

CHAPTER 5. THE COMPANIES, DIRECTORS, OFFICERS AND ADVISERS:

5.1 DCC

5.1.1 DCC is a major Irish public limited company. It now describes itself as a “broadly based Group, operating across five focused divisions: DCC Energy, DCC SerCom (IT & entertainment products), DCC Healthcare, DCC Food & Beverage and DCC Environmental.” Currently 85% of DCC's profits are derived from procurement, sales, marketing and distribution businesses, with 15% from business support service activities. DCC currently employs approximately 7,200 people worldwide and is listed under ‘Support Services’ on both the Irish and London Stock Exchanges.

5.1.2 DCC was founded in 1976 by Jim Flavin. It was originally called ‘Development Capital Corporation Limited’ and until 1990 operated primarily as a venture capital company. By the late eighties, DCC had minority shareholdings in a broad range of companies.

5.1.3 In 1990, following a fundamental reassessment of its future development strategy, DCC decided to become an industrial and commercial holding/management group. To this end, DCC acquired a majority interest or outright control of many of its venture capital investments in selected areas.

5.1.4 By 1994, DCC had sufficiently evolved into an industrial holding company to seek a listing on the Irish and London Stock Exchanges. Since that time, DCC has continued to evolve and moved to a listing, under ‘Business Support Services’, following its focus on procurement, sales, marketing and distribution businesses and other business support services.

5.1.5 Jim Flavin was Chief Executive from 1976 to July 2007 and Executive Chairman from July 2007 to May 2008. Mr. Alex Spain was Chairman from 1976 to June 2007.

The Company Secretary, and Compliance Officer from January 1995 to August 2000, was Mr. Michael Scholefield. The Chief Financial Officer during the same period was Mr. Fergal O'Dwyer. The tax advisers to DCC between 1995 and 2000 were Price Waterhouse Coopers (formerly Coopers and Lybrand). Its solicitors at all material times were and are William Fry Solicitors. Its Irish stockbrokers were Davy's. Additionally, in 1995, DCC obtained taxation advice in respect of the 1995 transactions from KPMG (formerly SKC) and the late Tommy McCann S.C.

5.1.6 In the period from February 1995 to April 2000 the following were directors of DCC:-

- Alex Spain. Date appointed: 22nd April, 1976. Date resigned: 30th June, 2007.
- James Flavin. Date appointed: 22nd April, 1976. Date resigned: 27th May, 2008.
- Desmond McGuane (deceased). Date appointed: 22nd April, 1976. Date resigned: 29th March, 1995.
- Patrick Gallagher. Date appointed: 22nd April, 1976. Date resigned: 1st December, 2008.
- Morgan Crowe. Date appointed: 23rd March, 1979. Date resigned: 8th July, 2004.
- David Gavigan. Date appointed: 22nd May, 1984. Date resigned: 28th September, 1995.
- Anthony (Tony) Barry. Date appointed: 16th January, 1995.
- Kevin Murray. Date appointed: 7th February, 2000. Date resigned: 30th June, 2006.
- Tommy Breen. Date appointed: 7th February, 2000.
- Fergal O'Dwyer. Date appointed 7th February, 2000.

5.1.7 The Company Secretary and Compliance Officer, Michael Scholefield, was appointed on 16th January, 1995. He resigned on 28th August, 2000. The non-executive

directors of DCC were Alex Spain, Desmond McGuane (deceased), Patrick Gallagher and Anthony Barry. Prior to and subsequent to his appointment to the board in February 2000, Fergal O'Dwyer was, at all material times, the Chief Financial Officer of DCC.

5.2 S&L

5.2.1 S&L is an Irish registered and resident company and is a wholly owned subsidiary of DCC.

5.2.2 S&L was incorporated on the 25th April, 1969. It was originally owned by a subsidiary of Bank of Ireland and was acquired by DCC in the late 1980's. The directors and officers of S&L between February 1995 and April 2000 were as follows:-

- James Flavin. Dated appointed: 22nd March, 1985. Date resigned: 27th May, 2008.
- Morgan Crowe. Date appointed: 22nd March, 1985. Date resigned: 7th December, 2004.
- David Gavigan. Date appointed: 27th March, 1995. Date resigned: 28th September, 1995.
- Daphne Tease. Date appointed: 12th July, 1990. Date resigned: 30th May, 1995.
- Fergal O'Dwyer. Date appointed: 1st September, 1994.
- Michael Scholefield. Date appointed: 20th January, 1997. Date resigned: 28th August, 2000.

5.2.3 The Company Secretary of S&L during the period was:-

Una Kinnane. Date appointed: 1st May, 1990. Date resigned: 12th May, 1995.

Daphne Tease. Date appointed: 12th May, 1995. Date resigned: 30th September, 1996.

Michael Scholefield. Date appointed: 30th September, 1996. Date resigned: 28th August, 2000.

5.3 Lotus Green

5.3.1 Lotus Green is also an Irish registered company but has its place of business in the Netherlands. It is a wholly owned subsidiary of another DCC subsidiary, DCC International Holdings BV, a Dutch registered holding company. Lotus Green was incorporated in Ireland in 1995. It was tax 'resident' in Ireland until on or about the 25th August 1995, after which it became tax 'resident' in the Netherlands.

5.3.2 The directors of Lotus Green between February 1995 and April 2000 were as follows:-

- Carmel Molloy. Date appointed: 22nd February, 1995. Date resigned: 11th May, 1995.
- Susan Murray. Date appointed: 22nd February, 1995. Date resigned: 11th May, 1995.
- Daphne Tease. Date appointed: 11th May, 1995. Date resigned: 24th August, 1995.
- Daphne Tease. Date appointed: 9th June, 1997. Date resigned: 5th May, 1998.
- Michael Scholefield. Date appointed: 11th May, 1995. Date resigned: 24th August, 1995.
- George Young. Date appointed: 26th May, 1995. Date resigned: 4th August, 1995.
- George Young. Date appointed: 24th August, 1995. Date resigned: 9th June, 1997.
- Kevin Murray. Date appointed: 4th August, 1995. Date resigned: 24th August, 1995.
- Thomas Breen. Date appointed: 4th August, 1995. Date resigned: 24th August, 1995.

- Fergal O’Dwyer. Date appointed: 24th August, 1995.
- Henri Roskam. Date appointed: 24th August, 1995. Date resigned: 11th September, 2006.
- Godfred Diepenhorst. Date appointed: 24th August, 1995.
- Gerard Venneboer. Date appointed: 24th August, 1995.

5.3.3 The Company Secretary of Lotus Green during the relevant period was:-

Carmel Molloy. Date appointed: 22nd February, 1995. Date resigned: 11th May, 1995.

Daphne Tease. Date appointed: 11th May, 1995. Date resigned: 25th August, 1995.

ING Trust (Netherland) B.V. Date appointed: 25th August, 1995. Date resigned: 31st December, 2003.

5.4 Professional Advisers

5.4.1 The following were the professional advisers to the DCC Group:-

1995

CooperS&Lybrand, Dublin

Pat Wall, Terry O’Dricsoll, John Kelly

CooperS&Lybrand, Amsterdam

Peter van der Hoeven, Andrew Casley

William Fry, Solicitors

Alvin Price, Brendan Heneghan

KPMG Stokes Kennedy Crowley

Pat O’Brien

Thomas McCann S.C.

2000

Price Waterhouse Coopers, Dublin

Terry O'Driscoll, Padraic Burke

Price Waterhouse Coppers, Amsterdam

Peter van der Hoeven, Friedrich Esterhuyse

William Fry, Solicitors

Alvin Price

