

The Chairman of DCC plc invites you to attend the 2017 Annual General Meeting of the Company to be held at the **InterContinental Hotel, Simmonscourt Road, Ballsbridge, Dublin 4, Ireland** on Friday, 14 July 2017 at 11.00 a.m.

Shareholder Reference Number

Form of Proxy - Annual General Meeting ('AGM') of DCC plc to be held on 14 July 2017



Cast your Proxy online...It's fast, easy and secure!

www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 914506

SRN:

PIN:



To view the Annual Report and Notice of Meeting online log on to www.dcc.ie/investors/annual-general-meeting

To be effective, all proxy appointments must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 or through the voting website, see above, by 12 July 2017 at 11.00 a.m.

Explanatory Notes:

- Every member 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 their 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 reverse). A Shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that Shareholder. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Where a poll is taken at the AGM, a Shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 247 5698 or you may photocopy the **reverse only** of this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar before the deadline set out above. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar's website www.eproxyappointment.com. Details of the requirements are set out in the box above. A Shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrar by sending an email to clientservices@computershare.ie
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular 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' a resolution.
- Pursuant to Section 1105 of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, 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 close of business on the day which is two days before the date of the 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.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 11.00 a.m. on Wednesday 12 July 2017. 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 issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 247 5698 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

Poll Card

To be completed **only** at the AGM if a Poll is called.

	For	Against	Vote Withheld
1. To review the Company's affairs and to receive and consider the Financial Statements for the year ended 31 March 2017, together with the Reports of the Directors and the Auditors thereon.	☐	☐	☐
2. To declare a final dividend of 74.63 pence per share for the year ended 31 March 2017.	☐	☐	☐
3. To consider the Remuneration Report (excluding the Remuneration Policy referred to in Resolution 4) as set out on pages 81 to 107 of the 2017 Annual Report and Accounts.	☐	☐	☐
4. To consider the Remuneration Policy as set out on pages 85 to 93 of the 2017 Annual Report and Accounts.	☐	☐	☐
5. To re-elect the following Directors:			
(a) Emma FitzGerald	☐	☐	☐
(b) David Jukes	☐	☐	☐
(c) Pamela Kirby	☐	☐	☐
(d) Jane Lodge	☐	☐	☐
(e) Cormac McCarthy	☐	☐	☐
(f) John Moloney	☐	☐	☐
(g) Donal Murphy	☐	☐	☐

	For	Against	Vote Withheld
(h) Fergal O'Dwyer	☐	☐	☐
(i) Leslie Van de Walle	☐	☐	☐
6. To authorise the Directors to determine the remuneration of the Auditors.	☐	☐	☐
7. To authorise the Directors to allot shares.	☐	☐	☐
8. To authorise the Directors to dis-apply pre-emption rights in certain circumstances (relating to rights issues or other issues up to a limit of 5% of issued share capital (excluding Treasury Shares)).	☐	☐	☐
9. To authorise the Directors to dis-apply pre-emption rights in certain circumstances (relating to acquisitions or other capital investments up to a limit of 5% of issued share capital (excluding Treasury Shares)).	☐	☐	☐
10. To authorise the Directors to make market purchases of the Company's own shares.	☐	☐	☐
11. To fix the re-issue price of the Company's shares held as Treasury Shares.	☐	☐	☐
12. To replace Rule 4.4 of the Rules of the DCC plc Long Term Incentive Plan 2009.	☐	☐	☐

Signature

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.

I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Annual General Meeting of DCC plc to be held at the **InterContinental Hotel, Simmonscourt Road, Ballsbridge, Dublin 4, Ireland** on Friday, 14 July 2017 at 11.00 a.m., and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Notes 2 and 3 (see front).

☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

	For	Against	Vote Withheld
1. To review the Company's affairs and to receive and consider the Financial Statements for the year ended 31 March 2017, together with the Reports of the Directors and the Auditors thereon.	☐	☐	☐
2. To declare a final dividend of 74.63 pence per share for the year ended 31 March 2017.	☐	☐	☐
3. To consider the Remuneration Report (excluding the Remuneration Policy referred to in Resolution 4) as set out on pages 81 to 107 of the 2017 Annual Report and Accounts.	☐	☐	☐
4. To consider the Remuneration Policy as set out on pages 85 to 93 of the 2017 Annual Report and Accounts.	☐	☐	☐
5. To re-elect the following Directors:			
(a) Emma FitzGerald	☐	☐	☐
(b) David Jukes	☐	☐	☐
(c) Pamela Kirby	☐	☐	☐
(d) Jane Lodge	☐	☐	☐
(e) Cormac McCarthy	☐	☐	☐
(f) John Moloney	☐	☐	☐
(g) Donal Murphy	☐	☐	☐

	For	Against	Vote Withheld
(h) Fergal O'Dwyer	☐	☐	☐
(i) Leslie Van de Walle	☐	☐	☐
6. To authorise the Directors to determine the remuneration of the Auditors.	☐	☐	☐
7. To authorise the Directors to allot shares.	☐	☐	☐
8. To authorise the Directors to dis-apply pre-emption rights in certain circumstances (relating to rights issues or other issues up to a limit of 5% of issued share capital (excluding Treasury Shares)).	☐	☐	☐
9. To authorise the Directors to dis-apply pre-emption rights in certain circumstances (relating to acquisitions or other capital investments up to a limit of 5% of issued share capital (excluding Treasury Shares)).	☐	☐	☐
10. To authorise the Directors to make market purchases of the Company's own shares.	☐	☐	☐
11. To fix the re-issue price of the Company's shares held as Treasury Shares.	☐	☐	☐
12. To replace Rule 4.4 of the Rules of the DCC plc Long Term Incentive Plan 2009.	☐	☐	☐

I/we direct my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Signature

Date

DD / MM / YY

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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