
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 Ordinary 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 EXTRAORDINARY GENERAL MEETING

TUESDAY, 9 FEBRUARY 2021

A Proxy Form for use in connection with the Resolution to be proposed at the Extraordinary General Meeting is enclosed. To be valid, Proxy Forms must be received by the Company's Registrar, Link Registrars Limited not later than 11.00 a.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 Meeting.

Notice of Meeting

NOTICE is hereby given that an Extraordinary General Meeting (“**EGM**”) of CRH plc (the “**Company**”) will be held at Stonemason’s Way, Dublin 16 Ireland, on 9 February 2021 at 11.00 a.m. for the following purposes:

For the holders of the Ordinary Shares and the Preference Shares to consider and, if thought fit, to pass the resolutions 1 to 3 below:

1. **Special resolution within the meaning of sections 4, 5 and 8 of the Migration of Participating Securities Act 2019**

“WHEREAS:-

- (a) the Company has notified Euroclear Bank SA/NV (“**Euroclear Bank**”) by a letter dated 14 December 2020 of the proposal that the relevant Participating Securities in the Company are to be the subject of the Migration, in accordance with the Migration of Participating Securities Act 2019 (the “**Migration Act**”);
- (b) the Company has received a statement in writing from Euroclear Bank dated 15 December 2020 (as required by section 5(6)(a) of the Migration Act) to the effect that the provision of the services of Euroclear Bank’s settlement system to the Company will, on and from the Live Date, be in compliance with Article 23 of Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 (“**CSDR**”); and
- (c) the Company has received the statement from Euroclear Bank dated 15 December 2020 (as required by section 5(6)(b) of the Migration 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 specified by Euroclear Bank,

Euroclear Bank is satisfied that the relevant Participating Securities in the Company meet the criteria stipulated by Euroclear Bank for the entry of the Participating Securities into the settlement system operated by Euroclear Bank.

IT IS HEREBY RESOLVED that this meeting approves of the Company giving its consent to the Migration of the Migrating Shares to Euroclear Bank’s central securities depository (which is authorised in Belgium for the purposes of CSDR) on the basis that the implementation of the Migration shall be determined by and take effect subject to a resolution of the board of directors of the Company (or a committee thereof) at its discretion and provided that as part of the Migration the title to the Migrating Shares will become and be vested in Euroclear Nominees Limited, being a company incorporated under the laws of England and Wales with registration number 02369969, acting in its capacity as the trustee for and/or nominee of Euroclear Bank pursuant to the Euroclear Bank Trust Deed for the purpose of the Migrating Shares being admitted to the Euroclear System. It being understood that:-

“Circular” means the circular issued by the Company to its shareholders dated 15 January 2021;

“Euroclear System” has the same meaning as defined in the Circular;

“**Euroclear Bank Trust Deed**” means has the same meaning as defined in the Circular;

“**Live Date**” has the same meaning as defined in the Circular;

“**Migration**” has the same meaning as defined in the Circular;

“**Migrating Shares**” has the same meaning as defined in the Circular;

“**Participating Securities**” has the same meaning as defined in the Circular; and

“**relevant Participating Securities**” means all Participating Securities recorded in the register of members of the Company on the Live Date.”

2. **Special resolution for the purposes of the Companies Act 2014**

“That, subject to the adoption of Resolution 1 in the notice of this meeting and subject to the board of directors of the Company (or a committee thereof) adopting a resolution to implement the Migration (as described in Resolution 1 in the notice of this meeting), the copy of the Articles of Association of the Company (entitled the “**Resolution 2 Version**”) which have been signed at this meeting by the Chairman of this meeting for identification purposes and which have been available for inspection on the Company’s website as set out in section 9 of Part 1 of the Circular referred to in such Resolution 1, be approved and adopted as the new Articles of Association of the Company on and with effect from date specified by the directors (or a committee thereof) for the commencement of the implementation of the Migration.”

3. **Special resolution for the purposes of the Companies Act 2014**

“That, subject to the adoption of Resolutions 1 and 2 in the notice of this meeting, the Company be and is hereby authorised and instructed to:

- (a) take any and all actions which the directors of the Company (or a committee thereof), in their absolute discretion, consider necessary or desirable to implement the Migration and/or the matters in connection with the Migration referred to in the Circular (including the procedures and processes described in the EB Migration Guide (as amended from time to time)); and
- (b) appoint any persons as attorney or agent for the holders of the Migrating Shares to do any and all things, including the execution and delivery of all such documents and/or instructions as may, in the opinion of the attorney or agent, be necessary or desirable to implement the Migration and/or the matters in connection with the Migration referred to in the Circular (including the procedures and processes described in the EB Migration Guide (as amended from time to time)) including:
 - (i) instructing Euroclear Bank and/or Euroclear Nominees to credit the interests of the holders of the Migrating Shares in the Migrating Shares (i.e. the Belgian Law Rights representing the Migrating Shares to which such holder was entitled) to the account of the CREST Nominee (CIN (Belgium) Limited) in the Euroclear System, as nominee and for the benefit of the CREST Depository (or the account of such other nominee(s) of the CREST Depository as it may determine);
 - (ii) any action necessary or desirable to enable the CREST Depository to hold the interests in the Migrating Shares referred to in sub-paragraph (i) above on trust pursuant to the terms of the CREST Deed Poll or otherwise and for the

benefit of the holders of the CREST Depository Interests (“CDIs”) (being the relevant holders of the Migrating Shares);

- (iii) any action necessary or desirable to enable the issuance of CDIs by the CREST Depository to the relevant holders of the Migrating Shares, including any action deemed necessary or desirable in order to authorise Euroclear Bank, the CREST Nominee and/or any other relevant entity to instruct the CREST Depository and/or EUI to issue the CDIs to the relevant holders of the Migrating Shares pursuant to the terms of the CREST Deed Poll or otherwise; and
- (iv) the release by the Company’s Registrar, the Secretary of the Company and/or EUI of such personal data of a holder of Migrating Shares to the extent required by Euroclear Bank, the CREST Depository and/or EUI to effect the Migration and the issue of the CDIs.

It being understood that capitalised terms used in this Resolution shall have the meaning given to them in the Circular (as defined in Resolution 1 in the notice of this meeting).”

For the holders of the Ordinary Shares to consider and, if thought fit, to pass resolutions 4 to 6 below:

4. Special Resolution for the purposes of the Companies Act 2014

“That, a new Article 51 (d) be and is hereby inserted in the Articles of Association of the Company as follows:

51 (d) The Income Shares in the issued share capital of the Company are deemed to have been surrendered to the Company for nil consideration with effect from the close of business on 9 February 2021 and the Directors be and are hereby authorised and instructed to take any and all actions on behalf of both the Company and the holders of the Income Shares to effect such surrender and the cancellation of the Income Shares.”

5. Ordinary Resolution for the purposes of the Companies Act 2014

“That, subject to the approval of Resolution 4 in the notice of this meeting and immediately following the cancellation of the Income Shares, the authorised share capital of the Company be and is hereby diminished by €25,000,000 from €426,297,940 to €401,297,940 divided into 150,000 5% Cumulative Preference Shares of €1.27 each, 872,000 7% "A" Cumulative Preference Shares of €1.27 each, and 1,250,000,000 Ordinary Shares of €0.32 each.”

6. Special Resolution for the purposes of the Companies Act 2014

“That:

- (i) subject to the approval of Resolution 4 in the notice of this meeting and immediately following the cancellation of the Income Shares, the Articles of Association of the Company be and are hereby amended by the deletion of all references to the Income Shares as shown by the deletion indicated in the copy of the Articles of Association of the Company (entitled the “**Resolution 6 Version**”) which have been signed at this meeting by the Chairman of this meeting for identification purposes and which have been available for inspection on the Company’s website as set out in section 9 of Part 1 of the Circular referred to in Resolution 1; and
- (ii) subject to the approval of Resolution 2 and Resolution 4 in the notice of this meeting, all such deletions of the references to the Income Shares are also to be effective as if

they formed part of the amendments made by Resolution 2 so that such deletions (including any consequential renumbering of Articles and cross reference to Articles) are hereby included in the Articles of Association of the Company as amended by such Resolution 2 on and with effect from the date specified by the directors (or a committee thereof) for the commencement of the implementation of the Migration (as defined in Resolution 1 in the notice of this meeting).”

By order of the Board

Neil Colgan
Company Secretary

Registered Office:
42 Fitzwilliam Square,
Dublin,
D02 R279,
Ireland

15 January 2021

NOTES

1. The holders of 5% Cumulative Preference Shares and 7% “A” Cumulative Preference Shares are being asked to vote on resolutions 1, 2 and 3 as these resolutions relate to the Migration. As resolutions 4, 5 and 6 do not affect the rights of the preference shareholders, the preference shareholders are not entitled to vote on those resolutions.
2. 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 EGM without the need to attend in person.
3. 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 EGM. Under the current COVID-19 regulations, shareholders will not be able to attend the EGM 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 EGM as a closed meeting.
4. In the likely event that it is not possible to hold the EGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the EGM as planned poses an unacceptable risk to health and safety, the EGM may be a closed meeting, adjourned or postponed to a different time and/or venue, in which case notification of such adjournment or postponement will be given in accordance with the Company’s Articles of Association. Shareholders are advised to monitor the Company’s website, www.crh.com/investors/shareholder-centre for any update announcements regarding the meeting in the context of the evolving COVID 19 pandemic.
5. Shareholders will be provided with a facility to listen to the proceedings of the EGM remotely. To access this remote audio facility Shareholders should visit www.crh.com/investors/shareholder-centre using a smartphone, tablet or computer with an internet connection and click on the link which will be made available in advance of the EGM. Shareholders will then be prompted to enter their unique ‘Login Code’ and ‘PIN’. The Login Code is your IVC number, which is an 11 digit code is printed on the enclosed Form of Proxy. The PIN is the last 4 digits of the IVC. This will authenticate each Shareholder. Access to the audio facility will be available from 30 minutes before start of event although Shareholders will not be able to listen to the audio until the meeting is declared open. If a Shareholder wishes to appoint a proxy or to submit a Letter of Representation for a corporate representative and for them to access the virtual audio-cast of the meeting on the Shareholders’ behalf, please contact Link Registrars Limited (the “**Registrars**”) by telephone on +353 1 5530050*. If Shares are held within a Nominee Account and Shareholders’ wish to access the live audio-cast of the meeting, then Shareholders are required to contact their Nominee in order for them to obtain their Login Code and PIN from the Registrars for onward transmission to the Shareholder ahead of the meeting. Joint holders should contact the Registrars by telephone on +353 1 5530050* if more than one holder wishes to access the virtual audio-cast of the meeting. *Lines are open from 9.00 a.m. to 5.00 p.m. Monday to Friday, excluding Irish bank holidays.
6. Only those members registered in the register of members of the Company at 7.00 p.m. on 7 February 2021 or if the EGM 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 access the live audio-cast of the meeting or 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.

7. 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 EGM 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.
8. 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 11 a.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).
9. 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 11 a.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.
10. ADR holders wishing to attend the meeting must obtain a Proxy Form from The Bank of New York Mellon (BNY), which will enable them to attend and vote on the business to be transacted. ADR holders may instruct BNY as to the way in which the shares represented by their ADSs should be voted by completing and returning the voting card provided by BNY in accordance with the instructions given.
11. 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 7 February 2021 shall be entitled to access the live audio-cast of the EGM or to attend, speak, ask questions and vote at the EGM in respect of the number of shares registered in their name at that time.
12. 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 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 of 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.

13. Pursuant to Section 1107 of the Companies Act 2014, shareholders have a right to ask questions related to items on the EGM 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. The live-audio cast of the EGM will provide Shareholders with a type-based facility to submit questions remotely during the EGM. This facility can be accessed by clicking on the link which will be available to left of the main screen one you enter the live-audio cast of the meeting. In addition, 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.
14. 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.
15. During the EGM, 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.