



DCC plc

**Letter from the Chairman
and Notice of the Forty-Seventh Annual General Meeting
to be held on Thursday, 13 July 2023 at 2.00 p.m.
in The Powerscourt Hotel, Powerscourt Estate,
Enniskerry, Co. Wicklow, A98 DR12, 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, 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 (as amended) of the United Kingdom or, if you are in a territory outside Ireland or the United Kingdom, from another appropriately authorised professional adviser.

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. If you have recently sold part of your holding of ordinary shares in DCC plc, please contact immediately your stockbroker or other agent through whom the sale or transfer was effected.

13 June 2023

To the Shareholders of DCC plc

Dear Shareholder

The Notice of the Forty-Seventh Annual General Meeting of DCC plc to be held on Thursday, 13 July 2023 at 2.00 p.m. is set out on pages 4 to 8 of this document.

We invite you to submit questions in writing in advance of the meeting either by email to 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 2.00 p.m. on Tuesday 11 July 2023. 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 2023. A full copy of the 2023 Annual Report and Accounts is available on the Company's website www.dcc.ie.

Resolution 2 – Dividend

Resolution 2 deals with the declaration of a final dividend of 127.17 pence per ordinary share for the year ended 31 March 2023. If approved, the final dividend will be paid on 20 July 2023 to shareholders on the Register of Members at the close of business on 26 May 2023. This will give a total dividend for the year of 187.21 pence per ordinary share, which represents a 6.5% increase on the prior year.

Resolution 3 – Remuneration Report

Resolution 3 deals with the consideration of the Remuneration Report (excluding the Remuneration Policy) as set out on pages 118 to 141 of the 2023 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 the Remuneration Policy was subject to a shareholder vote at the 2021 Annual General Meeting and no changes are being made to DCC's Remuneration Policy this year, it is not subject to a shareholder vote at this year's Annual General Meeting.

Resolution 4 – Election and re-election of Directors

Resolution 4 deals with the proposed election or re-election of all Directors who are putting themselves forward at the Annual General Meeting, in accordance with the UK Corporate Governance Code.

Katrina Cliffe was appointed to the Board since the 2022 Annual General Meeting and will offer herself for election. We continue our practice of requiring all other Directors to retire annually and to offer themselves for re-election.

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 and have performed effectively in offering independent and constructive challenge to management and 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 88 and 89 of the 2023 Annual Report and Accounts and also on the Company's website at www.dcc.ie.

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

Resolution 5 – Remuneration of the Auditors

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

Resolution 6 – Ordinary remuneration payable to non-executive Directors

Resolution 6 relates to the ordinary remuneration of non-executive Directors. Ordinary remuneration refers to basic fees paid to the non-executive Directors and excludes the additional fees for acting as Chairman, Senior Independent Director, Workforce Engagement Director, or for chairmanship of Board Committees.

The aggregate of basic fees paid to non-executive Directors for the year ended 31 March 2023 was €618,500 compared to the limit of €850,000 as approved at the Annual General Meeting of the Company held on 12 July 2019.

As outlined in detail in the Remuneration Report on page 139, the basic fee for non-executive Directors for the year ending 31 March 2024 has increased from €76,890 to €87,500, as a result of consolidating Committee membership fees into the base fee. This would result in total base fees for our eight current non-executive Directors of €700,000 for the year ending 31 March 2024.

The purpose of this Resolution is to facilitate the co-option of additional non-executive Directors, as the need arises, and to deal with future increases in the basic fee payable to non-executive Directors.

Resolution 6 will be therefore proposed as an Ordinary Resolution to increase the limit on the aggregate of the ordinary remuneration payable to non-executive Directors from €850,000 to €950,000 per annum.

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 €8,230,500, representing approximately one third of the Company's issued share capital (excluding Treasury Shares) on 13 June 2023. As at close of business on 13 June 2023, the Company held 2,567,697 Treasury Shares, representing 2.60% 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, the DCC plc Long Term Incentive Plan 2021, or 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 12 October 2024.

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 €1,234,500, representing approximately 5% of the Company's issued share capital (excluding Treasury Shares) on 13 June 2023.

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 €1,234,500, which represents approximately 5% of the Company's issued share capital (excluding Treasury Shares) on 13 June 2023; 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 proposed by Resolutions 8 and 9 were used in full would be €2,469,000, which represents approximately 10% of the Company's issued share capital (excluding Treasury Shares) on 13 June 2023. This limit includes any Treasury Shares re-issued by the Company while these authorities remain operable.

In November 2022, the Pre-Emption Group published a revised Statement of Principles (the "Statement of Principles"), which increased the guideline threshold for the annual disapplication of pre-emption rights authorities from 10% to 20% of a company's issued share capital, with some additional flexibility for follow-on offers of up to a maximum of an additional 4% of a company's issued share capital in specified circumstances. However, the Directors have decided to seek authority under Resolutions 8 and 9 for the disapplication of pre-emption rights only up to a maximum of 10% of the Company's issued share capital. Resolution 9 reflects the Statement of the Principles and related templates, and is in line with the authorities received by the Company in prior years. If the Company issues shares non-pre-emptively for cash, it will follow the shareholder protections in Part 2B of the Statement of Principles.

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 12 October 2024.

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 purchase on-market from time to time shares 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 13 June 2023, is 825,438, representing 0.84% of the issued share capital (excluding Treasury Shares)) would represent 0.93% 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 12 January 2025.

Resolution 11 – Re-issue price of Treasury Shares

Resolution 11 will be proposed as a Special Resolution to set the price range at which any Treasury Shares may be re-issued off-market.

This authority will, if renewed, expire on the earlier of the date of the next Annual General Meeting of the Company and 12 January 2025.

Voting and Forms of Proxy

If you hold ordinary shares in certificated (i.e. paper) form and do not intend to attend the Annual General Meeting in person, you are encouraged to vote in one of the following ways:

- A Form of Proxy is enclosed. You are requested to complete, sign and return the Form of Proxy as soon as possible. To be valid, the Form of Proxy should be returned to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), or to PO Box 13030, Dublin 24, Ireland (if delivered by post), to arrive no later than 2.00 p.m. on Tuesday, 11 July 2023.
- Alternatively, you may appoint a proxy or proxies electronically, by logging on to the website of the Company's Registrar at www.eproxyappointment.com. You will be asked to enter your Shareholder Reference Number (SRN) and PIN, in addition to the Control Number, as printed on your Form of Proxy, and agree to certain conditions.

Persons who hold interests in shares through the securities settlement system operated by Euroclear Bank SA/NV ("Euroclear Bank") (the "EB System") or as CREST Depository Interests ("CDIs") through the CREST system ("CREST") should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes or voting instructions for the Annual General Meeting through the respective systems. Further details on how to submit proxy votes or voting instructions through the Euroclear Bank system or through the CREST system are set out in the notes to the Notice of Annual General 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

Mark Breuer
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-Seventh Annual General Meeting of DCC plc will be held in The Powerscourt Hotel, Powerscourt Estate, Enniskerry, Co. Wicklow, A98 DR12, Ireland on Thursday, 13 July 2023 at 2.00 p.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 2023, together with the Reports of the Directors and the Auditors thereon.
2. To declare a final dividend of 127.17 pence per ordinary share for the year ended 31 March 2023.
3. To consider the Remuneration Report (excluding the Remuneration Policy) as set out on pages 118 to 141 of the 2023 Annual Report and Accounts.
4. By separate resolutions, to elect or re-elect (as appropriate) the following Directors:
 - a) Laura Angelini
 - b) Mark Breuer
 - c) Katrina Cliffe
 - d) Caroline Dowling
 - e) David Jukes
 - f) Lily Liu
 - g) Kevin Lucey
 - h) Donal Murphy
 - i) Alan Ralph
 - j) Mark Ryan
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 non-executive Directors of the Company as provided for in Article 76 of the Articles of Association of the Company be fixed at an aggregate amount not exceeding €950,000 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 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 €8,230,500, 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 12 October 2024 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 12 October 2024, 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 €1,234,500, 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 12 October 2024, 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 the notice containing this resolution; 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 €1,234,500, 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 overseas market purchases (as defined by Section 1072 of that Act) from time to time 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 that Act 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 the greater of (i) an amount equal to the higher of (a) the last independent trade of, and (b) the highest current independent bid or offer for, any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out and (ii) 5% above the average of the closing prices of a Relevant Share taken from the Official List of the London Stock Exchange for the five business days prior to the day the purchase is made.

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 12 January 2025 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 or the DCC plc Long Term Incentive Plan 2021, the re-issue price shall be the issue or subscription price provided for in such Plan (as applicable).

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 12 January 2025 unless previously varied or renewed in accordance with the provisions of Section 1078 of the Companies Act 2014."

By order of the Board

Darragh Byrne
Company Secretary
DCC plc
DCC House
Leopardstown Road
Foxrock
Dublin 18
Ireland

13 June 2023

Notes

1. This year's Annual General Meeting will be held at The Powerscourt Hotel, Powerscourt Estate, Enniskerry, Co. Wicklow, A98 DR12, Ireland.
2. Shareholders who are entitled to attend the Annual General Meeting may submit questions relating to items on the agenda of the meeting. Shareholders are encouraged to submit any such questions in advance either by email to companysecretary@dcc.ie or by post to the Company Secretary, DCC plc, DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland by 2.00 p.m. on Tuesday, 11 July 2023. All correspondence should include sufficient information to identify the shareholder on the Register of Members.
3. Any shareholder (being a registered member of the Company) 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 separate share(s) held by him or her. 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. You may appoint the Chairman of the meeting or another individual as your proxy.
4. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names of the holders stand in the Register of Members of the Company in respect of the share(s).
5. Shareholders may submit a proxy:
 - a) by completing the Form of Proxy, making sure to sign and date the form at the bottom, and returning it to the Company's Registrar, Computershare Investor Services (Ireland) Limited. If you are appointing someone other than the Chairman of the meeting as your proxy, then you must fill in the contact details of your representative at the meeting on the Form of Proxy. If you appoint the Chairman of the meeting or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy; or
 - b) electronically by logging on to the website of the Company's Registrar, Computershare Investor Services (Ireland) Limited at www.eproxyappointment.com. You will need your Control Number, Shareholder Reference Number (SRN) and your PIN, which can be found on your Proxy Form, and you will be asked to agree to certain conditions.
6. To be valid, Forms of Proxy duly signed together with the power of attorney or such other authority (if any) under which they are executed (or a notarially certified copy of such power or authority) must be lodged with the Company's Registrar, Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), or PO Box 13030, Dublin 24, Ireland (if delivered by post), by not later than 2.00 p.m. on Tuesday, 11 July 2023.
7. Persons who hold their interests in ordinary shares as Belgian law rights through the Euroclear system or as CDIs through the CREST system should review notes 10 to 12 below and consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the Annual General Meeting through the respective systems.
8. Participants in the Euroclear System ("EB Participants") can submit third party proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities – Service Description".

EB Participants can send electronic voting instructions to instruct the sole registered shareholder of all ordinary shares held through the Euroclear system, Euroclear Nominees Limited ("Euroclear Nominees") on how to vote. In following instructions from EB Participants, Euroclear Nominees will either vote itself or appoint the Chairman of the meeting as proxy, in respect of all or specific resolution(s) to:

- a) vote in favour;
- b) vote against;
- c) abstain; or
- d) give a discretionary vote to the Chairman of the meeting.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one hour prior to the Company's proxy appointment deadline (being 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof).

Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation other than through the submission of third party proxy appointment instructions.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

9. Euroclear UK & International Limited ("EUI"), the operator of the CREST system, has arranged for holders of CDIs to issue voting instructions relating to ordinary shares via a third-party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CDI holders can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.

If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge. Completed application forms should be returned to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the Annual General Meeting. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

CDI holders are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

10. All proxy appointments and voting instructions (whether submitted directly or through the Euroclear System or (via a holding of CDIs) the CREST system) must be received by the Company's Registrar not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. However, persons holding through the Euroclear system or (via a holding of CDIs) the CREST system will also need to comply with any earlier voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity and, following submission of voting instructions/proxy appointments, to confirm with such relevant intermediary that the votes/appointments have been validly received and processed.
11. Voting on each of the resolutions will be decided on a poll. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the Annual General Meeting, a shareholder, present in person or by proxy, holding more than one share need not cast all his/her votes in the same way.
12. Resolution 3 is an advisory resolution and is not binding on the Company.
13. The Company, pursuant to Section 1087G of the Companies Act 2014, specifies that only those shareholders registered in the Register of Members of the Company as at the close of business (deemed to be 6.00 p.m. (Irish Time)) on Sunday, 9 July 2023 (or in the case of an adjournment as at the close of business on the day that falls four days before the time of the adjourned meeting) 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 names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
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 2023 Annual General Meeting can be obtained from the Company's website, www.dcc.ie.

