

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.**

**THIS IS AN ANNOUNCEMENT UNDER RULE 2.4 OF THE IRISH TAKEOVER PANEL ACT, 1997, TAKEOVER RULES, 2022 (THE "IRISH TAKEOVER RULES" OR THE "RULES") AND IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE IRISH TAKEOVER RULES. THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE, NOR AS TO THE TERMS OF ANY SUCH OFFER.**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.**

30 April 2026

### **DCC plc ("DCC" or the "Company")**

#### **Rejection of possible offer**

As previously announced, on 29 April 2026, the Board of DCC received an unsolicited, indicative and conditional cash proposal (the "**Proposal**") from Energy Capital Partners, LLC and Kohlberg Kravis Roberts & Co. L.P. (together the "**Consortium**") to acquire the Company.

The Proposal comprised 5,800 pence in cash per DCC share, and assumed no further distributions or dividends will be declared or paid from the date of the Proposal.

The Board of DCC has carefully reviewed the Proposal with its advisers and unanimously concluded that it fundamentally undervalues the Company and its future prospects. Accordingly, the Proposal was unanimously and unequivocally rejected on 29 April 2026.

In accordance with Rule 2.6(a) of the Irish Takeover Rules, the Consortium must, by not later than 5.00 pm (London time) on 10 June 2026, either announce a firm intention to make an offer for DCC in accordance with Rule 2.7 of the Irish Takeover Rules or announce that it does not intend to make an offer, in which case such announcement will be treated as a statement to which Rule 2.8 of the Irish Takeover Rules applies. This deadline may only be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Irish Takeover Rules.

For the purpose of Rule 2.5(a) of the Irish Takeover Rules, this announcement has been made by DCC without the prior agreement or approval of the Consortium.

#### **Further information**

J.P. Morgan Cazenove and UBS are acting as financial advisers to DCC.

This announcement contains inside information. The person responsible for arranging for the release of this announcement on behalf of the Company is Darragh Byrne, Company Secretary. The date and time of this announcement is the same as the date and time that it has been communicated to the media.

#### **Responsibility Statement**

The directors of the Company accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the directors of the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### **Disclaimers**

J.P. Morgan Securities plc, which conducts its UK and Irish investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan**"), is authorised in the United Kingdom by the Prudential Regulation Authority (the "**PRA**") and regulated in the United Kingdom by the PRA and the Financial Conduct Authority (the "**FCA**"). J.P. Morgan is acting

regulated in the United Kingdom by the FCA and the Financial Conduct Authority (the "FCA"). J.P. Morgan is acting as the financial adviser to DCC and no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than DCC for providing the protections afforded to clients of J.P. Morgan or its affiliates, nor for providing advice in relation to any matter referred to herein.

UBS AG London Branch ("UBS") is authorised and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorised by the Prudential Regulation Authority and subject to regulation by the FCA and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS is acting as financial adviser to DCC and no one else in connection with the matters set out in this announcement. In connection with such matters, UBS, its affiliates, and its or their respective directors, officers, employees and agents will not regard any other person as its client, nor will it be responsible to any other person for providing the protections afforded to its clients or for providing advice in relation to the contents of this announcement or any other matter referred to herein.

### **Disclosure Requirements of the Irish Takeover Rules**

Under Rule 8.3(a) of the Irish Takeover Rules, any person who is 'interested' in 1% or more of any class of 'relevant securities' of the Company or a securities exchange offeror (being any offeror other than an offeror which has announced that its offer is, or is likely to be, solely in cash) must make an 'opening position disclosure' following the commencement of the 'offer period' and, if later, following the announcement in which any securities exchange offeror is first identified. An 'opening position disclosure' must contain, among other things, details of the person's 'interests' and 'short positions' in any 'relevant securities' of each of (i) the Company and (ii) any securities exchange offeror(s). An 'opening position disclosure' by a person to whom Rule 8.3(a) applies must be made by no later than 3:30 pm (London time) on the day that is ten 'business days' following the commencement of the 'offer period' and, if appropriate, by no later than 3:30 pm (London time) on the day that is ten 'business days' following the announcement in which any securities exchange offeror is first identified.

Under Rule 8.3(b) of the Irish Takeover Rules, if any person is, or becomes, 'interested' (directly or indirectly) in 1% or more of any class of 'relevant securities' of the Company, all 'dealings' in any 'relevant securities' of the Company or any securities exchange offeror (including by means of an option in respect of, or a derivative referenced to, any such 'relevant securities') must be publicly disclosed by not later than 3:30 pm (London time) on the 'business day' following the date of the relevant transaction. This requirement will continue until the 'offer period' ends. If two or more persons cooperate on the basis of any agreement either express or tacit, either oral or written, to acquire an 'interest' in 'relevant securities' of the Company, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeover Rules. A disclosure table, giving details of the companies in whose 'relevant securities' 'dealings' should be disclosed can be found on the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie).

In general, interests in securities arise when a person has long economic exposure, whether conditional or absolute, to changes in the price of the securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Irish Takeover Rules, which can be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a 'dealing' under Rule 8, please consult the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie) or contact the Irish Takeover Panel at telephone number +353 1 678 9020.

### **Rule 2.12 - Relevant Securities in Issue**

In accordance with Rule 2.12 of the Irish Takeover Rules, the Company confirms that as of 29 April 2026, its issued share capital (excluding shares held in treasury) was comprised of 85,424,135 ordinary shares, nominal value €0.25 per share (the "**Ordinary Shares**"). The Company has 2,185,094 Ordinary Shares held as treasury shares. The Ordinary Shares are admitted to trading on the London Stock Exchange under the ticker symbol DCC. The International Securities Identification Number for these securities is IE0002424939. The Company confirms that as of 29 April 2026 there were outstanding options to subscribe for 765,666 Ordinary Shares.

### **Forward-Looking Statements**

Statements contained in this announcement that refer to future events or other non-historical facts are forward looking statements that are based on the Company's beliefs, as well as assumptions made by, and information currently available to, the Company. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that they will prove to be correct. Actual results may differ materially from the Company's current expectations depending upon a number of factors affecting the Company's business. These factors include, among others, the possibility that an offer will not be made, the possibility that even if an offer is made, the parties will not agree on a price or other terms or will not otherwise pursue a transaction or if pursued, that a transaction will not be consummated, any negative effects of this announcement or failure to consummate a transaction on the market price of the Ordinary Shares, potentially significant transaction costs, and these risks detailed from time to time in the Company's annual report and announcements of interim results. The

those risks detailed from time-to-time in the Company's annual report and announcements or interim results. The Company undertakes no duty or obligation to update any forward-looking statements contained in this announcement as a result of new information.

### **Further Information**

In accordance with Rule 26.1 of the Irish Takeover Rules, a copy of this announcement will be available on the Company's website at [www.dcc.ie](http://www.dcc.ie) by no later than 12 noon (London time) on the business day following this announcement. The content of any website referred to in this announcement is not incorporated into, and does not form part of, this announcement.

This announcement is not intended to, and does not, constitute or form part of (1) an offer or invitation to purchase or otherwise acquire, subscribe for, tender, exchange, sell or otherwise dispose of any securities; (2) the solicitation of an offer or invitation to purchase or otherwise acquire, subscribe for, tender, exchange, sell or otherwise dispose of any securities; or (3) the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise.

The release, publication or distribution of this announcement in, into, or from, certain jurisdictions other than Ireland and the United Kingdom may be restricted or affected by the laws of those jurisdictions. Accordingly, copies of this announcement are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into, or from any such jurisdiction. Therefore, persons who receive this announcement (including without limitation nominees, trustees and custodians) and are subject to the laws of any jurisdiction other than Ireland or the United Kingdom who are not resident in Ireland or the United Kingdom will need to inform themselves about, and observe any applicable restrictions or requirements. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction.

No statement in this announcement is intended to constitute a profit forecast for any period, nor should any statements be interpreted as an indication of what the Company's future financial or operating results may be. No statement in this announcement constitutes an asset valuation. No statement in this announcement constitutes an estimate of the anticipated financial effects of an acquisition of the Company, whether for the Company or any other person.

### **Inside information**

The information contained within this announcement is deemed to constitute inside information as stipulated under the Market Abuse (Amendment) (EU Exit) Regulations 2019. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact [rns@seg.com](mailto:rns@seg.com) or visit [www.ms.com](http://www.ms.com).

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

OREFKLLLQZLFBBL