
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 immediately.

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 FOURTH
ANNUAL GENERAL MEETING**

to be held on Friday 16 July 2010

17 June 2010



To the Shareholders of DCC plc

Dear Shareholder

The Notice of the Thirty Fourth Annual General Meeting of DCC plc to be held on Friday 16 July 2010 at 11.00 a.m. in The Four Seasons Hotel, Simonscourt Road, Ballsbridge, Dublin 4, Ireland is set out on pages 4 to 8 of this document.

Ordinary Business (Resolutions 1 to 5)

Resolution 1 deals with the consideration of the financial statements of the Company for the year ended 31 March 2010.

Resolution 2 deals with the declaration of a final dividend of 43.70 cent per ordinary share for the year ended 31 March 2010.

Resolution 3 deals with the approval of the Report on Directors' Remuneration and Interests as set out on pages 57 to 62 of the Annual Report and Accounts. Since 2009, it has been the Board's practice to put the Report on Directors' Remuneration and Interests to a shareholder vote. There is no legal obligation on the Company to put such a resolution to shareholders, so it is an 'advisory' resolution and is not binding on the Company. The Board believes that such a resolution is good practice and is an acknowledgement of a shareholder's right to have a 'say on pay'.

Resolution 4 deals with the proposed re-election of all of the Directors. The Board has adopted the practice that all Directors will submit to re-election at each Annual General Meeting. Brief biographies of the Directors are set out on pages 4 and 5 of the Annual Report and Accounts. The Board undertakes a formal annual evaluation of its Directors and is satisfied that all of the Directors proposed for re-election performed effectively and demonstrated strong commitment, substantial input both to strategic and governance discussions at the Board and will continue to make a valuable contribution in discharging their duties as Directors.

Resolution 5 authorises the Directors to determine the remuneration of the Auditors.

Special Business (Resolutions 6 to 12)

Resolutions 6 to 12 in the Notice of Meeting seek your approval for a number of items of special business.

Resolution 6 relates to the basic fees payable to the non-executive Directors of the Company.

Resolutions 7 to 9 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 10 relates to the fixing of the price range in which treasury shares may be re-issued.

Resolution 11 relates to the notice period for the convening of an extraordinary general meeting.

Resolution 12 relates to amendments to the Articles of Association of the Company.

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

Ordinary remuneration payable to the non-executive Directors (Resolution 6)

Ordinary remuneration refers to the basic fees paid to the non-executive Directors and excludes 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 at the limit of €420,000 as approved at the Annual General Meeting of the Company held on 5 July 2005. The main purpose of this resolution is to

facilitate the co-option of additional directors as part of the ongoing Board renewal process. It should be noted that there has been no increase in the fees payable to non-executive Directors since 1 April 2008.

Resolution 6 will be proposed as an Ordinary Resolution to increase the limit on the aggregate of the ordinary remuneration payable to non-executive Directors to €575,000, from €420,000.

Authority to allot shares (Resolution 7)

Resolution 7 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 2010.

This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 15 October 2011.

Disapplication of pre-emption rights (Resolution 8)

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 and 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 2010.

This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company or 15 October 2011.

Authority to purchase own shares (Resolution 9)

Resolution 9 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.

The total number of options to subscribe for ordinary shares in the Company which are outstanding on 17 June 2010 is 2,407,678, representing 2.7% of the issued share capital. 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, these options would represent 3.2% 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 15 January 2012.

Re-issue price of treasury shares (Resolution 10)

Resolution 10 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 15 January 2012.

Notice period for extraordinary general meetings (Resolution 11)

Resolution 11 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.

Amendments to the Articles of Association (Resolution 12)

Resolution 12 will be proposed as a Special Resolution to adopt new Articles of Association of the Company incorporating changes which reflect the provisions of the Shareholders Rights (Directive 2007/36/EC) Regulations 2009. These changes relate to general meetings of the Company and specifically as to the notice by which they are to be convened, the business to be considered at such meetings and the manner of voting thereat.

A copy of the Memorandum and Articles of Association, amended to reflect (and marked up to highlight) the proposed changes, is available at www.dcc.ie and may be inspected at the registered office of the Company during business hours until the close of the Annual General Meeting. A copy may also be inspected at 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 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. 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 Fourth Annual General Meeting of DCC plc will be held in The Four Seasons Hotel, Simonscourt Road, Ballsbridge, Dublin 4, Ireland on Friday 16 July 2010 at 11.00 a.m. for the following purposes:

1. To receive and consider the financial statements for the year ended 31 March 2010 together with the Reports of the Directors and the Auditors thereon.
2. To declare a final dividend of 43.70 cent per ordinary share for the year ended 31 March 2010.
3. To approve the Report on Directors' Remuneration and Interests for the year ended 31 March 2010.
4. To re-elect the following Directors:
 - (a) Tommy Breen
 - (b) Róisín Brennan
 - (c) Michael Buckley
 - (d) David Byrne
 - (e) Maurice Keane
 - (f) Kevin Melia
 - (g) John Moloney
 - (h) Donal Murphy
 - (i) Fergal O'Dwyer
 - (j) Bernard Somers
5. To authorise the Directors to determine the remuneration of the Auditors.
6. 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 €575,000 per annum.”
7. 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 15 October 2011 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 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 15 October 2011, 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 7 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.”

9. 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 Irish Stock Exchange Daily Official List 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 Irish Stock Exchange or its equivalent.

- (d) The authority conferred by this resolution shall include authority to make market purchases of Shares on the London Stock Exchange, provided that (A) any such purchase shall be subject to any requirements of the laws of the United Kingdom of Great Britain and Northern Ireland as shall apply thereto and (B) the maximum price which may be paid for any Shares so purchased shall be determined in accordance with paragraph (c) of this resolution but on the basis of construing the reference to The Irish Stock Exchange Daily Official List as a reference to The London Stock Exchange Daily Official List and as deleting from that paragraph subparagraph (iii) thereof and inserting instead the following:

“(iii) if there shall not be any dealing reported for the day, the average of the prices quoted under the heading “Quotation” in respect of that share for that day and if there shall not be any Quotation reported for any particular day then that day shall not count as one of the said five business days for the purpose of determining the maximum price.”

and construing the reference in the last line of paragraph (c) to the Irish Stock Exchange as a reference to the London Stock Exchange.

- (e) 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 15 January 2012 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.”

10. 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, the DCC Sharesave Scheme 2001 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 Irish Stock Exchange Daily Official List 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 Irish 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 15 January 2012 unless previously varied or renewed in accordance with the provisions of Section 209 of the 1990 Act.”

11. 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.”

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

“That the Articles of Association of the Company be and are hereby replaced by the form of Articles of Association which have been signed by the Chairman of the meeting for the purposes of identification and which were available for inspection on the website of the Company, www.dcc.ie, and at the registered office of the Company since the date of the Notice convening the meeting to consider this resolution”.

By order of the Board

Gerard Whyte

Secretary

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

17 June 2010

Notes:

1. Resolution 3 is an advisory resolution and is 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. 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 14 July 2010.
4. Members who wish to submit proxies by electronic means may do so by accessing the Registrars’ website www.computershare.com/ie/voting/dcc and selecting “Login”. To submit a proxy on-line, members will need their Shareholder Reference Number (SRN) and five digit PIN, both of which are printed on the enclosed Form of Proxy.

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 14 July 2010. 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 14 July 2010 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 2010 Annual General Meeting, the latest date for submission of such resolutions was 4 June 2010 (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 2010 Annual General Meeting, the latest date for submission of such resolutions is 25 June 2010 (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. 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 enactment 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 2010 Annual General Meeting can be obtained from DCC's website, www.dcc.ie.

