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14<sup>th</sup> December 2020

Euroclear Bank SA/NV  
Boulevard Roi Albert II 1,  
1210 Bruxelles,  
Belgium

For the attention of: New Issues Acceptance Department  
By email: [newissues@euroclear.com](mailto:newissues@euroclear.com)

**Re: Notifications and Statements required by Section 5 of the Migration of Participating Securities Act 2019 (the “Act”)**

Dear Sirs,

This letter supersedes our letter dated 6 March 2020 in respect of Section 5 of the Act. We hereby notify Euroclear for the purpose of Section 5(5)(a) of the Act of the proposal that the relevant participating securities in CRH plc (the **Company**), with ISIN codes:

Ordinary Shares of €0.32 each	- IE0001827041
5% Cumulative Preference Shares of €1.27 each	- IE0001827264
7% “A” Cumulative Preference Shares of €1.27 each	- IE0001827603

are to be the subject of migration in accordance with the Act and the EB Migration Guide (**Migration**) to the central securities depository operated Euroclear Bank SA/NV (**Euroclear**), which has been authorised by the National Bank of Belgium<sup>1</sup>.

We note that our previous notification of 6 March 2020, which this letter supersedes, had also referred to the Company’s Income Shares of €0.02 each. Subject to approval by the Company’s shareholders at the Company’s upcoming EGM, these Income Shares will be cancelled and will not now be migrating to Euroclear.

As the Act does not provide for the issue of CREST Depository Interests to former holders of participating securities as contemplated by the EB Migration Guide, we will be seeking our shareholders consent to approve the Migration and instruct us, the Company’s registrar, Euroclear and Euroclear UK & Ireland Limited to do everything necessary to complete the Migration. This consent and instruction will be sought by way of a special resolution of our shareholders and a special resolution of our shareholders to approve and adopt new Articles of

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<sup>1</sup> In accordance with Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012 (the “CSD Regulation”).



Association of the Company. This will be in addition to a special resolution of our shareholders within the meaning of section 4, 5 and 8 of the Act.

Provided that shareholders pass the special resolutions referred to above, the Company shall be authorised and instructed to implement the Migration of the relevant participating securities in accordance with the EB Migration Guide on the basis, inter alia, that:

- (i) Euroclear Nominees Limited shall be the body nominated by Euroclear with respect to its operations as a central securities depository as contemplated by section 3(2) of the Migration Act;
- (ii) Euroclear Nominees Limited shall be registered as the holder of the participating securities which are to be migrated as envisaged by the EB Migration Guide;
- (iii) Euroclear Nominees Limited shall hold the Migrating participating securities in trust for Euroclear Bank SA/NV pursuant to trust deed referred to in the White Paper issued by Euroclear on May 2019; and
- (iv) CREST Depository Interests will be issued by the CREST Depository as described in the EB Migration Guide.

We hereby request:

- (a) the statement specified in Section 5(6)(a) of the Act following consideration by Euroclear Bank of Article 23 of the CSD Regulation as it relates to the proposed provision of the services of the settlement system concerned to the Company; and
- (b) the statement specified in Section 5(6)(b) of the Act to the effect that, following (i) such inquiries as have been made of the Company by Euroclear Bank, and (ii) the provision of such information by or on behalf of the Company, in writing, to Euroclear Bank as the latter specifies, Euroclear Bank is satisfied that the relevant participating securities in the Company meet the criteria stipulated by Euroclear Bank for what is commonly referred to as the entry of the participating securities into the settlement system operated by Euroclear Bank.

As part of the information to be provided to Euroclear Bank as mentioned in (b) above, we confirm that the following matters will be done in time for the Migration and that this will be confirmed before then in writing to Euroclear Bank:

- 1) the Company confirms that it has an issuer agent which meets or will by the time of Migration meet Euroclear Bank's requirements for being an issuer agent in respect of the Irish issuer CSD service;
- 2) nothing in the Company's articles of association will prevent a shareholder from voting in the manner permitted by section 190 of Companies Act 2014;
- 3) nothing in the Company's articles of association would prevent voting at meetings from being conducted on the basis of a poll; and
- 4) electronic proxy voting with respect to meetings of the Company may occur through the use of a secured mechanism to exchange electronic messages (as agreed with Euroclear Bank).



Unless otherwise defined all terms and expressions used in this letter shall have the same meaning as in the Act.

Yours faithfully

**Neil Colgan**  
**Company Secretary**  
**For and on behalf of**  
**CRH plc**