



Remuneration Report



The Remuneration Committee comprises three independent non-executive Directors, Leslie Van de Walle (Chairman), Róisín Brennan and David Byrne, and the Chairman of the Board, Michael Buckley.



Dear Shareholder,

As Chairman of DCC's Remuneration Committee, I am pleased to present the Remuneration Report for the year ended 31 March 2013 which has been prepared by the Committee and approved by the Board.

We are mindful of the UK Department of Business, Innovation and Skills ('BIS') draft reporting regulations for directors' remuneration which, when brought into law in the UK, will require additional remuneration disclosures for UK companies which will be helpful to shareholders. Although this will not be a legal requirement for DCC, being an Irish incorporated company, our intention is for next year's remuneration report to fully comply with the final regulations. In the current year's report we have adopted a number of the BIS proposals, in particular by the inclusion of a single figure remuneration table, scenarios charts and details of Chief Executive remuneration paid over the last five years.

Changes during the year ended 31 March 2013

There were no increases in the salaries of executive Directors for the year ended 31 March 2013.

There were no changes to the other remuneration arrangements for executive Directors during the year ended 31 March 2013, save for an increase in the bonus potential for Donal Murphy from 75% to 100% of base salary. This increase was based

on exceptional circumstances relating to the delivery of significant growth opportunities in the Energy division for which he has responsibility.

Remuneration Outcomes for the year ended 31 March 2013

The Group has a very strong track record of delivering profit growth, returns on capital employed and return for shareholders. In the year ended 31 March 2013, Group operating profit increased by 21.3% over the prior year on a constant currency basis and adjusted earnings per share increased by 26.0%, also on a constant currency basis. Remuneration paid during the year reflected this performance.

Bonuses payable to executive Directors for the year ended 31 March 2013 are set out on page 90 and reflect management's strong delivery of performance against financial and strategic objectives.

In October 2012, the Remuneration Committee determined that 25.84% of the share options granted in August 2009 under the DCC plc Long Term Incentive Plan 2009 had vested, based on performance under the TSR and EPS conditions.

The extent of vesting of the share options granted in November 2010 will be determined by the Remuneration Committee in November 2013. It is currently estimated that 50% of the share options granted will vest.

Further details in relation to the DCC plc Long Term Incentive Plan 2009 are set out on page 86. Awards made to executive Directors under the Plan in November 2012 are set out on page 93.

Remuneration Changes for the year to 31 March 2014

During the year, the Committee reviewed the effectiveness and adequacy of the Group's remuneration structures.

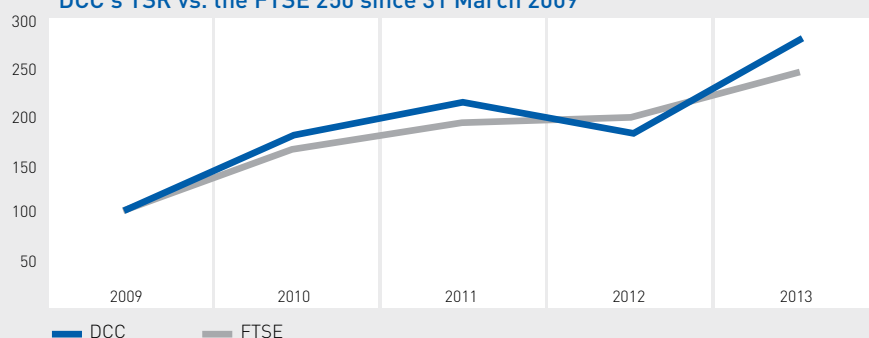
The main objective of DCC's remuneration policy is to incentivise executive Directors and other senior Group executives to create shareholder value. It is pleasing to note, as demonstrated in the charts on page 82, that DCC has generated a TSR of 198% over the last 9 years and a TSR of 178% over the last 4 years.

Remuneration Report (continued)

DCC's TSR vs. the FTSE 250 since 31 March 2004



DCC's TSR vs. the FTSE 250 since 31 March 2009



The charts above show the growth of a hypothetical €100 holding in DCC plc shares since 31 March 2004 and 31 March 2009 respectively, relative to the FTSE 250 index.

Another objective of the Group remuneration policy is to offer competitive base salaries and short term bonuses by positioning them at the median of the primary comparator group as detailed more fully under 'Group Remuneration Policy' on page 84. The most recent comparator group exercise demonstrated that base salaries for the executive Directors and senior Group management were broadly in line with that policy, with the exception of Mr. O'Dwyer who was positioned towards the lower quartile. As regards annual performance related bonuses, despite very strong financial and strategic performance, average outcomes have been low relative to the comparator group, due to both a lower maximum potential and more stretching/demanding targets set by the Board.

Taking these factors into consideration, the Remuneration Committee, while conscious of the requirement to show restraint in the area of executive pay, has decided to make the following changes to remuneration:

- an increase in the salary of Mr. O'Dwyer from €400,000 to €430,000 to reflect better the size and complexity of the Group, his tenure in the role (19 years) and the increased scope of his responsibilities going forward.
 - an increase in the salary of Mr. Murphy from €400,000 to €410,000.
- Total salaries for the executive Directors have therefore been increased by 2.67%, as there has been no change to Mr. Breen's salary, which has remained unchanged since 2008.
- an increase in the maximum bonus potential for Mr. Breen to 120% of base salary and for Mr. O'Dwyer to 100% of base salary. A deferral mechanism has been introduced in relation to Mr. Breen's bonus arrangements.

The changes to remuneration arrangements for the year to 31 March 2014 are explained in detail in the table on page 85.



The Remuneration Committee

The Remuneration Committee comprises three independent non-executive Directors, Leslie Van de Walle (Chairman), Róisín Brennan and David Byrne, and the Chairman of the Board, Michael Buckley. The members of the Committee have significant financial and business experience, including in the area of executive remuneration. Further biographical details regarding the members of the Remuneration Committee are set out on pages 62 to 63.

Role and Responsibilities

The role and responsibilities of the Remuneration Committee are set out in full in its written terms of reference, which are available on request and on the Company's website www.dcc.ie, and the key matters are summarised below.

The Committee is responsible for determining the policy for the remuneration of the Chief Executive, the other executive Directors and certain senior Group executives. In this regard the Committee gives full consideration to legal and regulatory requirements, to the principles and provisions of the UK Corporate Governance Code and to other remuneration developments, with particular reference in the current year to the draft reporting regulations for directors' remuneration as issued by the UK Department for Business, Innovation and Skills. The Committee also ensures that risk is properly considered in the setting of remuneration policy, by ensuring that targets are appropriately stretched but do not lead to the taking of excessive risk.

The Committee determines the remuneration packages of the Chairman, the Chief Executive, the other executive Directors and certain senior Group executives, including salary, short term annual bonuses, long term incentives, pension rights and compensation payments.

The Committee consults with the Chief Executive on remuneration for the other executive Directors and for senior Group management.

While the Remuneration Committee's specific oversight of individual executive remuneration packages extends only to the executive Directors and a number of senior Group executives, it aims to create a broad policy framework, to be applied by management to senior executives throughout the Group, through its oversight of remuneration structures for other Group and subsidiary senior management and of any major changes in employee benefits structures throughout the Group.

The Committee is responsible for the granting of awards under the Company's long term incentive plan, determining whether the criteria for the vesting of options or awards have been met and giving consideration to any necessary amendments to the rules of the plan.

Meetings

The Committee met seven times during the year ended 31 March 2013. The main agenda items included remuneration policy, remuneration trends and market

practice, the remuneration packages of the Chairman, the Chief Executive, the other executive Directors and certain senior Group executives, pension matters, grants of share options under the Company's long term incentive plan and approval of this report. Individual attendance at these meetings during the year, as well as each member's length of service at 31 March 2013, is set out in the table below.

The Chief Executive and the Head of Group Human Resources may be invited to attend meetings of the Committee, except when their own remuneration is being discussed. No Director is involved in consideration of his or her own remuneration. The Company Secretary acts as secretary to the Committee.

External Advice

The Remuneration Committee seeks independent advice when necessary from external consultants.

Towers Watson acts as remuneration advisors to the Committee and during the year provided advice in relation to market trends, competitive positioning and developments in remuneration policy. Towers Watson is a signatory to the Remuneration Consultants Group Code of Conduct and any advice was provided in accordance with this code. Towers Watson had no other connection with the Group during the year, having externally facilitated the Board evaluation process in the prior year.

Mercer acts as pension advisors to the Committee and provides specific advice on pension practice and developments. Mercer also provides services in relation to the DCC plc Long Term Incentive Plan 2009 and act as actuaries and pension advisors to a number of companies in the Group.

Remuneration Committee: Attendance at meetings during the year ended 31 March 2013 and length of service at 31 March 2013:

Member	Number of Committee Meetings ¹	Meeting Attendance	Length of Service on Committee
Leslie Van de Walle (Chairman)	7	7	2.5 years
Róisín Brennan	7	7	7.5 years
Michael Buckley	7	7	7.5 years
David Byrne	7	7	4 years

1. Number of meetings held during the period the Director was a member of the Committee.

Remuneration Report (continued)

Group Remuneration Policy

DCC's remuneration policy is designed and managed to support a high performance and entrepreneurial culture, taking into account competitive market positioning.

The Board seeks to align the interests of executive Directors and other senior Group executives with those of shareholders, within the framework set out in the UK Corporate Governance Code. Central to this policy is the Group's belief in long-term, performance based incentivisation and the encouragement of share ownership.

The basic policy objective is to have top quartile overall remuneration for top quartile performance and to have basic pay rates and the short term element of incentive payments at the median of a market capitalisation comparator group.

The Remuneration Committee seeks to ensure:

- that the Group will attract, motivate and retain individuals of the highest calibre;
- that executives are rewarded in a fair and balanced way for their individual and team contribution to the Group's performance;
- that executives receive a level of remuneration that is appropriate to their scale of responsibility and individual performance;
- that the overall approach to remuneration has regard to the sectors and geographies within which the Group operates and the markets from which it draws its executives; and
- that risk is properly considered in setting remuneration policy and in determining remuneration packages.

DCC's strategy of fostering entrepreneurship requires well designed incentive plans that reward the creation of shareholder value through organic and acquisitive growth while maintaining high returns on capital employed, strong cash generation and a focus on good risk management. The typical elements of the remuneration package for executive Directors and other senior Group executives are base pay, pension and other benefits, annual performance related bonuses and participation in long term performance plans which promote the creation of sustainable shareholder value.

The Remuneration Committee takes external advice from remuneration consultants on market practice to ensure that remuneration structures continue to support the key remuneration policy objectives.

The primary comparator group for benchmarking is a group of 60 FTSE companies, 30 of whom have market capitalisations just below DCC's and 30 of whom have market capitalisations just above DCC's ('the market capitalisation comparator group').

The Remuneration Committee also considers it useful to use a set of other comparators as secondary references to ensure rigorous and comprehensive benchmarking, being the FTSE 250, the peer group for the DCC plc Long Term Incentive Plan 2009 and a group of Irish listed industrial companies which can be taken to be broadly comparable to DCC.

Shareholder Engagement

The Committee engages in dialogue with major shareholders on remuneration matters, particularly in relation to planned changes. The Committee also takes into account the views of proxy advisors.

The Committee acknowledges that shareholders have a right to have a 'say on pay' by putting the Remuneration Report to a shareholder 'advisory' vote at the Annual General Meeting each year (since 2009) even though there is no legal obligation to put such a resolution to shareholders.

The table below shows the voting outcome at the 2012 AGM in relation to the 2012 Directors' Remuneration Report.

Vote	Total votes cast	Total votes for	Total votes against	Total abstentions
Advisory vote on 2012 Remuneration Report	63,197,578	63,177,825 [99.97%]	19,753 [0.03%]	57,706



POLICY

Key elements of pay of executive Directors and other senior Group management

The table below summarises the key elements of pay policy, their purpose and linkage to strategy.

Element and link to strategy	Policy and operation	Changes to policy for the year to 31 March 2014	
Base Salary			
To help recruit and retain senior executives.	<p>Base salaries are reviewed annually on 1 April.</p> <p>The factors taken into account include:</p> <ul style="list-style-type: none">- Role and experience- Company performance- Personal performance- Competitive market practice and benchmarking <p>When setting pay policy, account is taken of movements in pay generally across the Group.</p>	<p>No change to policy.</p> <p>Changes to salaries of the executive Directors for the year to 31 March 2014 are set out on page 90.</p>	
Benefits			
To provide market competitive benefits.	Benefits include the use of a company car, life/disability cover, club subscriptions or cash equivalent.	No change to policy.	
Annual Bonus			
To reward the achievement of growth in Group earnings and divisional operating profit and overall contribution and personal performance	The maximum bonus potential, as a percentage of base salary, for the executive Directors for the year ended 31 March 2013 is as follows:	With the exception of changes to maximum bonus potential, as detailed below, there have been no other changes to policy and operation in respect of annual bonuses.	
	Executive Director	2012/13	
	Tommy Breen	100%	
	Donal Murphy	100%	
	Fergal O'Dwyer	75%	
	Bonus targets for executive Directors and other senior Group executives are reviewed annually and are based on pre-determined targets as set out below:	The maximum bonus potential, as a percentage of base salary, for the executive Directors for the year to 31 March 2014 and compared to the prior year are as follows:	
	Executive Director	Performance Targets	Bonus potential
	2012/13		
Tommy Breen	70% of bonus based on Group earnings and 30% based on personal performance	120%	
Donal Murphy	40% of bonus based on DCC Energy operating profit, 20% based on Group earnings and 40% based on personal performance.	100%	
Fergal O'Dwyer	70% of bonus based on Group earnings and 30% based on personal performance.	100%	
		75%	
		Mr. Breen's maximum bonus potential was increased to 120% to take account of the fact that his bonus potential had fallen well below the median bonus level of the market capitalisation comparator group.	

Remuneration Report (continued)

Element and link to strategy	Policy and operation	Changes to policy for the year to 31 March 2014
Annual Bonus (continued)		
	<p>The maximum bonus potential for other senior Group executives range between 40% and 60% of base salary for the year ended 31 March 2013.</p> <p>The performance targets for other senior Group executives are based on growth in Group earnings and growth in divisional operating profit, where applicable, against a pre-determined range, and on overall contribution and personal performance.</p> <p>The weighting of the performance targets varies according to the role of each individual and for the year ended 31 March 2013 were within the range of 0% to 70% of bonus potential for profit performance and 30% to 100% of bonus potential for overall contribution and personal performance.</p> <p>Bonus levels are determined by the Committee after the year end.</p> <p>The Committee can apply appropriate discretion in respect of determining the bonuses to be awarded based on actual performance achieved.</p> <p>In particular, the Committee has the discretion to reduce bonuses in the event that target returns on capital employed are not achieved.</p> <p>A formal bonus clawback policy is in place for the executive Directors and other senior Group, divisional and subsidiary management.</p> <p>The Committee has discretion in relation to bonus payments to joiners and leavers.</p>	<p>In regard to Mr. Breen's bonus potential, any actual bonus earned in excess of 100% of salary, once the appropriate tax and social security deductions were made, would be invested in DCC shares which would be made available to him after three years, or on his employment terminating if earlier, together with accrued dividends.</p> <p>Mr. O'Dwyer's maximum bonus potential was increased to 100% in recognition of his additional responsibilities in the area of Group acquisitions and for investor relations in the context inter alia of the Company's change of primary listing to the London Stock Exchange and to take account of the fact that his bonus potential had fallen well below the median bonus level of the market capitalisation comparator group.</p>
Long Term Incentive Plan ('LTIP')		
To align the interests of executives with those of the Group's shareholders and to reflect the Group's culture of long term performance based incentivisation.	<p>The LTIP provides for the Remuneration Committee to grant nominal cost options to acquire shares to Group employees, including executive Directors.</p> <p>The market value of the shares subject to the options granted in any period of 12 months may not, at the date of the grant of award, in the case of the Chief Executive exceed 120% of annual base salary and in the case of other participants exceed a lower percentage, as determined by the Committee.</p> <p>Awards will normally vest no earlier than the third anniversary of the award date and in the case of options cannot be exercised later than the seventh anniversary of the award date.</p> <p>In addition to the detailed performance conditions, an award will not vest unless the Committee is satisfied that the Company's underlying financial performance has shown a sustained improvement in the period since the award date.</p>	No change.



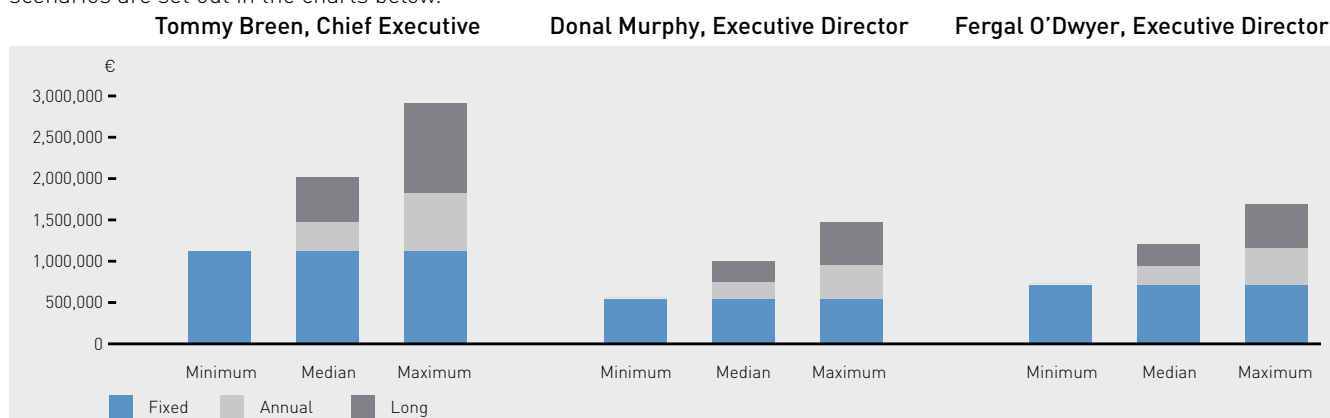
Element and link to strategy	Policy and operation	Changes to policy for the year to 31 March 2014																				
Long Term Incentive Plan ('LTIP') (continued)																						
	<p>The extent of vesting for awards granted to participants will be determined by the following performance conditions:</p> <p>60% of shares vest depending on TSR performance over a three year period starting on 1 April in the year in which the award is granted, compared with the TSR of a designated peer group, which comprises the FTSE 250 on the first day of the performance period excluding financial services type companies and a small number of other companies that are not comparable to the Company, as determined by the Remuneration Committee.</p> <table><tr><th>TSR rank</th><th>% of total award vesting</th></tr><tr><td>Below median</td><td>0%</td></tr><tr><td>Median</td><td>25%</td></tr><tr><td>Median – 75th percentile</td><td>25%-60% pro rata</td></tr><tr><td>Above 75th percentile</td><td>60%</td></tr></table> <p>40% of shares vest depending on EPS growth over a three year period starting on 1 April in the year in which the award is granted compared with the change in the Irish Consumer Price Index (CPI).</p> <table><tr><th>EPS growth in excess of CPI</th><th>% of total award vesting</th></tr><tr><td>Below 3%</td><td>0%</td></tr><tr><td>3%</td><td>15%</td></tr><tr><td>3% - 7%</td><td>15%-40% pro rata</td></tr><tr><td>Above 7%</td><td>40%</td></tr></table> <p>Vesting under the EPS performance condition is also contingent on (i) the average share price over the 30 day period following the annual or half yearly results announcement date prior to vesting being higher than the average share price over the 30 day period following the annual or half yearly results announcement date prior to the award date and (ii) the Company's EPS growth over the three year performance period being positive.</p> <p>No re-testing of the performance conditions is permitted.</p>	TSR rank	% of total award vesting	Below median	0%	Median	25%	Median – 75th percentile	25%-60% pro rata	Above 75th percentile	60%	EPS growth in excess of CPI	% of total award vesting	Below 3%	0%	3%	15%	3% - 7%	15%-40% pro rata	Above 7%	40%	
TSR rank	% of total award vesting																					
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Above 7%	40%																					

Remuneration Report (continued)

Element and link to strategy	Policy and operation	Changes to policy for the year to 31 March 2014
Pension		
To reward sustained contribution	<p>A small number of senior Group executives, including the executive Directors, are participants in a defined benefit pension scheme which aims to provide, on the basis of actuarial advice, a pension of two thirds of pensionable salary at normal retirement date. Pensionable salary is calculated as 105% of basic salary and does not include any performance related bonuses or benefits.</p> <p>The Irish Finance Act 2006 established a cap on pension assets by introducing a penalty tax charge on pension assets in excess of the higher of €5 million or the value of individual accrued pension entitlements as at 7 December 2005. The Irish Finance Act 2011 reduced these thresholds to the higher of €2.3 million or the value of individual accrued pension entitlements as at 7 December 2010. As a result of this change the Remuneration Committee decided that the executive Directors and the other senior Group executives, who are members of the defined benefit scheme, would have the option of continuing to accrue pension benefits as previously or to cap their benefits in line with the 2011 limits. All of the executive Directors elected to cap their benefits and receive a taxable non-pensionable cash allowance in lieu of pension benefits foregone.</p> <p>Other senior Group executives participate in a defined contribution pension scheme.</p>	No change.

Scenarios Charts

The current value and composition of the executive Directors' remuneration packages at minimum, median and maximum scenarios are set out in the charts below.



Notes

1. Fixed = base salary, benefits and retirement expense
2. Annual = bonus
3. Long = estimated value of options under the DCC plc Long Term Incentive Plan 2009.
4. Total pay for minimum performance comprises base salary, benefits and retirement expense (fixed).
5. Total pay for median performance comprises base salary, benefits and retirement expense (fixed), 50% of maximum bonus potential (annual) and 50% of maximum LTIP opportunity (long).
6. Total pay for maximum performance comprises base salary, benefits and retirement expense (fixed), 100% of maximum bonus potential (annual) and 100% of maximum LTIP opportunity (long).
7. In calculating any value that may be delivered in shares, no account has been taken of any potential increase or decrease in share price.



Exit Payments Policy

The provisions on exit in respect of each of the elements of pay are as follows:

Salary and Benefits

Exit payments are only made in respect of base salary for the relevant notice period. For the Chief Executive, the notice period is 12 months. For the other executive Directors, the notice period is 3 months.

Annual Bonus

The Remuneration Committee can apply appropriate discretion in respect of determining the bonuses to be awarded based on actual performance achieved and the period of employment during the financial year.

Long Term Incentive Plan

To the extent that an option has vested on the participant's cessation date, the participant may exercise the option during a specified period following such date but in no event may the option be exercised later than the expiry date as specified in the award certificate.

In general, a share award or option that has not vested on the participant's termination date immediately lapses.

The Committee would normally exercise its discretion when dealing with a participant who ceases to be an employee by reason of certain exceptional circumstances e.g. death, injury or disability, redundancy, retirement or any other exceptional circumstances. In such circumstances, any share award or option that has not already vested on the participant's cessation date would be eligible for vesting on a date determined by the Remuneration Committee. The number of shares, if any, in respect of which the share award or option vests would be determined by the Remuneration Committee.

In the event that a participant ceases to be an employee by reason of a termination of his employment for serious misconduct, each share award and option held by the participant, whether or not vested, will automatically lapse immediately upon the service of notice of such termination, unless the Committee in its sole discretion determines otherwise.

Pension

The rules of the Company's defined benefit pension scheme, of which the executive Directors are members, contain detailed provisions in respect of termination of employment.

Service Contracts

With the exception of Tommy Breen, Chief Executive, who has a service agreement with a notice period of twelve months, none of the other Directors has a service contract with the Company or with any member of the Group. Mr. Breen's service contract provides that either he or the Company can terminate his employment by giving 12 months notice in writing. The Company may, at its sole

discretion, require that Mr. Breen, instead of working out the period of notice, cease employment immediately in which case he would receive compensation in the form of base salary only in respect of the notice period. The service contract also provides for summary termination (i.e. without notice) in a number of circumstances, including material breach or grave misconduct. The service contract does not include any provisions for

compensation for loss of office, other than the notice period provisions set out above.

Mr. O'Dwyer and Mr. Murphy have letters of appointment which provide for 3 months notice periods.

Share Ownership Guidelines

DCC's remuneration policy has at its core recognition that the spirit of ownership and entrepreneurship is essential to the creation of long term high performance and that share ownership is important in aligning the interests of executive Directors and other senior Group executives with those of shareholders.

A set of share ownership guidelines is in place, effective from 1 April 2011, under which the Chief Executive, other executive Directors and other senior Group executives are encouraged to build, over a five year period, a shareholding in the Company with a valuation relative to base salary as follows:

Executive	Share ownership guideline
Chief Executive	3 times annual base salary
Other executive Directors	2 times annual base salary
Senior Group executives	1 times annual base salary

The existing shareholdings held by the executive Directors, as shown below, are substantially in excess of these guidelines.

Executive	Shareholding as Multiple of base salary for year ended 31 March 2013	Share ownership guideline
Tommy Breen	11.6	3.0
Fergal O'Dwyer	18.1	2.0
Donal Murphy	5.9	2.0

Remuneration Report (continued)

REMUNERATION OUTCOMES FOR THE YEAR ENDED 31 MARCH 2013

Executive and non-executive Directors' remuneration details (single total figure)

The table below sets out the details of the remuneration payable in respect of Directors who held office for any part of the financial year.

	Salary and Fees ^{1,2}		Bonus ³		Benefits ⁴		Retirement Benefit Expense ⁵		LTIP ⁶		Total	
	2013 €'000	2012 €'000	2013 €'000	2012 €'000	2013 €'000	2012 €'000	2013 €'000	2012 €'000	2013 €'000	2012 €'000	2013 €'000	2012 €'000
Executive Directors												
Tommy Breen	700	700	700	210	84	93	338	334	543	303	2,365	1,640
Donal Murphy	400	400	400	75	32	39	96	130	259	119	1,187	763
Fergal O'Dwyer	400	400	300	90	32	39	232	190	259	132	1,223	851
Total for executive Directors	1,500	1,500	1,400	375	148	171	666	654	1,061	554	4,775	3,254
Non-executive Directors												
Michael Buckley	190	190	-	-	-	-	-	-	-	-	190	190
Róisín Brennan	68	68	-	-	-	-	-	-	-	-	68	68
David Byrne	103	103	-	-	-	-	-	-	-	-	103	103
Jane Lodge ⁷	39	-	-	-	-	-	-	-	-	-	39	-
Kevin Melia	68	68	-	-	-	-	-	-	-	-	68	68
John Moloney	68	68	-	-	-	-	-	-	-	-	68	68
Bernard Somers ⁸	53	80	-	-	-	-	-	-	-	-	53	80
Leslie Van de Walle	81	74	-	-	-	-	-	-	-	-	81	74
Total for non-executive Directors	670	651	-	-	-	-	-	-	-	-	670	651
Ex gratia pension to dependant of retired Director											10	10
Payment to former Director for services in respect of a successful legal claim in favour of the DCC Group ⁹											192	-
Total											5,647	3,915

Notes:

1. Fees are payable only to non-executive Directors and include Board Committee fees.
2. The changes to the salaries of the executive Directors as at 1 April 2013 and the prior year are as follows:

Executive Director	Salary 1 April 2013	Salary 1 April 2012
Tommy Breen	€700,000	€700,000
Donal Murphy	€410,000	€400,000
Fergal O'Dwyer	€430,000	€400,000

Executive Director	% Increase 1 Apr 2013	% Increase 1 Apr 2012
Tommy Breen	0%	0%
Donal Murphy	2.5%	0%
Fergal O'Dwyer	7.5%	0%

There has been no change to Mr. Breen's salary since June 2008. The salaries of Mr. Murphy and Mr. O'Dwyer were last increased in January 2011.

The salaries of other senior Group executives increased by 3.7% overall, with individual increases reflecting development in roles and responsibilities.

The salaries for the executive Directors increased by 2.7% overall.

3. Bonus targets for executive Directors and other senior Group executives are reviewed annually and are based on targets set in advance by the Remuneration Committee.

In the case of the executive Directors, the Group earnings and divisional operating profit targets as well as personal performance and contribution targets for the year ended 31 March 2013 were met in full. The resultant bonus payments for the year ended 31 March 2013 were as follows:

Executive Director	Bonus €	% of Salary
Tommy Breen	€700,000	100%
Donal Murphy	€400,000	100%
Fergal O'Dwyer	€300,000	75%

4. In the case of the executive Directors, benefits include use of a company car, life/disability cover, club subscriptions or cash equivalent.
5. All cash allowances have been calculated based on independent actuarial advice approved by the Remuneration Committee as the equivalent of the cost to the Group of the pension benefits foregone. Retirement Benefits Expense comprises an amount of €338,000 for Tommy Breen, being a cash allowance of €504,000 less the value of a reversal of previously funded benefits, a cash allowance of €96,000 for Donal Murphy and a cash allowance of €232,000 for Fergal O'Dwyer.

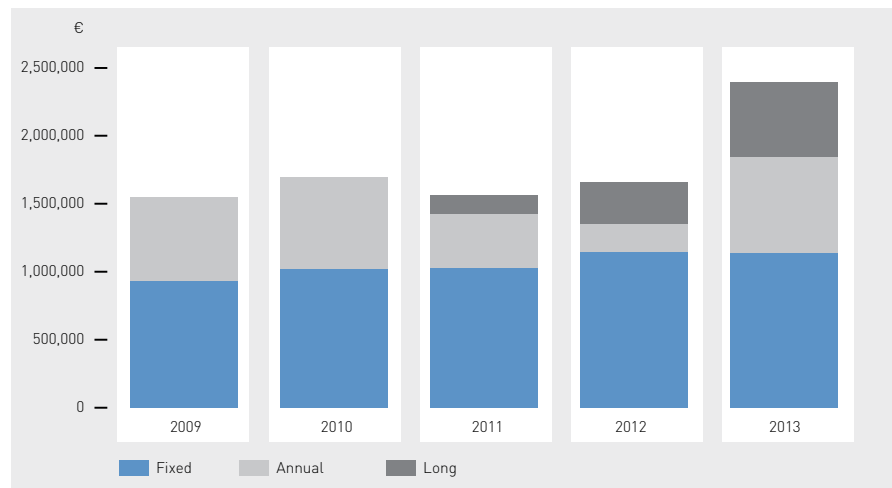
6. The LTIP awards granted in August 2009 vested in October 2012 based on TSR performance and EPS performance over the three year period ended 31 March 2012. The Group's TSR performance gave rise to a vesting of 25.84% of the total award. The EPS performance condition was not met. Consequently 25.84% of the 2009 awards vested. For the year ended 31 March 2012, the value of the LTIP was calculated by taking the number of options which vested in October 2012 multiplied by the market price at the date of vesting.

The LTIP awards granted in November 2010 will vest in November 2013 based on TSR performance and EPS performance over the three year period ended 31 March 2013. The Group's TSR performance is expected to give rise to a vesting of 35% of the total award. The EPS performance condition is expected to give rise to a vesting of 15% of the total award. Consequently, 50% of the 2010 awards are expected to vest. For the year ended 31 March 2013, the value of the LTIP is estimated by multiplying the number of options expected to vest in November 2013 by the market price at 31 March 2013.

7. Jane Lodge was appointed as a Director on 4 October 2012.
8. Bernard Somers retired on 5 November 2012.
9. During the year, a payment was made to a former Director, who retired in 2004, for services provided over a number of years post retirement, in respect of a successful Taiwanese legal claim in favour of the DCC Group.

Chief Executive's Remuneration

The chart below shows the total remuneration for the Chief Executive based on single figure numbers for the five years from 1 April 2008 to 31 March 2013.



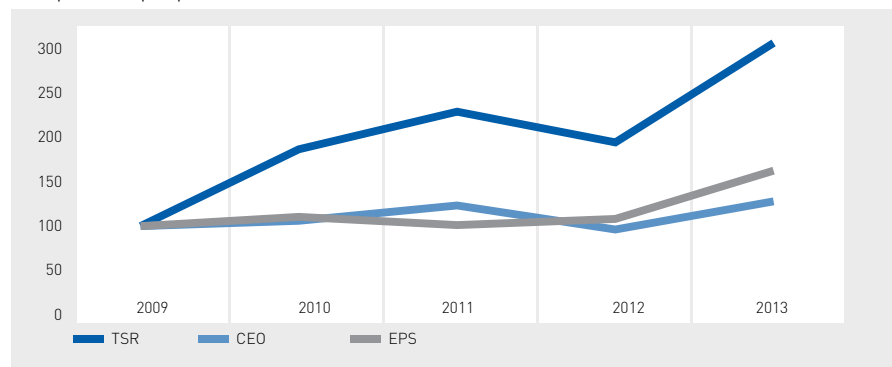
Notes:

Fixed = basic salary + benefits + pension

Annual = annual bonus

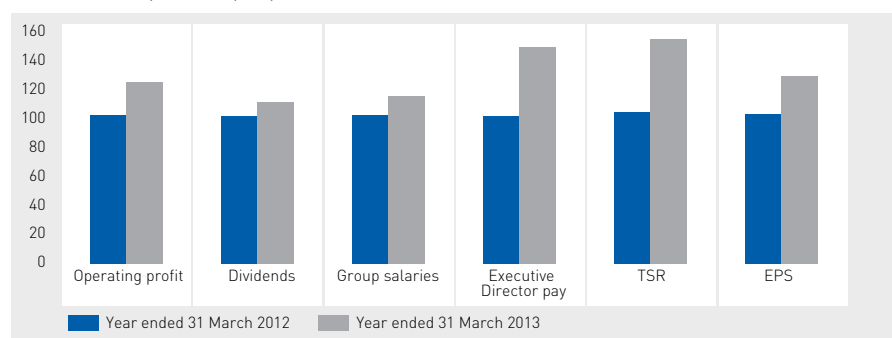
Long = value of options under the DCC plc 1998 Employee Share Option Scheme and DCC plc Long Term Incentive Plan 2009

The chart below maps the total remuneration for the Chief Executive (as set out above) against the five year trend in EPS and TSR, using a base of 100 for 2009 for comparator purposes.



Key Performance Indicator Chart

The chart below shows the change in executive Director pay and key performance indicators for the year ended 31 March 2013 versus the prior year. A base of 100 is used for comparator purposes.



Remuneration Report (continued)

Non-executive Directors' Remuneration

The remuneration of the Chairman is determined by the Remuneration Committee for approval by the Board. The Chairman absents himself from the Committee meeting while this matter is being considered.

The remuneration of the other non-executive Directors is determined by the Chairman and the Chief Executive for approval by the Board.

The fees paid to non-executive Directors reflect their experience and ability and the time demands of their Board and Board committee duties. The fees are reviewed annually, taking account of any changes in responsibilities and benchmarking advice from external remuneration consultants on the level of fees in a range of comparable Irish and UK companies.

The basic non-executive Director fee amounts to €60,000 per annum and additional fees are paid to members and the Chairmen of Board committees. There have been no increases in these fees since 1 April 2009 with the exception of the fee for the Chairman of the Remuneration Committee which increased from €5,000 to €7,500 with effect from 1 January 2012, in view of the significantly increased responsibilities which this role now entails.

The Chairman, Michael Buckley, received a total fee of €190,000 for the year ended 31 March 2013, inclusive of the basic fee and committee fees. This fee is unchanged since 1 April 2010, when it was reduced from the previous level of €225,000.

The Deputy Chairman and Senior Independent Director, David Byrne, received a total fee of €103,000, again inclusive of the basic fee and committee fees. This fee is unchanged since 1 April 2009.

Non-executives Directors do not participate in the Company's long term incentive plan and do not receive any pension benefits from the Company. An office is provided for the use of the Chairman.

Executive Directors' Defined Benefit Pensions

The table below sets out the charge in the accrued pension benefits to which executive Directors have become entitled during the year ended 31 March 2013 and the transfer value of the charge in accrued benefit, under the Company's defined benefit pension scheme:

	Charge in accrued pension benefit (excl inflation) during the year1 €'000	Transfer value equivalent to the charge in accrued pension benefit1 €'000	Total accrued pension benefit at year end2 €'000
Executive Directors			
Tommy Breen	(10)	(166)	328
Donal Murphy	0	0	115
Fergal O'Dwyer	0	0	162
Total	(10)	(166)	605

Notes

1. The pensions of the executive Directors have been capped in line with the provisions of the Irish Finance Acts as detailed on page 88.

2. Figures represent the total accrued pension payable from normal retirement date, based on pensionable service at 31 March 2013.

Executive and Non-executive Directors' and Company Secretary's Interests

The interests of the Directors and the Company Secretary (including their respective family interests) in the share capital of DCC plc at 31 March 2013 (together with their interests at 31 March 2012) are set out below:

	No. of Ordinary Shares At 31 March 2013	No. of Ordinary Shares At 31 March 2012*
Executive Directors		
Michael Buckley	12,000	10,000
Tommy Breen	295,000	290,000
Róisín Brennan	-	-
David Byrne	1,200	1,200
Jane Lodge**	-	-
Kevin Melia	1,250	1,250
John Moloney	2,000	2,000
Donal Murphy	85,413	84,313
Fergal O'Dwyer	264,389	260,889
Leslie Van de Walle	670	670
Bernard Somers***	-	1,000
Company Secretary		
Gerard Whyte	144,400	144,400

* or date of appointment if later.

** Jane Lodge was appointed on 4 October 2012.

*** Bernard Somers retired on 5 November 2012.

All of the above interests were beneficially owned. Apart from the interests disclosed above, the Directors and the Company Secretary had no interests in the share capital or loan stock of the Company or any other Group undertaking at 31 March 2013.

The shareholdings held by the executive Directors are substantially in excess of the share ownership guidelines in place, which are set out on page 89 of this report.

The Company's Register of Directors Interests (which is open to inspection) contains full details of Directors' shareholdings and share options.

Executive Directors' and Company Secretary's Long Term Incentives

DCC plc Long Term Incentive Plan 2009

Details of the executive Directors' and the Company Secretary's awards, in the form of nominal cost options, under the DCC plc Long Term Incentive Plan 2009 are set out in the table below:

	At 31 March 2012	Number of options		At 31 March 2013	Performance period	Earliest exercise date	Market price on award
		Granted in year	Lapsed in year				€
Executive Directors							
Tommy Breen	53,743	-	(39,856)	13,887	1 April 2009 – 31 March 2012	20 August 2012	15.63
	39,529	-	-	39,529	1 April 2010 – 31 March 2013	15 November 2013	21.25
	48,000	-	-	48,000	1 April 2011 – 31 March 2014	15 November 2014	17.50
	-	37,070	-	37,070	1 April 2012 – 31 March 2015	12 November 2015	22.66
	141,272	37,070	(39,856)	138,486			
Donal Murphy	21,113	-	(15,657)	5,456	1 April 2009 – 31 March 2012	20 August 2012	15.63
	18,894	-	-	18,894	1 April 2010 – 31 March 2013	15 November 2013	21.25
	22,857	-	-	22,857	1 April 2011 – 31 March 2014	15 November 2014	17.50
	-	17,652	-	17,652	1 April 2012 – 31 March 2015	12 November 2015	22.66
	62,864	17,652	(15,657)	64,859			
Fergal O'Dwyer	23,353	-	(17,319)	6,034	1 April 2009 – 31 March 2012	20 August 2012	15.63
	18,894	-	-	18,894	1 April 2010 – 31 March 2013	15 November 2013	21.25
	22,857	-	-	22,857	1 April 2011 – 31 March 2014	15 November 2014	17.50
	-	17,652	-	17,652	1 April 2012 – 31 March 2015	12 November 2015	22.66
	65,104	17,652	(17,319)	65,437			
Company Secretary							
Gerard Whyte	11,756	-	(8,718)	3,038	1 April 2009 – 31 March 2012	20 August 2012	15.63
	8,647	-	-	8,647	1 April 2010 – 31 March 2013	15 November 2013	21.25
	10,500	-	-	10,500	1 April 2011 – 31 March 2014	15 November 2014	17.50
	-	8,109	-	8,109	1 April 2012 – 31 March 2015	12 November 2015	22.66
	30,903	8,109	(8,718)	30,294			

Remuneration Report (continued)

DCC plc 1998 Employee Share Option Scheme

Details as at 31 March 2013 of the executive Directors' and the Company Secretary's options to subscribe for shares under the DCC plc 1998 Employee Share Option Scheme are set out in the table below.

Number of options					Weighted average option price at 31 March 2013 €		Options exercised in year	
At 31 March 2012	Exercised in year	Lapsed in year	At 31 March 2013	Exercise price €			Market price at date of exercise €	
Executive Directors								
Tommy Breen								
Basic Tier	120,000	(20,000)	-	100,000	€19.20	Nov 2007 – May 2018	€10.38	€22.26
Second Tier	45,000	-	(45,000)	-				
Donal Murphy								
Basic Tier	50,000	(5,000)	-	45,000	€18.23	Nov 2007 – May 2018	€10.38	€22.26
Second Tier	20,000	-	(20,000)	-				
Fergal O'Dwyer								
Basic Tier	87,500	(15,000)	-	72,500	€18.52	Nov 2007 – May 2018	€10.38	€22.26
Second Tier	40,000	-	(40,000)	-				
Company Secretary								
Gerard Whyte								
Basic Tier	50,000	(5,000)	-	45,000	€17.94	Nov 2007 – May 2018	€10.38	€22.26
Second Tier	20,000	-	(20,000)	-				

Notes:

Executive Directors and other senior executives participated in the DCC plc 1998 Employee Share Option Scheme. The ten year period during which share options could be granted under this Scheme expired in June 2008. Over the life of the Scheme, the total number of basic and second tier options granted, net of options lapsed, amounted to 7.1% of issued share capital, of which 1.2% is currently outstanding. Basic tier options may not normally be exercised earlier than three years from the date of grant and second tier options not earlier than five years from the date of grant. Basic tier options may normally be exercised only if there has been growth in the adjusted earnings per share of the Company equivalent to the increase in the Consumer Price Index plus 2%, compound, per annum over a period of at least three years following the date of grant. Second tier options may normally be exercised only if the growth in the adjusted earnings per share over a period of at least five years is such as would place the Company in the top quartile of companies on the ISEQ index in terms of comparison of growth in adjusted earnings per share and if there has been growth in the adjusted earnings per share of the Company equivalent to the increase in the Consumer Price Index plus 10%, compound, per annum in that period.

The market price of DCC shares on 28 March 2013 was €27.45 and the range during the year was €17.55 to €27.50.

Additional information in relation to the DCC plc Long Term Incentive Plan 2009 and the DCC plc 1998 Employee Share Option Scheme appears in note 10 on page 127.

On behalf of the Remuneration Committee

Leslie Van de Walle

Chairman, Remuneration Committee
13 May 2013