

# 5% Preference Share Scheme Of Arrangement Explanatory Statement

**This “5% Preference Share Scheme of Arrangement Explanatory Statement” sets out the explanatory statement in respect of the 5% Preference Share Scheme for the purposes of Section 452 of the Act.**

Capitalised terms used but not defined in this “5% Preference Share Scheme of Arrangement Explanatory Statement” have the meaning ascribed to such terms in the “5% Preference Share Scheme of Arrangement”.

To each 5% Preference Share Scheme Shareholder at the 5% Preference Share Scheme Meeting.

Recommended Cancellation of the 5% Preference Shares to be implemented by way of a Scheme of Arrangement under Chapter 1 of Part 9 of the Act, and a capital reduction under Sections 84 and 85 of the Act.

## 1. Overview

- 1.1. On March 13, 2026, following a review of its LSE Ordinary Share listing as well as its preference share capital structure, CRH announced its intention to delist the Ordinary Shares and 7% Preference Shares from the LSE, and subject to approval by Ordinary Shareholders and Preference Shareholders, to cancel the 5% Preference Shares and 7 Preference Shares. As part of that review, the Board carefully considered, amongst other factors, the additional cost and regulatory and administrative obligations arising from retaining the 5% Preference Shares and the 7% Preference Shares. Following completion of the review, the Board concluded that it is in the best interests of CRH and its Ordinary Shareholders and Preference Shareholders as a whole to seek to simplify the Company’s share capital structure, and reduce certain regulatory and administrative obligations applicable to it, by retiring CRH’s two classes of legacy Preference Shares (and delisting the 5% Preference Shares from Euronext Growth Dublin) in exchange for cash consideration, subject to approval of the Ordinary Shareholders and the Preference Shareholders.
- 1.2. The total par value of the issued and outstanding legacy Preference Shares is €1,170,940, and there has been very little reported trading in the Preference Shares over the past decade, leaving the Preference Shareholders with limited opportunity to sell their shares. The proposed cancellations of the Preference Shares will provide the Preference Shareholders with the opportunity to convert their illiquid assets into cash at a significant premium. CRH is required to comply with various administrative and regulatory requirements associated with the Preference Shares. CRH believes that these compliance and other administrative burdens are disproportionate to the value of the Preference Shares and the small percentage of the Company’s total issued share capital that they represent (approximately .5%) as of the Latest Practicable Date. The Board believes that the cancellations of the Preference Shares, if implemented, would yield a number of efficiencies for CRH and its shareholders, through simplifying the Company’s capital structure and streamlining applicable regulatory requirements, while providing an opportunity to Preference Shareholders to monetize their holdings.
- 1.3. CRH proposes to cancel its two classes of Preference Shares (the “Preference Share Cancellations”) pursuant to two separate schemes of arrangement under Chapter 1 of Part 9 of the Act. A scheme of arrangement is a court-approved arrangement between a company and its shareholders carried out in accordance with the Act. The Preference Share Cancellations will also involve the associated reduction of capital under the Act to cancel the Preference Shares. Each of the Schemes of Arrangement and the related reduction of capital require the approval of the Irish High Court.
- 1.4. The 5% Preference Shares are currently admitted to trading on Euronext Growth Dublin. The 7% Preference Shares are currently admitted to trading on the LSE but will be delisted with effect from 8:00 a.m. (UK time) on April 20, 2026. The last day of trading of the 7% Preference Shares on the LSE will be April 17, 2026.
- 1.5. The Preference Share Cancellations are subject to certain conditions set forth in the Schemes of Arrangement and will become effective only after all such conditions have been satisfied or, if allowed by law, waived. Each Preference Share Cancellation will require, among other things: (i) approval at the AGM of each of Proposals 8, 9, 10 and 11 (as set out in the Proxy Statement), (ii) approval by the applicable class of Preference Shareholders at the Scheme Meetings, and (iii) the sanction of the applicable Scheme, and the confirmation of the applicable reduction of capital, by the Irish High Court.
- 1.6. Subject to the satisfaction or, if allowed by law, waiver of the conditions, at the Effective Time, all Preference Shares will be cancelled pursuant to Sections 84 to 86 of the Act in accordance with the terms of each Scheme. The conditions to each of the Preference Share Cancellations are set out in Clause 6 of the applicable Scheme Document.
- 1.7. Under the terms of the proposed Schemes each class of Preference Shareholders will receive cancellation consideration of an amount equal to 40 times the annual dividend per Preference Share. This reflects a value determined by reference to the annual dividend per Preference Share capitalized at a rate of

2.5156% or approximately 100bps below the 30-year Bund rate as of March 12, 2026. Under the terms of the proposed Schemes: (i) the 5% Preference Shareholders will receive the 5% Cancellation Consideration, representing 200% of the nominal value per share, and (ii) the 7% Preference Shareholders will receive the 7% Cancellation Consideration, representing 280% of the nominal value per share. The premium above nominal value will be paid from the Company's profits available for distribution, and the nominal value will be paid by way of repayment of capital. The Cancellation Consideration comprises the entire amount payable in respect of the cancellation of the Preference Shares and there is no separate entitlement or payment in respect of any dividend entitlement unpaid or otherwise accrued up to and including the Effective Time. The total aggregate payment in consideration for the cancellation of the Preference Shares will be €3.23 million (approximately \$3.75 million). Given historic low levels of trading for the Preference Shares on their respective exchanges (including predecessor exchanges), it is not possible to identify the market value of the Preference Shares and the extent to which the Cancellation Consideration amounts to a premium to the market value of the Preference Shares. However, the Board believes that the Cancellation Consideration represents a significant premium to the value of the Preference Shares.

- 1.8. The Company has applied to the UK Financial Conduct Authority (the "FCA") and the LSE respectively for the listing of the 7% Preference Shares on the official list of the FCA to be cancelled and for the admission to trading of the 7% Preference Shares on the Main Market of the LSE to be cancelled, with such delisting to become effective from 8:00 a.m. (UK time) on April 20, 2026. The Company has also applied to Euronext Growth Dublin for the cancellation of the listing and admission to trading of the 5% Preference Shares on Euronext Growth Dublin, with such delisting being subject to receipt of the requisite approvals for the cancellation of the 5% Preference Shares at the AGM and the 5% Preference Share Scheme Meeting. If the 5% Preference Share Scheme becomes effective, the delisting from Euronext Growth Dublin is expected to take effect on or around the Effective Time.
- 1.9. The text of each Scheme of Arrangement is set out in full in Part I of Annex B and Annex C of the Proxy Statement and in the applicable Preference Share Scheme Circular.

#### **The 5% Preference Share Scheme**

- 1.10. If the requisite approvals are obtained at the AGM and the 5% Preference Share Scheme Meeting, CRH will apply to the Irish High Court to set a date for the hearing to sanction the 5% Preference Share Scheme under Section 453(2)(c) of the Act and to confirm the Reduction of Capital. Legal notices advertising the date of the 5% Preference Share Court Hearing will be published following the application by CRH.
- 1.11. If the 5% Preference Share Scheme is implemented, at the Effective Time (i) the 5% Preference Shares will be automatically cancelled, and extinguished in exchange for a cash payment of the 5% Cancellation Consideration to the 5% Preference Share Scheme Shareholders, (ii) the Company's capital will be reduced pursuant to Sections 84 to 86 of the Act by the cancellation of an amount standing to the credit of the Company's preference share capital account equal to the nominal value of the 5% Preference Shares as at the Effective Time (being an amount equal to €63,500), (iii) the Articles will be amended to remove references to the 5% Preference Shares and to include a new Article to facilitate implementation of the 5% Preference Share Scheme, (iv) the authorised share capital of the Company will be varied by the removal of the aggregate amount associated with the 5% Preference Shares, being an amount equal to €190,500, and (v) the listing and the admission to trading of the 5% Preference Shares on Euronext Growth Dublin will be cancelled.
- 1.12. Provided the conditions to the 5% Preference Share Scheme are satisfied or, if permitted by law, waived, the 5% Preference Share Scheme is expected to take effect in accordance with its terms as soon as a copy of the 5% Preference Share Scheme Order sanctioning the 5% Preference Share Scheme together with the minute required by Section 86(1) of the Act have been delivered to the Registrar of Companies for registration and registered by the Registrar of Companies. As at the Latest Practicable Date, the 5% Preference Share Scheme is expected to become effective before the end of July 2026. The timing depends on a number of factors including the availability of the Irish High Court to hear the application to sanction the 5% Preference Share Scheme and, if sanctioned, the date the 5% Preference Share Scheme Order is delivered to and registered by the Registrar of Companies.
- 1.13. Upon the 5% Preference Share Scheme becoming effective, it will be binding on all 5% Preference Shareholders, irrespective of whether or not they attended or voted on the relevant resolutions at the 5% Preference Share Scheme Meeting, or whether they voted in favour of or against the 5% Preference Share Scheme.
- 1.14. The effectiveness of the 5% Preference Share Scheme will be notified to Ordinary Shareholders and Preference Shareholders by (i) an announcement through a Regulatory Information Service, with such announcement being made available on the Company's website, and/or (ii) in such other manner as the Irish High Court might direct.
- 1.15. The expected dates set out above are subject to change at the discretion of the Board, and any such change will be announced on the Company's website and (where required) in the manner set out in (i) and/or (ii) above.

## **2. Consents and Meetings**

- 2.1. The 5% Preference Share Scheme Meeting is being convened pursuant to the authority of the Board to seek the approval of the 5% Preference Share Scheme by the 5% Preference Shareholders as of the

Voting Record Time. The 5% Preference Share Scheme Meeting is to be held at the offices of Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on May 21, 2026 at 10:30 a.m. (Dublin), or if later, immediately after the conclusion or adjournment of the preceding 7% Preference Share Scheme Meeting.

- 2.2. Notice of the 5% Preference Share Scheme Meeting was distributed to the 5% Preference Shareholders on March 27, 2026 and forms part of the 5% Preference Share Scheme Circular. Entitlement to notice of and/or to vote at the 5% Preference Share Scheme Meeting will be determined by reference to the Register of Members at the Voting Record Time. The purpose of the 5% Preference Share Scheme Meeting is to consider and vote on the 5% Preference Share Scheme. The Irish High Court can only sanction the 5% Preference Share Scheme, and the 5% Preference Share Scheme can only be effective, if it, among other things, is approved by the necessary majority of 5% Preference Shareholders at the 5% Preference Share Scheme Meeting.
- 2.3. In addition to requiring approval at the 5% Preference Share Scheme Meeting, implementation of the 5% Preference Share Scheme also requires approval by the Ordinary Shareholders (and the 7% Preference Shareholders, voting with the Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) of Proposals 8, 9, 10 and 11 at the AGM which are necessary to effect and to implement the 5% Preference Share Scheme, as described below. The AGM is to be held at the Royal Marine Hotel, Marine Road, Dún Laoghaire, Co. Dublin, Ireland on May 7, 2026 at 11:00 a.m. (Dublin), and the Proxy Statement was made available to Ordinary Shareholders and the 7% Preference Shareholders and, for information only, to the 5% Preference Shareholders on March 27, 2026, and is available here: [www.crh.com/investors/shareholder-meetings](http://www.crh.com/investors/shareholder-meetings). Entitlement to notice of and/or to vote at the AGM will be determined by reference to the Register of Members at the AGM Voting Record Time.
- 2.4. The 5% Preference Shares carry limited voting rights, and the Holders of the 5% Preference Shares are not entitled to attend and vote at general meetings unless their dividends are in arrears, or in other limited circumstances. As such, the 5% Preference Shareholders are not entitled to vote on the resolutions proposed at the AGM, but rather will vote on the 5% Preference Share Scheme at the 5% Preference Share Scheme Meeting.
- 2.5. As of the Latest Practicable Date, 50,000 5% Preference Shares were issued and outstanding and there were 37 registered members in respect of the 5% Preference Shares whose names were registered in the Register of Members.

### **3. The 5% Preference Share Scheme Meeting**

- 3.1. The 5% Preference Share Scheme Meeting has been convened for 10:30 a.m. (Dublin), or if later, immediately after the conclusion or adjournment of the preceding 7% Preference Share Scheme Meeting, on May 21, 2026 to enable the 5% Preference Share Scheme Shareholders to consider and, if thought fit, approve the 5% Preference Share Scheme.
- 3.2. To be passed, the resolution to approve the 5% Preference Share Scheme requires the approval of 5% Preference Shareholders representing at least 75% in value of the 5% Preference Share Scheme Shares held by such holders at the Voting Record Time voting in person or by proxy. The quorum for the 5% Preference Share Scheme Meeting (or at any adjournment of such meeting) shall be at least two persons holding or representing by proxy at least one-third in nominal value of the 5% Preference Shares.
- 3.3. At the 5% Preference Share Scheme Meeting, voting will be by poll and not by a show of hands, and each holder of 5% Preference Share Scheme Shares as at the Voting Record Time who is present (in person or by proxy) will be entitled to one vote for each 5% Preference Share Scheme Share held as of the Voting Record Time.

### **4. The AGM**

- 4.1. In addition to the 5% Preference Share Scheme Meeting, the AGM will take place for the Ordinary Shareholders (and the 7% Preference Shareholders, voting with the Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) to consider and, if thought fit, approve Proposals 8 through 11 at the AGM in connection with the Preference Share Cancellations (which in the case of a special resolution require a vote in favour of not less than three-fourths (75%) of the votes cast in person or by proxy, and in respect of an ordinary resolution requires a simple majority (>50%) of the votes cast in person or by proxy).
- 4.2. The Proposals to be voted upon are set out in full on pages 31 to 38 of the Proxy Statement. In summary, at the AGM, Ordinary Shareholders (and 7% Preference Shareholders, voting with the Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) will be asked to approve: (i) the Schemes and to authorise the directors of CRH to give effect to the Schemes (as described in Proposal 8), (ii) the capital reduction relating to the cancellation of any class(es) of Preference Shares cancelled pursuant to the Schemes (Proposal 9), (iii) a variation in CRH's authorised share capital to remove any cancelled class(es) of Preference Shares (Proposal 10), and (iv) certain amendments to the Articles to remove references to any class(es) of Preference Shares cancelled pursuant to the Schemes (Proposal 11), in each case, subject to (A) the applicable Scheme being approved by the requisite majorities at the applicable Scheme Meeting, (B) the Irish High Court sanctioning the applicable Scheme and confirming the applicable Reduction of Capital, and (C) each of Proposals 8 to 11 being approved by the requisite majorities at the AGM.

### **5. 5% Preference Share Irish High Court Hearing**

- 5.1. If the requisite approvals are obtained at the AGM and the 5% Preference Share Scheme Meeting, the 5% Preference Share Court Hearing to sanction the 5% Preference Share Scheme is expected to be held

before the end of July 2026, subject to the discretion of the Irish High Court. All 5% Preference Shareholders of record are entitled to attend the 5% Preference Share Court Hearing in person, or may be represented by counsel or a solicitor at their own expense to support or oppose the sanctioning of the 5% Preference Share Scheme.

#### **6. Interests Held by CRH Directors and Executive Officers and the effect of the 5% Preference Share Scheme on their Interests**

- 6.1. No director or executive officer of the Company holds any interests in the 5% Preference Shares, or has any substantial interests, directly or indirectly, in the matters relating to the Preference Share Cancellations. The effect of the 5% Preference Share Scheme on the interests of the CRH directors, does not differ from its effect on the like interests of other persons.

#### **7. Amendment or Termination**

- 7.1. The 5% Preference Share Scheme may be amended, modified or supplemented at any time before or after its approval at the 5% Preference Share Scheme Meeting. However, after approval at the 5% Preference Share Scheme Meeting, no amendment, modification or supplement may be made or effected to the 5% Preference Share Scheme that legally requires further approval by the 5% Preference Shareholders without obtaining such approval.
- 7.2. At the 5% Preference Share Court Hearing, the Irish High Court may impose such conditions as it deems appropriate in relation to the 5% Preference Share Scheme. The Board of Directors may consent on behalf of all persons concerned to any modification of or addition to the 5% Preference Share Scheme or any condition that the Irish High Court may approve or impose. The Irish High Court would be unlikely to approve or impose any modification of, or addition to, or a condition to, the 5% Preference Share Scheme which might be materially adverse to the interests of the 5% Preference Shareholders, unless such 5% Preference Shareholders were informed of any such modification, addition or condition. It would be a matter for the Irish High Court to decide in its discretion whether or not a further meeting or meetings of the 5% Preference Shareholders should be held in these circumstances. Similarly, if a modification, addition or condition is put forward which, in the opinion of the Board of Directors, is of such a nature or importance that it requires the consent of 5% Preference Shareholders at a further meeting or meetings, the Board of Directors will not take the necessary steps to enable the 5% Preference Share Scheme to become effective unless and until such consent is obtained.

#### **8. Settlement, Listing and Dealings**

- 8.1. The Company has applied to Euronext Growth Dublin for the cancellation of the listing and admission to trading of the 5% Preference Shares on Euronext Growth Dublin, with such delisting being subject to receipt of the requisite approvals for the cancellation of the 5% Preference Shares at the AGM and the 5% Preference Share Scheme Meeting. If the 5% Preference Share Scheme becomes effective, the last day of dealings in the 5% Preference Shares on Euronext Growth Dublin is currently expected to be on or around the Effective Date. No transfers of 5% Preference Shares will be registered after this date.
- 8.2. Where, at the 5% Preference Share Scheme Record Time, a person holds 5% Preference Shares in registered form, payment of the 5% Cancellation Consideration will be paid in accordance with Clause 3 and Clause 4 of the 5% Preference Share Scheme Document by

cheque payable in Euro (€) for the sums payable to them dispatched by ordinary prepaid post save that 5% Preference Shareholders that hold their 5% Preference Shares in registered form and have a valid bank mandate in place with the Registrar for the purposes of receiving 5% Preference Share distributions into that bank account, will receive cash due under the 5% Preference Share Scheme into that bank account as described in Clauses 3 and 4 of the 5% Preference Share Scheme Document.

- 8.3. Where, at the 5% Preference Share Scheme Record Time, a 5% Preference Shareholder holds 5% Preference Shares in unregistered form (i.e. through the EB System), the 5% Cancellation Consideration to which such 5% Preference Shareholder is entitled will be paid in Euro (€) by means of the EB System by CRH procuring the electronic transfer of the sum payable to Euroclear Bank as described in Clauses 3 and 4 of the 5% Preference Share Scheme Document.

#### **9. Tax Information in Respect of the 5% Preference Share Scheme**

THE TAX CONSIDERATIONS SUMMARISED BELOW ARE FOR GENERAL INFORMATION ONLY AND ARE IN RESPECT OF TAX CONSIDERATIONS OF THE SCHEMES ONLY. EACH 5% PREFERENCE SHAREHOLDER SHOULD CONSULT HIS OR HER OWN TAX ADVISER AS TO THE PARTICULAR TAX CONSEQUENCES THAT MAY APPLY TO SUCH PREFERENCE SHAREHOLDER.

##### **Irish Tax Considerations**

###### *Scope of Summary*

- 9.1. The following is a summary of the material Irish tax considerations applicable to the persons who are the ultimate owners of the 5% Preference Shares for Irish tax purposes and references to "5% Preference Shareholders" in this summary in paragraph 9 should be read accordingly.
- 9.2. References to "Non-Irish Holders" in this paragraph 9 are to 5% Preference Shareholders who: are the absolute beneficial owners of their 5% Preference Shares; are neither resident (nor, in the case of individuals, ordinarily resident) in Ireland for Irish tax purposes; and the 5% Preference Shares have not at any time been (i) used in or for the purposes of a trade carried on by that 5% Preference Shareholder through an Irish branch or agency; nor (ii) used, held or acquired for use by or for the purposes of such branch or agency.

- 9.3. This summary is based on existing Irish tax law and the published practice of the Irish Revenue in or around the date of this document. Changes in law and/or administrative practice may result in a change in the Irish tax considerations described below, possibly with retrospective effect. Furthermore, we can provide no assurances that the tax consequences contained in this summary will not be challenged by the Irish Revenue or will be sustained by an Irish court if they were to be challenged. This summary does not constitute legal or tax advice and is intended only as a general guide. The summary is not exhaustive, and 5% Preference Shareholders should consult their own tax advisors regarding the Irish tax consequences (and tax consequences under the laws of other relevant jurisdictions) of the acquisition, ownership and disposal of 5% Preference Shares pursuant to the Schemes. The summary applies only to certain categories of person and, in particular, may not apply to such persons as dealers in securities, trustees, insurance companies, collective investment schemes, persons who acquired their 5% Preference Shares or, who are deemed to have acquired their 5% Preference Shares, by virtue of an office or employment (performed or carried on to any extent in Ireland) or entities associated with the Company (being entities (i) which are, directly or indirectly, entitled to more than 50% of the ownership rights, voting power or profits of the Company (or entities in which the Company holds such an entitlement), (ii) which have definite influence in the Company (or entities in which the company has such influence); or (iii) where a third entity has such entitlements or influence in respect of another entity and the Company).
- 9.4. The law or practice of Irish Revenue may change, prospectively or retroactively, which could increase, reduce or mitigate possible tax consequences for 5% Preference Shareholders. Also, the assumed practices may not be issued by the Irish Revenue. The position under current Irish law is uncertain and CRH makes no assurances on the tax position for Preference Shareholders.
- 9.5. PREFERENCE SHAREHOLDERS WHO ARE IN ANY DOUBT ABOUT THEIR TAX POSITION AND / OR MAY BE SUBJECT TO TAXATION IN ANY JURISDICTION OTHER THAN IRELAND ARE STRONGLY RECOMMENDED TO CONSULT AN APPROPRIATELY QUALIFIED INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY.

### **Irish Capital Gains Tax**

#### *Non-Irish resident shareholders*

- 9.6 In general, a non-Irish 5% Preference Shareholder should not be within the charge to Irish capital gains tax, referred to as "Irish CGT", or corporation tax on chargeable gains (as applicable) on the disposal of their 5% Preference Shares pursuant to the 5% Preference Share Scheme.
- 9.7 A 5% Preference Shareholder who is an individual and who is temporarily non-resident in Ireland may, under Irish anti-avoidance legislation, be liable to Irish CGT on any chargeable gain realised on the disposal of their 5% Preference Shares during the period in which the individual is a non-resident.

#### *Irish resident shareholders*

- 9.8 5% Preference Shareholders that are resident or ordinarily resident in Ireland for Irish tax purposes or that have used their 5% Preference Shares in or for the purposes of a trade carried on by the 5% Preference Shareholder in Ireland through a branch or agency, or whose 5% Preference Shares were used or held or acquired for use by or for the purposes of such a branch or agency (each an "Irish Holder") will, subject to the availability of any exemptions and reliefs, generally be within the charge to Irish CGT on the disposal of their 5% Preference Shares pursuant to the Schemes.
- 9.9 For the purpose of Irish CGT, an Irish Holder should be treated as having made a disposal of their 5% Preference Shares for consideration of an amount equal to the cash received for the cancellation of the 5% Preference Shares pursuant to the Scheme. This may, subject to the Irish Holder's individual circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of Irish CGT. Irish CGT applies a rate of 33% on any chargeable gain (subject to any available exemption or relief).

### **Irish Dividend Withholding Tax**

- 9.10 Payments made by CRH to 5% Preference Shareholders under the Schemes for the redemption, repayment or purchase of its 5% Preference Shares will not be subject to DWT in Ireland where the arrangement does not form part of a scheme the main purpose of which is to enable the owner of the shares to participate in the profits of the company without receiving a dividend. Unless exempted, any dividends or other relevant distributions paid by CRH to 5% Preference Shareholders under the Schemes will be subject to withholding at the standard rate of income tax (currently 25%). The withholding tax requirement will not apply to distributions paid to certain categories of Irish resident 5% Preference Shareholders or to distributions paid to certain categories of non-Irish resident 5% Preference Shareholders.
- 9.11 The following Irish resident 5% Preference Shareholders, inter alia, are exempt from withholding if, on a timely basis in advance of the payment of any relevant dividend they make an appropriate declaration of entitlement to exemption to CRH:
- (a) Irish resident companies;
    - (i) pension schemes approved by the Irish Revenue;
    - (ii) qualifying fund managers or qualifying savings managers in relation to approved retirement funds or approved minimum retirement funds;

- (iii) PRSA administrators who receive the relevant distribution as income arising in respect of PRSA assets;
  - (iv) qualifying employee share ownership trusts;
  - (v) collective investment undertakings;
  - (vi) tax-exempt charities;
  - (vii) designated brokers receiving the distribution for special portfolio investment accounts;
  - (viii) any person who is entitled to exemption from income tax under Schedule F on dividends in respect of an investment in whole or in part of payments received in respect of a civil action or from the Personal Injuries Assessment Board for damages in respect of mental or physical infirmity;
  - (ix) certain qualifying trusts established for the benefit of an incapacitated individual and/or persons in receipt of income from such a qualifying trust;
  - (x) any person entitled to exemption to income tax under Schedule F by virtue of section 192(2) of the TCA;
  - (xi) unit trusts to which section 731(5)(a) of the TCA applies; and
  - (xii) certain Irish Revenue-approved amateur and athletic sport bodies.
- 9.12 The following non-resident 5% Preference Shareholders are exempt from withholding if they make to CRH, in advance of payment of any dividend, an appropriate declaration of entitlement to exemption:
- (a) persons (other than a company) who (i) are neither resident nor ordinarily resident in Ireland and (ii) are resident for tax purposes in (a) a Tax Treaty Country or (b) an EU member state other than Ireland;
  - (b) companies not resident in Ireland which are resident in an EU member state or a Tax Treaty Country and are not controlled, directly or indirectly, by an Irish resident or Irish residents;
  - (c) companies not resident in Ireland which are directly or indirectly controlled by a person or persons who are, by virtue of the law of a Tax Treaty Country or an EU member state, resident for tax purposes in a Tax Treaty Country or an EU member state other than Ireland and which are not controlled directly or indirectly by persons who are not resident for tax purposes in a Tax Treaty Country or EU member state;
  - (d) companies not resident in Ireland, the principal class of shares of which is substantially and regularly traded on a recognised stock exchange in a Tax Treaty Country or an EU member state including Ireland or on an approved stock exchange; or
  - (e) companies not resident in Ireland that are 75% subsidiaries of a single company, or are wholly-owned by two (2) or more companies, in either case the principal classes of shares of which is or are substantially and regularly traded on a recognised stock exchange in a Tax Treaty Country or an EU member state including Ireland or on an approved stock exchange.
- 9.13 In the case of an individual non-Irish resident 5% Preference Shareholder resident in an EU member state or Tax Treaty Country, the declaration must be accompanied by a current certificate of tax residence from the tax authorities in the 5% Preference Shareholder's country of residence. In the case of both an individual and corporate non-Irish resident 5% Preference Shareholder resident in an EU member state or Tax Treaty Country, the declaration must also contain an undertaking that he, she or it will advise the Company accordingly if he, she or it ceases to meet the conditions to be entitled to the DWT exemption. No declaration is required if the 5% Preference Shareholder is a 5% parent company in another EU member state in accordance with section 831 of the TCA.
- 9.14 Investors who hold their shares through a qualifying intermediary should make the appropriate declaration of entitlement to exemption on a timely basis to that intermediary.

#### **Irish Stamp Duty**

- 9.15 5% Preference Shareholders will not be chargeable to Irish stamp duty on the disposal of their 5% Preference Shares under the 5% Preference Share Scheme.

#### **10. Overseas Shareholder**

- 10.1. As regards Overseas Shareholders, the 5% Preference Share Scheme may be affected by the laws of the relevant jurisdictions. Such Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of Overseas Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.
- 10.2. This explanatory statement has been prepared for the purposes of complying solely with the laws of Ireland, in particular with Section 452 of the Act, and the information disclosed may be different from that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside Ireland. Overseas Shareholders are encouraged to consult their local tax advisor.

## **11. 5% Preference Share Forms of Proxy**

- 11.1. 5% Preference Shareholders who hold their 5% Preference Shares in their own name as of the date of this document have been sent a 5% Preference Share Form of Proxy for the 5% Preference Share Scheme Meeting. 5% Preference Shareholders are strongly encouraged to complete and return their 5% Preference Share Forms of Proxy as soon as possible.

## **12. Action to be Taken**

- 12.1. You will find enclosed with the 5% Preference Share Scheme Circular (i) the full terms of the 5% Preference Share Scheme of Arrangement, (ii) the formal notice of the 5% Preference Share Scheme Meeting, and (iii) the 5% Preference Share Form of Proxy for use at the 5% Preference Share Scheme Meeting. Your attention is drawn to the "Notes" section at the end of the notice of the 5% Preference Share Scheme Meeting.
- 12.2. It is important that as many votes as possible are cast at the 5% Preference Share Scheme Meeting so that the Irish High Court may be satisfied that there is a fair and reasonable representation of the opinion of 5% Preference Shareholders as of the Voting Record Time when it is considering whether to sanction the 5% Preference Share Scheme. In addition, the quorum required for the 5% Preference Share Scheme Meeting (or at any adjournment of such meeting) shall be at least two persons holding or representing in person or by proxy at least one-third in nominal value of the 5% Preference Shares. You are therefore strongly encouraged to complete and return your 5% Preference Share Form of Proxy in accordance with the deadlines set out below.

## **Registered Shareholders**

- 12.3 For 5% Preference Shareholders whose name appears on the Register of Members (i.e. those who hold their 5% Preference Shares directly on the Register of Members and who therefore do not hold their interests in 5% Preference Shares as Belgian Law Rights through the EB System or as CDIs through the CREST securities settlement system ("CREST"), you may appoint a proxy by completing the enclosed 5% Preference Share Form of Proxy. To be valid, the 5% Preference Share Form of Proxy must be delivered in writing, together with any power of attorney or other authority under which it is signed or a certified copy thereof to the Registrar by post to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland in the enclosed reply paid envelope or by hand during normal business hours by no later than 10.30 a.m. (Dublin) on May 19, 2026 (being 48 hours prior to the 5% Preference Share Scheme Meeting).
- 12.4 5% Preference Shareholders who wish to submit proxies by electronic means may do so up to the same deadline (i.e. not later than 48 hours prior to the meeting) by visiting [www.exproxyappointment.com](http://www.exproxyappointment.com) or scanning the QR code and following the instructions on the 5% Preference Share Form of Proxy. 5% Preference Shareholders who have any queries in relation to the proxy appointment process, do not receive a 5% Preference Share Form of Proxy by post, or who wish to be sent paper copies of documents relating to the 5% Preference Share Scheme Meeting, should contact the Registrar (Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or telephone (+353 (1) 6968467)). The completion of a 5% Preference Share Form of Proxy will not preclude you from attending the 5% Preference Share Scheme Meeting and voting in person, if you wish to do so.

## **Holdings in Uncertificated Form as an EB Participant**

- 12.5 5% Preference Shareholders who hold interests in the 5% Preference Shares through a participant account in the EB System can submit electronic voting instructions in the manner described in the document issued by Euroclear Bank entitled 'Euroclear Bank as issuer CSD for Irish corporate securities' and available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)).
- 12.6 EB Participants can either send: electronic voting instructions to instruct EB Nominees to, either itself, or by appointing the Chair of the 5% Preference Share Scheme Meeting as a proxy to:
- vote in favour of the 5% Preference Share Scheme;
  - vote against the 5% Preference Share Scheme;
  - abstain in respect of the 5% Preference Share Scheme; and/or
  - give a discretionary vote to the Chair of the 5% Preference Share Scheme Meeting in respect of the 5% Preference Share Scheme; or
  - give a proxy voting instruction to appoint a third party (other than EB Nominee or the Chair of the 5% Preference Share Scheme), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of 5% Preference Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

Further detail in relation to the procedures for voting in respect of shares held through an EB Participant is set out in the "Notes" section in the Notice of the 5% Preference Share Scheme Meeting. While the voting deadline will be confirmed by Euroclear Bank and notified by it to EB Participants, 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 5% Preference Share Scheme Meeting or any adjournment thereof).

#### **Holdings through CDIs in CREST**

- 12.7 As of the Latest Practicable Date, no 5% Preference Shareholders hold their interests in 5% Preference Shares through CDIs, but the information below has been included in the event this changes before the Voting Record Time.
- 12.8 Voting instructions for 5% Preference Shareholders who hold interests in the 5% Preference Shares as CDIs in the CREST system are to be received via Broadridge. Further details on this service are set out on the 'All you need to know about SRD II in Euroclear UK & Ireland' webpage of the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants (see section CREST International Service – Proxy voting).
- 12.9 CDI holders will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, CDI holders who wish to participate in the proxy voting service, will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [uk-membership@euroclear.com](mailto:uk-membership@euroclear.com). Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact a shareholder and share further detailed information on the service offering and initiate the process for granting their access to the Broadridge platform.
- 12.10 Further detail in relation to the procedures for voting in respect of shares held through CDIs is set out in the "Notes" section in the Notice of the 5% Preference Share Scheme Meeting. While the voting deadline will be confirmed by, or on behalf of Euroclear UK (by Broadridge) and notified by them to CDI holders, the voting deadline for holders of CDIs in respect of the 5% Preference Share Scheme Meeting is expected to be two Business Days prior to Euroclear Bank's voting instruction deadline.
- 12.11 5% Preference Shareholders should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the 5% Preference Share Scheme Meeting through the respective systems.
- 12.12 If you have any queries in relation to action to be taken, please contact the Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, on (+353 (1) 6968467) between 9.00 a.m. and 5.00 p.m. Monday to Friday (other than bank holidays in Ireland). For legal reasons, the Registrar will not be able to provide advice on the merits of the cancellation itself or give financial, legal or tax advice.

#### **13. Further Information**

- 13.1. The terms of the 5% Preference Share Scheme are set out in full in "Part I – The 5% Preference Share Scheme of Arrangement" of Annex B to the Proxy Statement and the 5% Preference Share Scheme Circular.
- 13.2. Further information regarding the Preference Share Cancellations is set out in the FAQs Regarding the LSE Delisting and Preference Share Cancellations at Annex E of the Proxy Statement, which are available on the Company's website, [www.crh.com](http://www.crh.com) under the heading "Shareholder Center".

#### **14. Board Recommendation**

- 14.1. The Board considers the Preference Share Cancellations to be in the best interests of CRH and its Ordinary Shareholders and Preference Shareholders as a whole. Your vote is very important. Whether or not you plan to attend the 5% Preference Share Scheme Meeting, please take appropriate action to make sure your 5% Preference Shares are represented and voted at the 5% Preference Share Scheme Meeting.
- 14.2. Accordingly, the Board unanimously recommends that you vote "FOR" the approval of the 5% Preference Share Scheme at the 5% Preference Share Scheme Meeting.