



**DCC plc**  
**Letter from the Chairman**  
**and Notice of the Forty Fourth Annual General Meeting**  
**to be held on Friday 17 July 2020 at 11.00 a.m.**  
**in DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland.**



**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 2017 or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 of the United Kingdom.

**Your attention is drawn to the special arrangements for the Annual General Meeting in response to the Covid-19 pandemic, which are set out in this document and in the accompanying note.**

If you have sold or transferred all your ordinary shares in DCC plc, please forward this document, the accompanying note 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.



17 June 2020

## To the Shareholders of DCC plc

Dear Shareholder

The Notice of the Forty Fourth Annual General Meeting of DCC plc to be held on Friday 17 July 2020 at 11.00 a.m. is set out on pages 5 to 9 of this document.

Due to the continuation of the Irish Government's Covid-19 restrictions in relation to public gatherings and to prioritise the health and safety of our shareholders, employees and other stakeholders, the Board of DCC plc has decided that this year's Annual General Meeting will be held at DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland, with the minimum necessary quorum in accordance with the Articles of Association of the Company.

Shareholders are requested not to physically attend the meeting and instead to submit a proxy form accompanying the Notice of Annual General Meeting, to ensure they can vote and be represented at the Annual General Meeting without attending in person. Please refer to notes 5 to 8 in the Notice of Annual General Meeting on how to appoint a proxy and related deadlines.

A listen only dial-in facility will be provided to allow shareholders to listen to the business of the meeting. If you wish to listen live to the Annual General Meeting proceedings, you will be able to do so by dialling the following relevant number at the commencement time of the meeting:

- Ireland: +353 1 506 0650
- UK: +44 20 7192 8338
- US: +1 646 741 3167
- International: +44 20 7192 8338
- Passcode: 428 6495

Shareholders availing of this facility should also ensure to submit their proxy form by the relevant deadline in advance of the Annual General Meeting, as it will not be possible to vote using the telephone facility.

We invite you to submit questions in writing in advance of the meeting either by email to [companysecretary@dcc.ie](mailto:companysecretary@dcc.ie) or by post to the Company Secretary, DCC plc, DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland. Questions must be received by 11.00 a.m. on Wednesday 15 July 2020. All correspondence should include sufficient information to identify the shareholder on the Register of Members.

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.

### **Resolution 1 – Financial Statements**

Resolution 1 deals with the consideration of the financial statements of the Company for the year ended 31 March 2020. A full copy of the 2020 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 95.79 pence per ordinary share for the year ended 31 March 2020. If approved, the final dividend will be paid on 23 July 2020 to shareholders on the register at the close of business on 29 May 2020. This will give a total dividend for the year of 145.27 pence per ordinary share, which represents a 5.0% 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 108 to 133 of the 2020 Annual Report and Accounts.

Resolution 4 deals with the consideration of the Remuneration Policy as set out on pages 113 to 120 of the 2020 Annual Report and Accounts.

During the year, the Remuneration Committee conducted a thorough review of the current Remuneration Policy to ensure it remains appropriate to support the business, is aligned with shareholders' interests and takes into account evolving best practice and regulatory developments. The Remuneration Committee concluded that while the current Policy remains overall fit for purpose, it is proposing a number of minor changes to the Policy and is also seeking to clarify the wording in the Policy in respect of a number of matters.

A letter setting out the background to and details of the proposed changes to the Remuneration Policy was sent, on behalf of the Remuneration Committee, to the Company's major shareholders (representing over 48% of the issued share capital), to the Investment Association and to various proxy voting agencies. The Chairman of the Remuneration Committee and Company Secretary subsequently engaged with these shareholders and with a number of these organisations to hear their views on the proposed changes, which were overall very positive.

A summary of the proposed changes is set out in the table on page 109 and the proposed new Remuneration Policy is set out on pages 113 to 120 of the 2020 Annual Report and Accounts.

It is the Company's practice to put the Remuneration Report to an advisory, non-binding shareholder vote at each Annual General Meeting. It is also the Company's practice to put the Remuneration Policy to an advisory, non-binding shareholder vote every three years or earlier if there are changes to the Policy.

As such, at this Annual General Meeting, both the Remuneration Report and the Remuneration Policy will be put to advisory, non-binding shareholder votes.

#### **Resolution 5 – Election and re-election of Directors**

Resolution 5 deals with the proposed election and re-election of all Directors who are putting themselves forward at the Annual General Meeting, in accordance with the UK Corporate Governance Code. Tufan Erginbilgic was appointed to the Board since the 2019 Annual General Meeting and will offer himself for election. We continue our practice of requiring all other Directors to retire annually and to offer themselves for re-election, with the exception of Fergal O'Dwyer and Leslie Van de Walle, who have informed the Board of their intention to retire from the Board with effect from the conclusion of the Annual General Meeting.

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

Brief biographies of the Directors, including their areas of expertise relevant to their role as Directors, are set out on pages 86 and 87 of the 2020 Annual Report and Accounts.

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

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

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

#### **Resolution 7 – Authority to allot shares**

Resolution 7 will be proposed as an Ordinary Resolution to authorise the Directors to allot shares up to an aggregate nominal amount of €8,207,700, representing approximately one third of the Company's issued share capital (excluding Treasury Shares) on 17 June 2020. As at close of business on 17 June 2020, the Company held 2,841,071 Treasury Shares, representing 2.88% of the Company's issued share capital (excluding Treasury Shares). The Directors have no present intention of making any new issue of shares (other than pursuant to the DCC plc Long Term Incentive Plan 2009 and the deferred bonus arrangements for executive Directors) and will exercise this authority only if they consider it to be in the best interests of shareholders generally at that time. This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company and 16 October 2021.

#### **Resolutions 8 and 9 – Disapplication of pre-emption rights**

Resolution 8 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 €1,231,100, representing approximately 5% of the Company's issued share capital (excluding Treasury Shares) on 17 June 2020.

Resolution 9 will be proposed as a Special Resolution to authorise the Directors to issue additional shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to:

- the allotment of shares for cash up to an aggregate nominal value of €1,231,100, which represents approximately 5% of the Company's issued share capital (excluding Treasury Shares) on 17 June 2020; and
- will only be used in connection with an acquisition or other capital investment which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The maximum nominal value of equity securities which could be allotted if both authorities were used would be €2,462,200, which represents approximately 10% of the Company's issued share capital (excluding Treasury Shares) on 17 June 2020. This limit includes any Treasury Shares re-issued by the Company while this authority remains operable but excludes any shares issued pursuant to the DCC plc Long Term Incentive Plan 2009.

The figure of 10% reflects the Pre-Emption Group's Statement of Principles for the disapplication of pre-emption rights (the 'Statement of Principles'). The Directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular:

- as regards the first 5%, the Directors will take account of the requirement for advance consultation and explanation before making any non-pre-emptive cash issue pursuant to this resolution which would result in such issues exceeding 7.5% of the Company's issued share capital in any rolling three-year period; and
- as regards the second 5%, the Directors confirm that they intend to use this power only in connection with an acquisition or specified capital investment (within the meaning of the Statement of Principles as may be amended from time to time) which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

The Directors will exercise these authorities only if they consider them to be in the best interests of shareholders generally at that time. These authorities will expire on the earlier of the date of the next Annual General Meeting of the Company and 16 October 2021.

#### **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 (excluding Treasury Shares) 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, the total number of options to subscribe for ordinary shares in the Company (which, on 17 June 2020, is 652,770, representing 0.66% of the issued share capital (excluding Treasury Shares)) would represent 0.74% of the issued share capital (excluding Treasury Shares). The Directors will exercise this authority only if they consider it to be in the best interests of shareholders generally at that time.

This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company and 16 January 2022.

#### **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 and 16 January 2022.

#### **Resolution 12 – Amendment to the DCC plc Long Term Incentive Plan 2009**

Resolution 12 will be proposed as an Ordinary Resolution to allow the Rules of the DCC plc Long Term Incentive Plan 2009 ('LTIP') be amended.

Arising from the Remuneration Policy review referred to in Resolution 4 above, the Remuneration Committee concluded that there was a need to make changes to the LTIP to ensure that its terms reflect the proposed changes to the Remuneration Policy.

The changes proposed to be made to the LTIP are to:

- give the Remuneration Committee flexibility to set performance conditions, weightings and requirements/ranges for each annual award based on evolving strategic priorities at the time of grant while ensuring that any changes to the performance conditions remain no less challenging and are aligned with the interests of the Company's shareholders;
- increase the limit for the quantum of any award to 300%, which higher limit is intended to be used in exceptional circumstances, for example, if necessary, in the case of external recruitment; and
- update some of the legislative and regulatory provisions.

A summary of the proposed changes to the Remuneration Policy is set out in the table on page 109 and the proposed new Remuneration Policy is set out on pages 113 to 120 of the 2020 Annual Report and Accounts.

A copy of the LTIP Rules highlighting the proposed changes is on the Company's website [www.dcc.ie](http://www.dcc.ie) and will also be available at the Annual General Meeting.

**Form of Proxy**

We encourage all shareholders to appoint a proxy. Your proxy may be appointed by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, 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 Note 8 on page 8 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.

**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

**John Moloney**  
Chairman

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Fourth Annual General Meeting of DCC plc will be held in DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland on Friday 17 July 2020 at 11.00 a.m. for the following purposes:

1. To review the Company's affairs and to receive and consider the financial statements for the year ended 31 March 2020, together with the Reports of the Directors and the auditors thereon.
2. To declare a final dividend of 95.79 pence per ordinary share for the year ended 31 March 2020.
3. To consider the Remuneration Report (excluding the Remuneration Policy) as set out on pages 108 to 133 of the 2020 Annual Report and Accounts.
4. To consider the Remuneration Policy as set out on pages 113 to 120 of the 2020 Annual Report and Accounts.
5. By separate resolutions, to elect or re-elect (as appropriate) the following Directors:
  - (a) Mark Breuer
  - (b) Caroline Dowling
  - (c) Tufan Erginbilgic
  - (d) David Jukes
  - (e) Pamela Kirby
  - (f) Jane Lodge
  - (g) Cormac McCarthy
  - (h) John Moloney
  - (i) Donal Murphy
  - (j) Mark Ryan
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, for the purposes of Section 1021 of the Companies Act 2014, 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 1021(12) of that Act) (including, without limitation, any Treasury Shares, as defined in Section 106 of that Act) up to an aggregate nominal amount of €8,207,700, representing approximately one third of the issued share capital of the Company (excluding Treasury Shares) 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 and 16 October 2021 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."

8. 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 Sections 1022 and 1023 of the Companies Act 2014, with such power expiring at the close of business on the earlier of the date of the next Annual General Meeting of the Company and 16 October 2021, to allot equity securities (as defined in Section 1023(1) of that Act) (including, without limitation, any Treasury Shares (as defined in Section 106 of that Act)) of the Company for cash pursuant to the authority given by Resolution 7 as if Section 1022 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/or

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities pursuant to this authority, together with the nominal value of all Treasury Shares re-issued pursuant to Resolution 11, up to an aggregate nominal amount of €1,231,100, representing approximately 5% of the issued share capital of the Company (excluding Treasury Shares) 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."

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 Sections 1022 and 1023 of the Companies Act 2014, with such power expiring at the close of business on the earlier of the date of the next Annual General Meeting of the Company and 16 October 2021, to allot equity securities (as defined in Section 1023(1) of that Act) (including, without limitation, any Treasury Shares (as defined in Section 106 of that Act)) of the Company for cash pursuant to the authority given by Resolution 7 and in addition to any authority granted under Resolution 8 as if Section 1022 of that Act did not apply to any such allotment, provided that:

- (a) the proceeds of any such allotment are to be used only for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- (b) the nominal value of all equity securities allotted pursuant to this authority, together with the nominal value of all Treasury Shares re-issued pursuant to Resolution 11, may not exceed €1,231,100, representing approximately 5% of the issued share capital of the Company (excluding Treasury Shares) at the date of the notice containing this resolution.

The Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry date and the Directors may allot equity securities in pursuance of such offer or agreement as if such power 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 7 of the Companies Act 2014) of the Company be hereby generally authorised to make market purchases (as defined by Section 1072 of that Act) 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 2014 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 (excluding Treasury Shares) 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; and

(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 and 16 January 2022 unless previously varied, revoked or renewed by special resolution, in accordance with the provisions of Section 1074 of the Companies Act 2014. 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 1078 of the Companies Act 2014, 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 Section 106 of that Act) 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 the DCC plc Long Term Incentive Plan 2009, the re-issue price shall be the issue or subscription price provided for in such 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 16 January 2022 unless previously varied or renewed in accordance with the provisions of Section 1078 of the Companies Act 2014."

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

"That 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, which changes are highlighted 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 this meeting."

By order of the Board

**Gerard Whyte**  
**Company Secretary**  
DCC plc  
DCC House  
Leopardstown Road  
Foxrock  
Dublin 18  
Ireland

17 June 2020

## Notes

1. Due to the continuation of the Irish Government's Covid-19 restrictions in relation to public gatherings and to prioritise the health and safety of our shareholders, employees and other stakeholders, the Board of DCC plc has decided that this year's Annual General Meeting will be held at DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland, with the minimum necessary quorum in accordance with the Articles of Association of the Company.
2. Shareholders are requested not to physically attend the meeting and instead to submit a proxy form accompanying the Notice of Annual General Meeting, to ensure they can vote and be represented at the Annual General Meeting without attending in person. Instructions on how and when to submit proxies are set out in detail in Notes 5 to 8 below.
3. Subject to the provisions set out in Note 13 below, shareholders who are entitled to attend the Annual General Meeting may submit questions in advance relating to items on the agenda of the Annual General Meeting, in accordance with their right to do so under Irish law.
4. Resolutions 3 and 4 are advisory resolutions and are not binding on the Company.
5. Any shareholder 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 shareholder may appoint more than one proxy to attend on the same occasion in respect of shares held in different securities accounts. A shareholder 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 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or telephone +353 1 2475698.
6. Shareholders 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, shareholders 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.
7. To be valid, proxy forms must be received by Computershare Investor Services (Ireland) Limited, either electronically or by post to 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland not later than 11.00 a.m. on Wednesday, 15 July 2020 (or 48 hours before the time appointed for the holding of any adjourned meeting).
8. 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, 15 July 2020. 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.

9. Voting on each of the resolutions will be decided on a poll. This means that shareholders who do not attend the Annual General Meeting in person but have validly submitted a proxy form will have their votes taken into account according to the number of shares they hold.
10. Pursuant to Section 1105 of the Companies Act 2014 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 15 July 2020 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.
11. 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 2020 Annual General Meeting, the latest date for submission of such resolutions was 5 June 2020 (being 42 days prior to the date of the meeting).

12. 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 2020 Annual General Meeting, the latest date for submission of such resolutions was 5 June 2020 (being 42 days prior to the date of the meeting). Draft resolutions should be submitted either by email to [companysecretary@dcc.ie](mailto:companysecretary@dcc.ie) or by post to the Company Secretary, DCC plc, DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland. Requests submitted in hard copy should be signed by the shareholder(s) concerned and all submissions should state the full name(s) and address(es) of the shareholder(s) concerned. 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.
13. 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. In light of the Covid-19 pandemic and our advice that shareholders should refrain from attending the Annual General Meeting, shareholders are encouraged to submit any such questions either by email to [companysecretary@dcc.ie](mailto:companysecretary@dcc.ie) or by post to the Company Secretary, DCC plc, DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland. Shareholders have the right 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.
14. 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 2020 Annual General Meeting can be obtained from the Company's website, [www.dcc.ie](http://www.dcc.ie).

