
  - (e) Pamela Kirby
  - (f) Jane Lodge
  - (g) Kevin Melia
  - (h) John Moloney
  - (i) Donal Murphy
  - (j) Fergal O'Dwyer
  - (k) Leslie Van de Walle.
6. To authorise the Directors to determine the remuneration of the Auditors.
7. To propose and consider and, if thought fit, to approve the following as an Ordinary Resolution:

“That the ordinary remuneration payable as Directors’ fees only to and amongst the non-executive Directors of the Company as provided for in Article 71 of the Articles of Association of the Company be fixed at an aggregate amount not exceeding €650,000 per annum.”
8. To propose and consider and, if thought fit, to approve the following as an Ordinary Resolution:

“That, for the purposes of Section 20 of the Companies (Amendment) Act, 1983, the Directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined by Section 20(10) of the said Act) (including, without limitation, any shares purchased by the Company pursuant to the provisions of Part XI of the Companies Act, 1990 and held as treasury shares) up to an aggregate nominal amount of €7,352,400, representing approximately one third of the issued share capital of the Company at the date of the notice containing this resolution. This authority shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 17 October 2015 but may be previously revoked or varied by the Company in General Meeting and may be renewed by the Company in General Meeting for a further period not to exceed 15 months from the date of such renewal. The Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”
9. To propose and consider and, if thought fit, to approve the following as a Special Resolution:

“That the Directors of the Company be and are hereby empowered pursuant to Section 24 of the Companies (Amendment) Act, 1983, with such power expiring at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 17 October 2015, to allot equity securities (as defined in Section 23 of that Act) (including, without limitation, any shares purchased by the Company pursuant to the provisions of Part XI of the Companies Act, 1990 and held as treasury shares) of the Company for cash



pursuant to the authority given by Resolution 8 as if Section 23(1) of that Act did not apply to any such allotment, provided however that the power conferred on the Directors by this resolution shall be restricted to:

- (a) the allotment of equity securities in connection with any rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to comply with the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise); and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of €1,102,800, representing approximately 5% of the issued share capital of the Company at the date of the notice containing this resolution.

The Company, prior to the expiry of this power, may make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.”

10. To propose and consider and, if thought fit, to approve the following as a Special Resolution:

“That the Company and/or any subsidiary (as defined by Section 155 of the Companies Act, 1963) of the Company be hereby generally authorised to make market purchases (as defined by Section 212 of the Companies Act, 1990) of shares of any class in the Company (“Shares”) on such terms and conditions and in such manner as the Directors may determine from time to time but subject to the provisions of the Companies Act, 1990 and to the following restrictions and provisions:

- (a) The aggregate nominal value of the Shares authorised to be acquired pursuant to the terms of this resolution shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this resolution; and
- (b) The minimum price which may be paid for any Share shall be an amount equal to the nominal value thereof; and
- (c) The maximum price which may be paid for any Share (a “Relevant Share”) shall be an amount equal to 105% of the average of the five amounts resulting from determining whichever of the following ((i), (ii) or (iii) specified below) in relation to the Shares of the same class as the Relevant Share shall be appropriate for each of the five business days immediately preceding the day on which the Relevant Share is purchased, as determined from the information published in The Daily Official List of the London Stock Exchange reporting the business done on each of those five business days:
  - (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
  - (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
  - (iii) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for that day; and if there shall only be a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported for any particular day, then that day shall not count as one of the said five business days for the purposes of determining the maximum price.

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent.

- (d) The authority hereby granted shall expire at the close of business on the earlier of the date of the next Annual General Meeting of the Company or 17 January 2016 unless previously varied, revoked or renewed by special resolution, in accordance with the provisions of Section 215 of the Companies Act, 1990. The Company or any such subsidiary may, before such expiry, enter into a contract for the purchase of Shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.”

11. To propose and consider and, if thought fit, to approve the following as a Special Resolution:

“That for the purposes of Section 209 of the Companies Act, 1990 (the “1990 Act”), the re-issue price range at which ordinary shares of €0.25 in the capital of the Company (“Shares”) held as treasury shares (as defined by the said Section 209) (“Treasury Shares”) may be re-issued off-market shall be as follows:

- (a) the maximum price at which a Treasury Share may be re-issued off-market shall be an amount equal to 120% of the Appropriate Price; and
- (b) the minimum price at which a Treasury Share may be re-issued off-market shall be an amount equal to 95% of the Appropriate Price,

provided that if Treasury Shares (including Treasury Shares held by the Company at the date of passing of this Resolution) are being re-issued for the purposes of either the DCC plc 1998 Employee Share Option Scheme or the DCC plc Long Term Incentive Plan 2009, the re-issue price shall be the issue or subscription price provided for in such Scheme or Plan.

For the purposes of this Resolution the expression “Appropriate Price” shall mean an amount equal to the average of the five amounts resulting from determining whichever of the following ((i), (ii) or (iii) specified below) in relation to the Shares of the same class as the Treasury Share being re-issued shall be appropriate for each of the five business days immediately preceding the day on which the Treasury Share is re-issued as determined from the information published in The Daily Official List of the London Stock Exchange reporting the business done on each of those five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (iii) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for that day and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported for any particular day, then that day shall not count as one of the said five business days for the purposes of determining the Appropriate Price.

If the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent.

This resolution shall continue in effect until the close of business on the earlier of the date of the next Annual General Meeting of the Company or 17 January 2016 unless previously varied or renewed in accordance with the provisions of Section 209 of the 1990 Act.”

12. To propose and consider and, if thought fit, to approve the following as a Special Resolution:

“That a general meeting, other than an Annual General Meeting and other than a meeting called for the passing of a special resolution, may be called on not less than fourteen clear days’ notice.”

13. To propose and consider and, if thought fit, to approve the following as an Ordinary Resolution:

“That the Remuneration Committee of the Board be and is hereby authorised to amend the DCC plc Long Term Incentive Plan 2009 so as to incorporate the changes described in the letter from the Chairman of the Company to the shareholders accompanying the notice of this meeting and which changes are set out in the provisions of a document entitled “Rules of The DCC plc Long Term Incentive Plan 2009” which document has been available for inspection prior to the Annual General Meeting”.

By order of the Board

**Gerard Whyte**

Secretary

DCC House, Brewery Road, Stillorgan, Blackrock, Co. Dublin, Ireland

17 June 2014

## Notes

1. Resolutions 3 and 4 are advisory resolutions and are not binding on the Company.
2. Any member entitled to attend and vote at the Annual General Meeting may appoint (by electronic means or in writing) one or more proxies to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. If you wish to appoint more than one proxy please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited at PO Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland or telephone +353 1 2475698. The appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member wish to do so.
3. Members who wish to submit proxies by electronic means may do so by accessing the Registrars' website [www.eproxyappointment.com](http://www.eproxyappointment.com). To submit a proxy on-line, members will need their Control Number, Shareholder Reference Number (SRN) and PIN, which are printed on the enclosed Form of Proxy. Full details of the procedures, including voting instructions, are given on the website.
4. To be valid, proxy forms must be received by Computershare Investor Services (Ireland) Limited, either electronically or by post to PO Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, not later than 11.00 a.m. on Wednesday 16 July 2014.
5. CREST members may appoint one or more proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. 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.

Further information on CREST procedures and requirements is contained in the CREST Manual. The message appointing a proxy(ies) must be received by the Registrar (3RA50) not later than 11.00 a.m. on Wednesday 16 July 2014. For this purpose the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.

6. Pursuant to Section 134A of the Companies Act 1963 and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, the Company hereby specifies that only those shareholders registered in the Register of Members of the Company as at close of business on Wednesday 16 July 2014 shall be entitled to attend, speak, ask questions and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time.
7. Pursuant to Section 133B(1)(a) of the Companies Act 1963 (as amended) and subject to any contrary provision in company law, shareholders holding at least 3% of the Company's issued share capital or at least 3% of the voting rights have the right to put an item on the agenda of an annual general meeting. In the case of the 2014 Annual General Meeting, the latest date for submission of such resolutions was 6 June 2014 (being 42 days prior to the date of the meeting).
8. Pursuant to Section 133B(1)(b) of the Companies Act 1963 (as amended) and subject to any contrary provision in company law, shareholders holding at least 3% of the Company's issued share capital or at least 3% of the voting rights have the right to table a draft resolution relating to an item on the agenda of a general meeting. In the case of the 2014 Annual General Meeting, the latest date for submission of such resolutions is 27 June 2014 (being 21 days prior to the date of the meeting). Draft resolutions should be submitted in hard copy form to the Company Secretary, DCC plc, DCC House, Brewery Road, Stillorgan, Blackrock, Co. Dublin or electronically by email to [companysecretary@dcc.ie](mailto:companysecretary@dcc.ie). Requests submitted in hard copy should be signed by the shareholder(s) and all submissions should state the full name(s) and address(es) of the shareholder(s). Any resolution submitted must not be such as would be incapable of being passed or otherwise be ineffective whether by reason of inconsistency with any provision of the Company's Memorandum and Articles of Association, company law or otherwise. A draft resolution must not be defamatory of any person.

9. Shareholders entitled to attend the Annual General Meeting have the right to ask questions relating to items on the agenda of the Annual General Meeting and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of the shareholder and unless:
  - (a) answering the question would interfere unduly with the preparation of the Annual General Meeting or the confidentiality and business interests of the Company; or
  - (b) the answer has already been given on the Company's website in a question and answer forum; or
  - (c) it appears to the Chairman of the Annual General Meeting that it is undesirable in the interests of good order of the Annual General Meeting that the question be answered.
10. A copy of this Notice, details of the total number of shares and voting rights at the date of this Notice, and copies of documentation relating to the 2014 Annual General Meeting can be obtained from the Company's website, [www.dcc.ie](http://www.dcc.ie).