

17 November 2025

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Proposed return of up to £600 million to shareholders through a tender offer

Following the recent completion of the sale of DCC Healthcare, DCC plc ("**DCC**" or "**the Company**") announces the proposed return of up to £600 million to its shareholders through a tender offer process (the "**Tender Offer**"), subject to shareholder approval.

Key elements of the Tender Offer

- DCC proposes to return up to £600 million, by acquiring up to 11,952,191 ordinary shares from shareholders, representing up to approximately 12.3 per cent of its current issued share capital (excluding treasury shares).
- The price to be paid for those shares will be set as part of the Tender Offer process. DCC is inviting shareholders to tender (i.e. offer for purchase) their existing shares within a range of specified prices between £50.20 per share and £53.20 per share. Further details on the price range are included in Appendix 2 to this announcement.
- This price range represents:
 - a premium of up to 6 per cent to the closing price of the Company's ordinary shares on 14 November 2025 (the "**Closing Price**"); and
 - a premium of 4.4 per cent to 10.6 per cent to the volume-weighted average price of the Company's ordinary shares over the 90 days prior to 14 November 2025 (the "**90-day VWAP**").
- All successfully tendered shares will be acquired at a single price (the "**Strike Price**") which will reflect the level of demand from shareholders to sell some or all of their shares within this price range.
- The Tender Offer opens today and will close at 1.00 p.m. on 17 December 2025 (the "**Closing Date**"). Full details are set out in the Tender Offer Circular and Notice of EGM (the "**Circular**") that is today being sent to shareholders and is also available on the Company's website at www.dcc.ie/investors/shareholder-information/general-meetings.
- The Circular includes a Letter from the Chair of DCC with a further explanation of the Tender Offer process. The Circular also contains the full terms and conditions of the Tender Offer and instructions for shareholders on how to tender their shares should they choose to do so.
- The Tender Offer is subject to shareholder approval at an EGM of the Company which will take place on Thursday, 11 December 2025.
- Payment for any shares acquired as part of the Tender Offer is expected to issue to participating shareholders in late December 2025.
- The Tender Offer does not impact shareholders' entitlement to the interim dividend announced on 11 November 2025.
- The expected timetable of events in relation to the Tender Offer is included in Appendix 1 to this announcement.

Benefits of the Tender Offer for shareholders

DCC has concluded that a tender offer represents the most effective means of returning a significant amount of capital to shareholders in a short space of time and in a manner that provides shareholders with a suitable degree of optionality as to the number and value of shares that they may elect to offer for purchase.

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The benefits of the Tender Offer for shareholders as a whole include that:

- it is available to all qualifying shareholders regardless of the size of their shareholdings;
- it provides shareholders with access to meaningful near-term liquidity;
- shareholders have a choice as to whether and to what extent they participate in the Tender Offer, or not; and
- as opposed to an on-market share buyback programme, the Tender Offer will enable a material sum to be returned to participating shareholders swiftly and in a single transaction.

The Tender Offer will reduce the number of shares in issue and so should, assuming earnings stay the same, have a positive impact on DCC's earnings per share as the Company intends to cancel all of the shares acquired under the Tender Offer.

No impact on interim dividend

The Company announced its Interim Results on 11 November 2025. That announcement included details of a proposed interim dividend of 69.50 pence per ordinary share, which will be paid on 12 December 2025 (the "**Interim Dividend**"). As stated above, the Tender Offer will not impact shareholders' entitlement to the Interim Dividend. Shareholders who hold ordinary shares as at 6:00 p.m. on 21 November 2025 (being the record date for the Interim Dividend) and tender such ordinary shares (whether before or after such date) in the Tender Offer will continue to be entitled to receive the Interim Dividend in respect of any such tendered ordinary shares.

Circular availability

The Circular, including the Notice of EGM, which was issued to shareholders today is available on the Company's website at www.dcc.ie/investors/shareholder-information/general-meetings.

In accordance with Rule 6.4.1 of the UK Listing Rules, the Circular has also been submitted to the UK National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Capitalised terms

Capitalised terms used, but not otherwise defined, in this announcement (including the Appendices to this announcement) have the meanings given to them in the Circular.

Disclosure of inside information

This announcement includes inside information as defined in Article 7 of the Market Abuse Regulation No. 596/2014.

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Davy is acting as financial adviser and broker to DCC in connection with the Tender Offer. William Fry LLP is acting as legal adviser to DCC.

About DCC plc

Invested in Energy

DCC is a customer-focused energy business, specialising in the sales, marketing, and distribution of secure, cleaner and competitive energy solutions to commercial, industrial, domestic, and transport customers. Headquartered in Dublin, DCC's ordinary shares (ISIN: IE0002424939) are listed on the London Stock Exchange (TIDM: DCC) and the Company is a constituent of the FTSE 100. In our financial year ended 31 March 2025, DCC generated revenues of £16.1 billion and adjusted operating profit of £609.7 million on continuing operations. DCC has an excellent record, delivering compound annual growth of 13%

in continuing adjusted operating profit and unbroken dividend growth of 13% while maintaining high returns on capital employed over 31 years as a public company.

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Appendix 1: Expected Timetable

Launch of Tender Offer / Tender Offer opens for acceptance	7:00 a.m. on 17 November 2025
Record time and date for shareholders' entitlement to the Interim Dividend	6:00 p.m. on 21 November 2025
Latest time and date for receipt of Forms of Proxy for EGM	11:00 a.m. on 9 December 2025
Time and date of EGM	11:00 a.m. on 11 December 2025
Payment of the Interim Dividend to shareholders	12 December 2025
Latest time and date for receipt of Electronic Instructions from Qualifying Euroclear Participants	12:00 p.m. on 17 December 2025
Latest time and date for receipt of Electronic Instructions from Qualifying CDI Holders	Please refer to corporate actions bulletin for cut-off deadline
Latest time and date for receipt of Tender Forms (Qualifying Registered Shareholders only)	1:00 p.m. on 17 December 2025
Closing Date for the Tender Offer	1:00 p.m. on 17 December 2025
Tender Offer Record Date	6:00 p.m. on 17 December 2025
Announcement of results of the Tender Offer (including announcement of Strike Price)	7:00 a.m. on 19 December 2025
Purchase of Ordinary Shares under the Tender Offer	19 December 2025
Cheques dispatched and Euroclear Bank / CREST accounts credited in respect of Tender Offer proceeds	No later than ten Business Days following the Closing Date

Notes:

- (i) Each of the times and dates shown above and elsewhere in this announcement is indicative and accordingly is subject to change.
- (ii) References to time in this announcement are to Dublin, Ireland time unless otherwise stated.
- (iii) If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to shareholders by announcement through a Regulatory Information Service.
- (iv) Different deadlines and procedures for tenders may apply in certain cases. This is particularly relevant if you hold your interest in Ordinary Shares in book-entry form (i.e. via the Euroclear Bank system or in CDs via the CREST system). All such persons who are eligible for and wish to participate in the Tender Offer and/or who wish to exercise voting rights in connection with the Tender Offer Resolution proposed for consideration at the EGM are recommended to consult with their stockbroker, bank manager, solicitor, accountant or other independent professional adviser at the earliest opportunity given the possibility that earlier deadlines for actions than those set out above will be applied by relevant service providers.

Appendix 2: Options available to shareholders and the price which shareholders will receive in respect of shares they successfully tender

Pursuant to the Tender Offer, shareholders are invited to tender some or all of their ordinary shares of DCC plc ("**Ordinary Shares**") for purchase on the terms and subject to the conditions set out in the Circular.

Shareholders are not obliged to tender any Ordinary Shares if they do not wish to do so. If no action is taken by shareholders, there will be no change to the number of Ordinary Shares that they hold and they will receive no cash as a result of the Tender Offer.

Shareholders who wish to participate in the Tender Offer can tender their Ordinary Shares in the following ways:

- a) by submitting a tender to sell some or all of their Ordinary Shares at whatever price is ultimately determined under the terms of the Tender Offer to be the Strike Price (a "**Strike Price Tender**"), without selecting one of the specified prices within the Price Range; or
- b) by submitting a tender to sell some or all of their Ordinary Shares at one of the following specified

prices within the Price Range:

- (i) £50.20 (the "**Minimum Price**"), being equal to the closing price of Ordinary Shares as at the Latest Practicable Date (the "**Closing Price**") and a 4.4 per cent premium to the volume-weighted average price of Ordinary Shares over the last 90 days to 14 November 2025 (the "**90-day VWAP**");
 - (ii) £50.95, being an amount equal to the Minimum Price plus 75 pence (equivalent to a premium of 1.5 per cent to the Closing Price and a 5.9 per cent premium to the 90-day VWAP);
 - (iii) £51.70, being an amount equal to the Minimum Price plus 150 pence (equivalent to a premium of 3.0 per cent to the Closing Price and a 7.5 per cent premium to the 90-day VWAP);
 - (iv) £52.45, being an amount equal to the Minimum Price plus 225 pence (equivalent to a premium of 4.5 per cent to the Closing Price and a 9.1 per cent premium to the 90-day VWAP);
 - (v) £53.20, being an amount equal to the Minimum Price plus 300 pence (equivalent to a premium of 6.0 per cent to the Closing Price and a 10.6 per cent premium to the 90-day VWAP) (the "**Maximum Price**"),
- (the prices in (i) to (v) being the "**Price Range**"); or
- c) by submitting a tender at more than one of the specified prices within the Price Range (which could also include a Strike Price Tender).

A single price per share, known as the Strike Price, will be paid in respect of all shares purchased pursuant to the Tender Offer. The Strike Price will be set after the Closing Date, once all of the tenders have been reviewed and the prices in pounds and pence per share to which the specified prices in the Price Range correspond have been calculated.

Shareholders will receive payment in Pounds Sterling for Ordinary Shares that they successfully tender.

Acceptance of tenders will be subject, where applicable, to the scaling-down arrangements described in the Circular. The scaling-down provisions of the Tender Offer are relatively complex and should be read in full.

Full details of the Tender Offer, including the terms and conditions on which it is made, are set out in the Circular. Shareholders are strongly encouraged to read the Circular in full.

Important Notices

This announcement does not constitute, or form part of, an offer or any solicitation of an offer, to purchase or repurchase securities in any jurisdiction or constitute a recommendation or advice in respect of any securities or other financial instruments or any other matter. DCC shareholders are advised to read carefully the Circular. Any response to the Tender Offer should be made only on the basis of the information in the Circular.

Davy, which is regulated in Ireland by the Central Bank of Ireland, is acting exclusively for DCC and no-one else in connection with the matters described in this announcement. Davy will not regard any other person (whether or not a recipient of this announcement) as its customer or be responsible to any other person for providing the protections to customers of Davy nor for providing advice in relation to the transactions and arrangements described in this announcement. Davy is not making any representation or warranty, express or implied, as to the contents of this announcement. Davy has not approved the contents of, or any part of, this announcement and no liability whatsoever is accepted by Davy for the accuracy of any information or opinions contained in this announcement or for the omission of any information from this announcement.

Notice for UK Shareholders

This announcement and any other documents or materials relating to the Tender Offer (including the Circular and the Tender Form) are not being made, and this announcement or such documents and/or materials relating to the Tender Offer (including the Circular and the Tender Form) have not been approved, by an authorised person for the purposes of Section 21 of the Financial Services and Markets Act 2000. Accordingly, this announcement and such other documents and/or materials relating to the Tender Offer (including the Circular and the Tender Form) are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of this announcement, or such other documents and/or materials relating to the Tender Offer (including the Circular and the Tender Form) as a financial promotion is only being made to, and may only be acted upon by, those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**")) or persons who are within Article 43(2) of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order ("**Relevant Persons**"). Any person who is not a Relevant Person should not act on or rely on this announcement or any other documents or materials relating to the Tender Offer (including the Circular and the Tender Form). This announcement and the documents and materials relating to the Tender Offer (including the Circular and the Tender Form) and their contents should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other person in the United Kingdom.

Notice for US Shareholders

The Tender Offer relates to securities of a non-US company listed on the London Stock Exchange and is subject to the disclosure requirements, rules and practices applicable to companies listed in the United Kingdom, which differ from those of the United States in certain material respects. The Circular has been prepared for the purpose of complying with the laws of Ireland and the rules of the London Stock Exchange. The Tender Offer is not subject to the disclosure or other procedural requirements of Regulation 14D under the US Exchange Act. The Tender Offer will be made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the US Exchange Act, subject to the exemptions provided by Rule 14d-1(d) thereunder, and otherwise in accordance with the requirements of Irish law and the rules of the London Stock Exchange. Accordingly, the Tender Offer will be subject to disclosure and other procedural requirements that are different from those applicable under US domestic tender offer procedures and law. The Company is not listed on an American securities exchange, is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the US Securities and Exchange Commission thereunder.

It may be difficult for US Shareholders to enforce certain rights and claims arising in connection with the

Tender Offer under US federal securities laws, since the Company is located outside the United States and its officers and directors may be residents of countries other than the United States. It may not be possible to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. It also might not be possible to compel a non-US company or its affiliates to subject themselves to a US court's judgment.

To the extent permitted by applicable law and in accordance with normal practice pursuant to Irish law, the Company or Davy or any of their affiliates may make certain purchases of, or arrangements to purchase, shares of the Company outside the United States during the period in which the Tender Offer remains open for acceptance, including sales and purchases of shares effected by Davy acting as market maker in the shares.

Forward-looking Statements

This announcement contains certain forward-looking statements with respect to the financial condition, results of operations and business of the Group and certain plans and objectives of the Board, that are subject to risk factors associated with, amongst other things, the economic and business circumstances occurring from time to time in the countries, sectors and business segments in which the Group operates. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" (or the negative thereof) or other words of similar meaning. These statements are based on assumptions and assessments made by the Board in light of its experience and perception of historical trends, current conditions, expected future developments and other factors it believes appropriate. By their nature, forward-looking statements involve risk and uncertainty, and the factors described in the context of such forward-looking statements in this announcement could cause actual results or developments to differ materially from those expressed in or implied by such forward-looking statements.

Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this announcement. DCC assumes no obligation to update or correct the information contained in this announcement, whether as a result of new information, future events or otherwise, except to the extent required by law or regulation.

The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and publication of this announcement shall not give rise to any implication that there has been no change in the facts set out in this announcement since such date. Nothing contained in this announcement shall be deemed to be a forecast, projection or estimate of the future financial performance of DCC except where expressly stated.

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