
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser (being, in the case of shareholders in Ireland, an organisation or firm authorised or exempted pursuant to the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments Directive) Regulations 2017 and, in the case of shareholders in the United Kingdom, an adviser authorised pursuant to the UK Financial Services and Markets Act 2000) immediately.

If you have sold or transferred all of your registered holding of 5% Cumulative Preference Shares in CRH plc, please forward this document and the accompanying Proxy Form to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.



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**NOTICE OF A CLASS MEETING
OF
5% CUMULATIVE PREFERENCE SHARES**

TUESDAY, 9 FEBRUARY 2021

A Proxy Form for use in connection with the Resolution to be proposed at the Class Meeting is enclosed. To be valid, Proxy Forms must be received by the Company's Registrar, Link Registrars Limited not later than 12.00 p.m. on 7 February 2021. The methods by which valid Proxy Forms can be delivered are set out in the notes to the Notice of the Class Meeting.

Notice of Meeting

A Class Meeting of the 5% Cumulative Preference Shareholders of the Company will be held at Stonemason's Way, Dublin 16, Ireland, on 9 February 2021 at 12.00 p.m. or, if earlier, immediately after the conclusion of the extraordinary general meeting of the Company scheduled to be held at the same location at 11.00 a.m., for the following purpose:

1. To consider and, if thought fit, to pass the following resolution:

Special resolution for the purposes of the Companies Act 2014

That, subject to the approval of Resolutions 1 to 3 at the Extraordinary General Meeting of the Company held on 9 February 2021, details of which are set out in the circular to shareholders dated 15 January 2021 (the "Circular"), and in accordance with Clause 6 of the Memorandum of Association of the Company, IT IS RESOLVED that any changes in the rights of the holders of the 5% Cumulative Preference Shares resulting from the Migration as described in the Circular be and are hereby approved.

For the Board, N. Colgan

Company Secretary

42 Fitzwilliam Square, Dublin 2

15 January 2021

NOTES

1. In light of the ongoing impact of the Coronavirus (“**COVID-19**”) pandemic and related public health guidance, we encourage shareholders to submit their Forms of Proxy to ensure they can vote and be represented at the Class Meeting without the need to attend in person.
2. We are closely monitoring the situation and the measures advised by the Government of Ireland in relation to the ongoing COVID-19 pandemic and will endeavour to take all recommended actions into account in the conduct of the Class Meeting. Under the current COVID-19 regulations, shareholders will not be able to attend the Class Meeting in person. If you appoint someone other than the chairman of the meeting to be your proxy, that person is unlikely to be able to attend if the prevailing COVID-19 measures require the Company to conduct the meeting as a closed meeting.
3. In accordance with Article 10 of the Articles of Association the quorum for the Class Meeting shall be members holding or representing by proxy one third of the nominal amount of the issued shares of the 5% Cumulative Preference Shareholders. If within half an hour of the Class Meeting a quorum is not present, the Class Meeting shall stand adjourned in accordance with the Articles of Association and at the adjourned Class Meeting the quorum shall be two members in accordance with Article 64 of the Articles of Association.
4. Only those members registered in the register of members of the Company at 7.00 p.m. on 7 February 2021 or if the Class Meeting is adjourned, at 7.00 p.m. on the day that falls 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and in respect of the number of shares registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.
5. Any member entitled to attend, speak, ask questions and vote at this meeting may exercise his or her right to vote by appointing one or more proxies. In the exceptional circumstances of the current COVID-19 pandemic, the CRH Board strongly encourages members to appoint the chairman of the meeting as their proxy, however, a member may appoint another person, who need not be a member(s) of the Company, as a proxy, by electronic means or in writing, to vote some or all of their shares. That person may not be able to attend if the prevailing COVID-19 measures require the Company to conduct the Class Meeting as a closed meeting. A Proxy Form is enclosed. Appointment of a proxy does not preclude members from attending, speaking and asking questions at the meeting should they subsequently wish to do so. Please note that proxies may be required to provide identification to attend the meeting.
6. To be valid, Proxy Forms 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 Company’s Registrar, Link Registrars Limited, (the “**Registrars**”), to P.O. Box 1110, Maynooth, Co. Kildare, Ireland (if delivered by post) or to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co Kildare, W23 F854, Ireland (if delivered by hand), so as to be received not later than 12.00 p.m. on 7 February 2021. Shareholders who wish to submit proxies by electronic means may do so up to the same deadline by accessing the Registrars’ website, www.signalshares.com and entering CRH plc in the company name field. You will need to register for Signal Shares by clicking on “registration section” (if you have not registered previously) and following the instructions thereon. Shareholders who do not receive a Proxy Form by post, or who wish to be sent paper copies of documents relating to the meeting, should contact the Registrars (Tel. +353 1 553 0050).

7. CREST members may appoint one or more proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Further information on CREST procedures and requirements is contained in the CREST Manual. The message appointing a proxy(ies) must be received by the Registrar (ID 7RA08) not later than 12.00 p.m. on 7 February 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.
8. Pursuant to Section 1105(2) of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, the Company hereby specifies that only those Shareholders registered in the Register of Members of the Company as at 7.00 p.m. on Sunday, 7 February 2021 shall be entitled to attend, speak, ask questions and vote at the Class Meeting in respect of the number of shares registered in their name at that time.
9. Pursuant to the Company's Articles of Association and subject to any contrary provision in company law, Shareholders holding at least 3% of the Company's issued share capital, representing at least 3% of the voting rights of all the members who have a right to vote at the Class Meeting, have the right to put an item on the agenda, or table a draft resolution for an item on the agenda, of an EGM provided that notice of the item or a draft the resolution shall have been submitted as required by Article 61 of the Company's Articles of Association and in time for the Company to comply with the applicable notice requirements in sections 181, 191, 1098 and 1103 of the Companies Act 2014. Further information in relation to Shareholders' rights can be obtained from the CRH website, www.crh.com.
10. Pursuant to Section 1107 of the Companies Act 2014, shareholders have a right to ask questions related to items on the Class Meeting agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of Shareholders. Shareholders may also submit a question in writing in advance of the meeting, to be received at least two business days before the meeting (i.e. 5 February 2021) by post to the Company Secretary, CRH plc, 42 Fitzwilliam Square, Dublin 2, Ireland or by email to mail@crh.com. All correspondence should include sufficient information to identify a Shareholder on the Register of Members, for example, an IVC number, which is an 11 digit unique identifier printed on the enclosed Form of Proxy. An answer is not required if (a) an answer has already been given on the Company's website in the form of a "Q&A" or (b) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company or (c) it appears to the chairman of the meeting that it is undesirable in the interests of good order of the meeting that the question be answered.
11. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the 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. During the meeting, should Shareholders (or their duly appointed proxies) attend in person despite the advice not to do so in the context of the ongoing COVID-19 pandemic, they may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the chairman of the meeting.