

COMPANIES ACT 2014
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
DCC PUBLIC LIMITED COMPANY

(as amended by all resolutions up to and including ~~17 July 2015~~ [\[\] 2025](#))

1. The name of the Company is DCC Public Limited Company.
2. The Company is to be a public limited company registered under Part 17 of the Companies Act 2014.
3. The objects for which the Company is established are:-
 - (a) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or that of any nominee shares, stocks, debentures, debenture stocks, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
 - (b) To invest the capital and other moneys of the Company in the purchase or upon the security of shares, stocks, debenture stock, bonds, bills, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wheresoever constituted or carrying on business; and shares, stocks, debenture stock, bonds, bills, mortgages, obligations, and securities of any kind issued or guaranteed by any government, state, dominion, colony, sovereign, ruler, commissioners, trust, public, municipal, local or other authority or body of whatsoever nature wheresoever situated.
 - (c) To sell, realise, vary and transpose any investments or other property for the time being of the Company as may be deemed expedient, ~~and so that nothing contained in any of the paragraphs of this Clause shall authorise the Company to deal in investments or other property and so that all appreciations or surpluses realised upon or derived from the sale, realisation or payment off of investments or other property or from any variation or transposition of investments or other property or~~

~~other realisations of capital assets shall be applied to capital purposes only and shall not be regarded or treated as profits of the Company available for dividend.~~

- (d) To take part in the formation, management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any Directors, accountants or other experts and agents, to transact or carry on all kinds of agency business and in particular in relation to the investment of money, sale of property and the collection and receipt of money.
- (e) To act as managers, consultants, supervisors and agents of other companies or undertakings, and to provide for such companies or undertakings, managerial, advisory, technical, purchasing, selling and other services; and to enter into such agreements as are necessary or advisable in connection with the foregoing.
- (f) To acquire any shares, stock, debentures, debenture stock, bonds, obligations or securities by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or otherwise and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise and to subscribe for the same, either conditionally or otherwise with power to execute and enforce all rights and powers conferred by or incident to the ownership thereof.
- (g) To pay for any property or assets acquired by the Company and to remunerate any person or company either in cash or fully or partly paid shares or by the issue of debentures, debenture stock, bonds, obligations or securities or partly in one mode and partly in another and generally on such terms as may be determined.
- (h) To carry on any other business or businesses which may seem to the Company to be capable of being conveniently carried on in connection with any of the Company's objects, or which may seem calculated directly or indirectly to enhance the value of, or render profitable any of the Company's property or rights for the time being.
- (i) To purchase, take on lease or by other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements, over or in respect of any property, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (j) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (k) To purchase, or by any other means acquire, and protect, prolong, and renew, whether in Ireland or elsewhere, any patents, patent rights, brevets d'invention, trade marks, designs, licences, protections, and concessions or any secret or other information as to any invention which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (l) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with, any shares, debentures or securities so received.
- (m) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (n) To invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (o) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons and generally to give guarantees and indemnities.
- (p) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets, whether present or future, including its uncalled capital.
- (q) As an object of the Company or as a power incidental to any of its other objects, to engage in currency exchange and interest rate transactions, including but not limited to dealings in foreign currency, spot and forward rate exchange contracts,

futures, options, forward rate agreements, swaps, caps, floors, collars and other such instruments as are similar to, or derived from any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate exposure or any other exposure or for any other purpose.

- (r) To guarantee support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by both such methods and whether with or without consideration the performance of the obligations of, and the repayment or payment of the principal amounts of and the premiums interest and dividends on any security of any person firm or company including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company or subsidiary as defined by Sections 7 and 8 of the Companies Act 2014, or another subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business.
- (s) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (t) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (u) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (v) To accept stock or shares in, or the debentures, mortgages or other securities of any other company in payment or part payment for any services rendered, or for any sale made to, or debt owing from any such company, whether such shares shall be wholly or only partly paid up, and to hold and retain or re-issue with or without guarantee, or sell, mortgage or deal with any stock, shares, debentures, mortgages or other securities so received, and to give by way of consideration for

any of the acts and things aforesaid, or property acquired, any stock, shares, debentures, mortgages or other securities of this or any other company.

- (w) To act as agents or brokers and as trustees for any person, firm or company, and either alone or jointly with others, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (x) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or the issue of its capital, or to contract with any person, firm or company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (y) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and in particular without prejudice to the generality of the foregoing to grant to all such persons options to subscribe for unallotted shares and securities of the Company upon such terms and subject to such provisions as the Company may from time to time consider fit and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company aforesaid, and make payments to or towards the insurance of any such persons as aforesaid, and do any of the matters aforesaid, either alone or in conjunction with any such company as aforesaid.
- (z) To make gifts or grant bonuses to officers or other persons who are or have been in the employment of the Company and to allow any such persons to have the use and enjoyment of such property, chattels, or other assets belonging to the Company upon such terms as the Company shall think fit.
- (aa) To reward compensate or remunerate by cash payment or allotment of shares or securities of the Company credited as fully paid-up or otherwise, any person or company for value, benefits or services rendered or provided, or to be rendered or provided to the Company, whether in the conduct or management of its business, or in placing or assisting to place or guaranteeing the placing of any of the shares of

the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company.

- (bb) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation, with any other company or association, or any partnership or person, carrying on any business or proposing to carry on any business within the objects of this Company.
- (cc) To establish, promote and otherwise assist any company or companies or associations for the purpose of acquiring all or any of the property or liabilities of this Company, or of furthering the objects of this Company, or for the purpose of prosecuting or executing any undertakings, works, projects or enterprises of any description.
- (dd) To procure the Company to be registered or recognised in any foreign country or place.
- (ee) To establish, promote or concur in establishing or promoting any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place, or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (ff) To distribute among the Members of the Company in kind any property of the Company, or any proceeds of sale or disposal of any property of the Company and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (gg) To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concerns, undertakings, assets, property or rights.
- (hh) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or otherwise and to pay the premiums on such insurance.
- (ii) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby expressly declared that:-

- (i) the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the Republic of Ireland or elsewhere; and
- (ii) the objects specified in each of the paragraphs of this Clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

Provided always that the provisions of this Clause shall be subject to the Company's obtaining, where necessary, for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law and that nothing herein contained shall empower the Company to carry on the business of Insurance within the meaning of the Insurance Acts 1909 to 2000.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is €38,092,142 divided into 152,368,568 Ordinary Shares of €0.25 each.

WE, the several persons whose names, addresses, and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the Capital of the Company set opposite our respective names.

| Names, Addresses and Descriptions of Subscribers | Number of Shares taken by each Subscriber |
|--|--|
| JAMES MAYBURY, 20 Shanowen Drive, Santry, Dublin 9 Solicitor's Assistant | One Share of £1 |
| THOMAS BURKE 39 Clonturk Park, Drumcondra, Dublin 9 Cashier | One Share of £1 |

Dated the 6th day of April, 1976

Witness to the above signatures:

**DENIS J. BERGIN,
Solicitor,
42-45 St. Stephen's Green,
Dublin 2**

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| Summary report: Litera Compare for Word 11.10.1.2 Document comparison done on 29/05/2025 15:14:56 | |
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| Delete | 3 |
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