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If you have sold or transferred all of your registered holding of Ordinary Shares in CRH plc, please forward this document 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.



plc

Notice of Annual General Meeting,
Thursday, 29 April 2021



24 March 2021

Dear Shareholder,

You will find set out on pages 4 to 9 of this document the Notice convening the Annual General Meeting of the Company (the "Meeting") to be held at the Stonemason's Way, Dublin 16, Ireland at 11.00 a.m. on Thursday, 29 April 2021.

Ordinary Business

The Ordinary Business to be transacted at the Meeting is set out in Resolutions 1 to 11 in the Notice of Meeting, details of which are set out in the Directors' Report on pages 100 to 104 of the 2020 Annual Report and Form 20-F (the "Annual Report") and in the notes accompanying the Notice of Meeting.

Re-election of Directors

The names of the Directors seeking re-election at the Annual General Meeting are set out in resolution 4 on page 4. The biographies of the Directors as at 3 March 2021, the date on which the Annual Report was approved, are set out on pages 54 to 57 of the Annual Report, which also includes a summary of competencies that are important to the long-term success of the Group on page 65.

Ms. C. Dowling was appointed to the Board on 22 March 2021 and is seeking re-election at the Meeting. Ms. Dowling was until her retirement in February 2018, a Business Group President of Flex, an industry leading, Fortune 500 company, with operations in 30 countries. In this role she led the Telecommunications, Enterprise Compute, Networking and Cloud Data Center and was also responsible for managing the Global Services Division, supporting complex supply chains. Prior to this, Ms. Dowling held a range of senior executive roles in Flex, including responsibility for development & strategy, marketing, retail & technical services and global sales. She is a non-executive Director of DCC plc and IMI plc.

Ms. H.A. McSharry, Mr. S. Murphy and Ms. L. Riches are not seeking re-election and will retire from the Board at the conclusion of the Meeting.

I have evaluated the performance of each Director over the past year and am satisfied that each is committed to their role, provides constructive challenge and devotes sufficient time and energy to contribute effectively to the performance of the Board. I, therefore, recommend that Shareholders vote in favour of the re-appointment of each Director seeking re-election.

Special Business

In addition to the Ordinary Business of the Meeting, your Board proposes additional business as set out in Resolutions 12, 13 and 14, which is summarised below.

Authority to Offer Scrip Dividends (Resolution 12)

The scrip dividend scheme was suspended during 2018 in connection with the commencement of the buyback programme. No decision has yet been taken on whether the scrip dividend scheme will be re-introduced. However, to provide flexibility should a decision be made to re-introduce the scheme, an ordinary resolution is being proposed to renew the Directors authority to make scrip dividend offers. Unless renewed at the Annual General Meeting in 2022, this authority shall expire at the close of business on 28 July 2022.

2021 Savings-related Share Option Schemes (Resolution 13)

At the 2010 Annual General Meeting Shareholders adopted Savings-related Share Option Schemes (the "2010 Schemes"), which were subsequently approved by the Irish Revenue Commissioners and HMRC in the United Kingdom. The 2010 Schemes were valid for a period of 10 years and expired during 2020. Such schemes are an important means by which share ownership by the wider workforce in these jurisdictions can be facilitated. Accordingly, it is proposed to seek approval from Shareholders at the Meeting to establish new savings-related share option schemes in Ireland and the United Kingdom, in accordance with the legislation currently in place in those jurisdictions and, where applicable, to establish schemes similar in substance in other jurisdictions (the "2021 Schemes").

The principal features of the proposed 2021 Schemes are set out in Appendix 1. There are no material differences between the 2010 Schemes and 2021 Schemes.



Resolution 14: Reduction in Share Capital

It is common for Irish companies to seek shareholder approval to create additional “distributable reserves”¹. Under Irish law, we may repurchase or redeem our shares or pay dividends or make other distributions to our Shareholders only out of our distributable reserves. As of 31 December 2020, CRH plc had approximately US\$2.6 billion (€2.0 billion) of distributable reserves. However, it also has accumulated significant share premium, approximately US\$7.5 billion (€6.5 billion) as of 31 December 2020, which is not considered part of distributable reserves under Irish law.

In Resolution 14, Shareholders are being asked to approve a reduction of our company capital by the entire balance of our share premium account as at 31 December 2020, or such other lesser amount as the Board of Directors or the Irish High Court may determine. The purpose is to create additional distributable reserves, thereby providing the Board with greater flexibility with respect to the future allocation of our capital.

If Shareholders approve Resolution 14, we will seek the Irish High Court’s confirmation. The approval by the Irish High Court of the creation of distributable reserves is within their discretion and there is no certainty of such confirmation. If approved, the utilisation of such additional distributable reserves (for dividends, share repurchases or otherwise) will depend on our dividend policy, prevailing market conditions, investment requirements and other factors.

The holders of the 7% “A” Cumulative Preference Shares are entitled to vote in respect of a capital reduction and will therefore be entitled to vote on Resolution 14.

Voting

Following the migration of the Company’s Shares from the CREST system to the system operated by Euroclear Bank SA/NV on 15 March 2021, the process for appointing a proxy and/or voting in connection with the Resolutions to be proposed at the Meeting will now depend on the manner in which you hold your Shares. Further details are set out in the notes to the Notice of the Meeting on pages 8 and 9 and in a document titled “Proxy Voting – Important Information”, which is available on the CRH website, www.crh.com/investors/shareholder-centre/agm.

Recommendation

The Board of Directors believes that the Resolutions to be proposed at the Meeting are in the best interests of the Company and its Shareholders as a whole and, therefore, unanimously recommends that you vote in favour of each of the Resolutions, as they intend to do so themselves in respect of all of the 158,583 Shares (representing approximately 0.02% of the issued ordinary share capital of the Company on 24 March 2021) held or beneficially owned by them.

Meeting Arrangements

The well-being of Shareholders and our people is a primary concern for the Board and we are closely monitoring the COVID-19 situation and any advice by the Government of Ireland in relation to the pandemic. We will take all recommendations and applicable law into account in the arrangements for the holding of the Meeting. If the current (or similarly extensive) restrictions relating to COVID-19 are in force at the time of the Meeting, the Company will be required to hold the Meeting as a closed meeting (i.e. not generally open to the public). For this reason, the CRH Board encourages all Shareholders to vote by proxy by appointing the chairman of the meeting as their proxy to vote on their behalf.

Continued shareholder engagement remains important to the CRH Board and, accordingly, a live audiocast of the Meeting will be made available to shareholders, who will also have the facility to submit questions remotely.

Detailed instructions on proxy voting and how to access the audiocast are set out in the enclosed Notice convening the Meeting.

Shareholders should monitor the Company’s website, www.crh.com/investors/shareholder-centre/agm, for any update announcements regarding the Meeting in the context of the evolving COVID-19 situation.

Yours faithfully,

R. Boucher

Chairman

¹ Distributable reserves are generally defined as accumulated realised profits less accumulated realised losses and includes reserves created by way of a capital reduction. 2



Appendix 1

Summary of principal features of the proposed 2021 Savings-related Share Option Schemes

1. General:

New savings-related share option schemes will be established in each jurisdiction, under which subsidiary companies of the Group will be nominated as participating subsidiaries. Any shares issued or re-issued under the savings-related share option schemes will rank pari passu in all respects with the Ordinary Shares of the Company. Benefits under the scheme will not be pensionable.

2. Eligibility:

All employees of a participating subsidiary, who have satisfied a required qualifying period, will be invited to participate.

3. Individual limits:

Eligible employees who wish to participate in the scheme will enter into a savings contract with a nominated savings institution, for a three or a five-year period, to save a maximum of €500 or Stg£500, as appropriate, per month.

4. Option grants:

At the commencement of each contract period employees will be granted an option to acquire Ordinary Shares in the Company at an option price which is equal to the amount proposed to be saved plus the bonus payable by the nominated savings institution at the end of the savings period. The price payable for each Ordinary Share under an option will be not less than the higher of par or 85% of the middle-market quotation on the Stock Exchange at the time the option is granted.

5. Option exercises:

On completion of the savings contract, employees may use the amount saved, together with the bonus earned, to exercise the option.

6. Dilution limits:

During the ten year period commencing on the Adoption Date, the total number of shares which may be issued, in respect of the share option schemes, the savings-related share option schemes, the performance share plan, the share participation schemes and any subsequent share schemes, may not exceed 10% in aggregate of the issued Ordinary share capital from time to time. The number of shares issued under the 2010 Schemes between May 2010 and 31 December 2020 represented 0.35% of the issued share capital.

7. Adjustment of options:

In the event of any variation to the capital structure or reserves of the Company, including a capitalisation of reserves, rights issue, sub-division, consolidation, reduction or otherwise, unexercised options may be adjusted, subject to consulting with the auditors in relation to the proposed amendment and receiving prior written approval from the relevant Revenue Authorities.

8. Alterations to the 2021 Savings-related Share Option Schemes:

The provisions relating to eligibility, limitation on number of shares to be issued under the scheme, maximum entitlement for any one participant, the basis of individual entitlement or the adjustment of grants in the event of a variation in share capital may not be altered to the advantage of participants without the prior approval of Shareholders, except for minor amendments to benefit the administration of the scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for any Group company or any participant.



Notice of Meeting

The Annual General Meeting of CRH plc will be held at Stonemason's Way, Dublin 16, Ireland at 11.00 a.m. on Thursday, 29 April 2021 for the following purposes:

1. To review the Company's affairs and consider the Company's financial statements and the Reports of the Directors (including the Governance Appendix¹) and Auditors for the year ended 31 December 2020.
2. To declare a dividend on the Ordinary Shares².
3. To consider the 2020 Directors' Remuneration Report (excluding the 2019 Directors' Remuneration Policy summary section), the full text of which is set out on pages 74 to 99 of the 2020 Annual Report and Form 20-F³.

4. To re-elect the following Directors⁴:

Mr. R. Boucher
Ms. C. Dowling
Mr. R. Fearon
Mr. J. Karlström
Mr. S. Kelly
Mr. L. McKay
Mr. A. Manifold
Ms. G.L. Platt
Ms. M.K. Rhinehart
Ms. S. Talbot

5. To authorise the Directors to fix the remuneration of the Auditors.
6. To consider the continuation of Deloitte Ireland LLP as auditors of the Company until the conclusion of the next Annual General Meeting of the Company⁵.
7. To consider and, if thought fit, to pass as an Ordinary Resolution the following resolution to renew the annual authority to allot unissued share capital of the Company⁶:

That, in accordance with the powers, provisions and limitations of Article 11(d) of the Articles of Association of the Company, the Directors be and they are hereby authorised to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014):

- (a) up to an aggregate nominal value of €83,966,000; and
- (b) up to a further aggregate nominal amount of €43,255,000 provided that any Ordinary Shares allotted pursuant to this authority are offered by way of a rights issue or other pre-emptive issue to the holders of Ordinary Shares to the extent permitted by paragraph (b) in Resolution 8 in the Notice of this Meeting.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2022 or 28 July 2022.

8. To consider and, if thought fit, to pass as a Special Resolution the following resolution to renew the annual authority to disapply statutory pre-emption rights to allow the Directors to allot new shares for cash equivalent to 5% of the issued Ordinary Share capital as at 3 March 2021 and allow the Directors to disapply pre-emption rights in a rights issue or other pre-emptive issue in order to accommodate any regulatory restrictions in certain jurisdictions⁶:



That the Directors be and they are hereby empowered to allot equity securities (within the meaning of Section 1023 of the Companies Act 2014) for cash to the extent permitted by Resolution 7 in the Notice of this Meeting provided that this authority may only be used for:

- (a) the allotment of equity securities up to a nominal value of €12,722,000 except that this limit shall be reduced by the nominal value of all treasury shares (as defined in Section 1078 of the Companies Act 2014) reissued while this authority remains operable; and/or
- (b) the allotment of equity securities by way of a rights issue or other pre-emptive issue to the holders of Ordinary Shares in accordance with Article 11(e) of the Articles of Association of the Company on the basis that the reference to a rights issue in Article 11(e) shall include rights issues and other pre-emptive issues.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2022 or 28 July 2022.

9. Subject to the passing of Resolution 8, to consider and, if thought fit, pass as a Special Resolution the following additional resolution to renew the annual authority to disapply statutory pre-emption rights in relation to allotments of new shares for cash up to a further 5% of the issued Ordinary Share capital of the Company as at 3 March 2021 in connection with an acquisition or specified capital investment⁶:

That the Directors be and they are hereby empowered to allot additional equity securities (within the meaning of Section 1023 of the Companies Act 2014) for cash as permitted by Resolution 7 in the Notice of this Meeting as if Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that:

- (a) the proceeds of any such allotment are to be used only for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- (b) the nominal value of all equity securities allotted pursuant to this authority together with the nominal value of all treasury shares (as defined in Section 1078 of the Companies Act 2014) reissued while this authority remains operable may not exceed €12,722,000.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2022 or 28 July 2022 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry date and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired.

10. To consider and, if thought fit, to pass as a Special Resolution the following resolution to renew the annual authority of the Company to purchase up to 10% of the Company's issued Ordinary Share capital⁷:

That the Company and/or any of its subsidiaries be and are hereby authorised to purchase Ordinary Shares on a securities market (as defined in Section 1072 of the Companies Act 2014), at prices provided for in Article 8A of the Articles of Association of the Company up to a maximum of 10% of the Ordinary Shares in issue at the date of the passing of this Resolution. This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2022 or 28 July 2022. The Company or any subsidiary may before such expiry enter into a contract for the purchase of Ordinary Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.



11. To consider and, if thought fit, to pass as a Special Resolution the following resolution to renew the Director's authority to reissue Treasury Shares:

That the Company be and is hereby authorised to reissue Treasury Shares (as defined in Section 1078 of the Companies Act 2014), in the manner provided for in Article 8B of the Articles of Association of the Company. This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2022 or 28 July 2022.

Special Business

12. To consider and, if thought fit, to pass as an Ordinary Resolution the following resolution to renew the Director's authority to make scrip dividend offers⁸:

That the Directors be and they are hereby authorised, pursuant to Article 138(b) of the Articles of Association of the Company, to exercise the powers contained in the said Article so that the Directors may offer to the shareholders the right to elect to receive an allotment of additional shares credited as fully paid instead of cash in respect of all or part of any dividend or dividends falling to be declared or paid by the Company. Unless renewed at the Annual General Meeting in 2022, this authority shall expire at the close of business on 28 July 2022.

13. To consider and, if thought fit, to pass as an Ordinary Resolution⁹:

That approval be and is hereby given for the establishment by the Company of Savings-related Share Option Schemes (the "2021 Savings-related Share Option Schemes"), the principal features of which are summarised in the Circular to shareholders dated 24 March 2021 that accompanies the Notice convening this Meeting and that the Directors be and are hereby authorised to:

- (a) take all such action or steps (including the making of amendments to the 2021 Savings-related Share Option Schemes and the rules thereof) as may be necessary to obtain the approval of the relevant Revenue Authorities for the said Schemes; and
- (b) establish schemes in other jurisdictions similar in substance to the 2021 Savings-related Share Option Schemes but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under any such scheme will be treated as counting towards any limits on individual or overall participation in the 2021 Savings-related Share Option Schemes.

14. To consider and, if thought fit, to pass as a Special Resolution the following resolution to reduce the share premium of the Company¹⁰:

That subject to and with the consent of the Irish High Court in accordance with the provisions of sections 84 and 85 of the Companies Act 2014, the company capital of the Company be reduced by the cancellation of the entire amount standing to the credit of the Company's share premium account as at 31 December 2020 or such other lesser amount as the Board of Directors of the Company or the Irish High Court may determine and that the reserve resulting from the cancellation of the share premium be treated as profits available for distribution as defined by section 117 of the Irish Companies Act 2014.

For the Board, N. Colgan,
Company Secretary
42 Fitzwilliam Square, Dublin 2
24 March 2021



Notes

- (1) For the purposes of Section 1373(4), the Directors' Report for the year ended 31 December 2020 includes the Governance Appendix (available on the CRH website, www.crh.com), a copy of which will be appended to the Directors' Report laid before the 2021 Annual General Meeting for consideration by Shareholders.
- (2) The final dividend, if approved, will be paid on the Ordinary Shares on 5 May 2021 to persons who were registered as Shareholders at the close of business on 19 March 2021.
- (3) Resolution 3 is an advisory resolution and is not binding on the Company.
- (4) In accordance with the provisions of the UK Corporate Governance Code, all Directors retire with those eligible offering themselves for re-election.
- (5) Section 383 of the Companies Act 2014 provides for the automatic re-appointment of the auditor of an Irish company at a company's annual general meeting unless the auditor has given notice in writing of his unwillingness to be re-appointed or a resolution has been passed at that meeting appointing someone else or providing expressly that the incumbent auditor shall not be re-appointed. The Auditors, Deloitte Ireland LLP, are willing to continue in office. However, the Directors believe that it is important that Shareholders are provided with an opportunity to have a say on the continuation in office of Deloitte Ireland LLP and have included Resolution 6, which is an advisory non-binding resolution, for this purpose.
- (6) Resolutions 7, 8 and 9 reflect the Pre-Emption Group's Statement of Principles and related templates. The authority in Resolution 7 is for an amount which represents just under 50% of the issued ordinary share capital as at 3 March 2021. Any allotment exceeding 33% of the issued share capital will only be made pursuant to a fully pre-emptive issue and no issue of shares will be made which could effectively alter control of the Company without prior approval of the Company in General Meeting.

The 5% limit in paragraph (a) of Resolution 8 includes any Treasury Shares reissued by the Company while the authority in Resolution 8 remains operable.

Resolution 9 will, if approved, afford the Directors with an additional power to allot shares on a non-pre-emptive basis and for cash up to a further 5% of the issued Ordinary Share capital in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue. The 5% limit includes any Treasury Shares reissued by the Company while the authority in Resolution 9 remains operable.

The Directors confirm that in respect of Resolutions 8 and 9, they intend to follow the Statement of Principles updated by the Pre-Emption Group in that allotments of shares for cash and the reissue of Treasury Shares on a non-pre-emptive basis (other than for an open offer or rights issue to Ordinary Shareholders, the operation of CRH's employee share schemes or in connection with an acquisition or specified capital investment), will not exceed 7.5% of the issued Ordinary share capital within a rolling three-year period without prior consultation with Shareholders.

- (7) While no decision has been made to extend the buyback programme beyond the current phase announced on 4 March 2021, the Board believes that the Company should retain the ability to buyback its own shares so that it can be used in the best interests of Shareholders generally. Accordingly, a special resolution (Resolution 10) is being proposed to renew the Directors' authority to buyback the Company's shares.
- (8) The scrip dividend programme was suspended in 2018. No decision has yet been taken on whether the scrip dividend programme will be re-introduced. To provide flexibility should a decision be made to re-introduce programme, an ordinary resolution is being proposed to renew the Directors' authority to make scrip dividend offers.



- (9) Copies of the rules of the proposed new 2021 Savings-related Share Option Schemes are available online at www.crh.com/investors/shareholder-centre/agm as well as being on display at the registered office of the Company, 42 Fitzwilliam Square, Dublin 2 and at Arthur Cox's London office at 12 Gough Square, London, EC4A 3DW, United Kingdom during normal business hours on any weekday (Saturdays and public holidays excepted) up to 29 April 2021 and at Stonemason's Way, Dublin 16, Ireland from 15 minutes prior to the Annual General Meeting until the conclusion of the Annual General Meeting.
- (10) The holders of the 7% 'A' Cumulative Preference Shares are entitled to vote in respect of a capital reduction and will, therefore, be entitled to vote on Resolution 14 (but not on the other Resolutions).
- (11) In light of the ongoing impact of the Coronavirus ("COVID-19") pandemic and related public health guidance, we encourage Shareholders to submit their proxy voting instructions to ensure that they can vote and be represented at the Annual General Meeting without the need to attend in person.
- (12) 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 Annual General Meeting. Under the current COVID-19 regulations, Shareholders will not be able to attend the Annual General 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 Annual General Meeting as a closed meeting.
- (13) In the likely event that it is not possible to hold the Annual General Meeting either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the Annual General Meeting as planned poses an unacceptable risk to health and safety, the Annual General Meeting may be held as 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/agm for any update announcements regarding the meeting in the context of the evolving COVID-19 pandemic.
- (14) Shareholders will be provided with a facility to listen to the proceedings of the Annual General Meeting remotely. To access this remote audio facility certificated Shareholders should visit www.crh.com/investors/shareholder-centre/agm using a smartphone, tablet or computer with an internet connection and click on the link which will be made available in advance of the Annual General Meeting. Certificated 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 certificated 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. Joint Shareholders and persons appointed as proxy of corporate representative to represent a Shareholder at the Meeting should contact Link Registrars by 11.00 a.m. on 27 April 2021 by telephone on +353 1 5530050 or by emailing RMSupportDublin@linkgroup.ie for unique log-in credentials in order to access the Annual General Meeting.
- (15) Any member entitled to attend, speak, ask questions and vote at the Annual General 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 Annual General Meeting as a closed meeting. Appointment of a proxy does not preclude members from attending, speaking and asking questions at the Annual General Meeting should they subsequently wish to do so.
- (16) For Shareholders whose name appears on the Register of Members of the Company (i.e. those Shareholders who hold their Shares in certificated form and who therefore do not hold their interests in Shares as Belgian law rights through the EB System or as CDIs through the CREST system ("CREST")), you may appoint a proxy by completing the enclosed Form of Proxy. 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 (if delivered by post) or to Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland (if delivered by hand during normal business hours), not later than 11.00 a.m. on Tuesday, 27 April 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. Shareholders who do not receive a Proxy Form by post, or who wish to be sent paper copies of documents relating to the Annual General Meeting, should contact the Registrars (Tel. +353 1 553 0050).



- (17) The process for appointing a proxy and/or voting in connection with the Resolutions to be proposed at the Annual General Meeting will now depend on the manner in which you hold your Shares. Holders of CREST Depository Interests (“CDIs”) (“CDI Holders”) and/or participants of the Euroclear Bank SA/NV (“Euroclear Bank”) system (the “EB System”) (“EB Participants”) should carefully review the document titled “Proxy Voting – Important Information”, which is available on the CRH website, www.crh.com.
- (18) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company. You may appoint the chairman of the meeting or another individual as your proxy. If you appoint someone other than the chairman of the meeting to be your proxy, that person may not be able to attend if the prevailing COVID-19 measures require the Company to conduct the Annual General Meeting as a closed meeting.
- (19) ADR holders may instruct the ADR Depository, The Bank of New York Mellon (BNY), as to the way in which the shares represented by their ADRs should be voted by completing and returning the voting card provided by BNY in accordance with the instructions delivered by BNY to ADR holders.
- (20) The record date for the Annual General Meeting shall be the close of business on Sunday, 25 April 2021. A person shall be entered on the Register of Members of the Company by such record date in order to exercise the right of a member to participate and vote at the Annual General Meeting and any change to an entry on the relevant register of members after the record date shall be disregarded in determining the right of any person to attend and vote at the meeting.
- (21) Pursuant to Section 1104 of the Companies Act 2014 and subject to any contrary provision in company law, Shareholders holding at least 3% of the Company’s issued share capital, or at least 3% of the voting rights, have the right to put an item on the agenda, or table a draft resolution for an item on the agenda, of a general meeting. In the case of the 2021 Annual General Meeting, the latest date for submission of such requests/resolutions was 17 March 2021. Further information in relation to Shareholders’ rights can be obtained from the CRH website, www.crh.com.
- (22) Pursuant to Section 1107 of the Companies Act 2014, Shareholders have a right to ask questions related to items on the Annual General 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. The live-audiocast of the Annual General Meeting will provide Shareholders with a type-based facility to submit questions remotely during the Annual General Meeting. This facility can be accessed by typing a question in to the ‘Ask a question’ box and clicking ‘Submit’, which will be available to left of the main screen once you enter the live-audiocast 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. 27 April 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 of the Company, 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.
- (23) All resolutions at the Annual General Meeting will be put to a poll. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the Annual General 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.
- (24) A copy of this Notice, the 2020 Annual Report and Form 20-F, the Governance Appendix and copies of any other documentation relating to the 2021 Annual General Meeting, including Proxy Forms, are available on the CRH website, www.crh.com. To access these documents, select AGM under “Shareholder Centre” in the Investors section of the website.
- (25) 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.
- (26) Publication of the Notice of the 2021 Annual General Meeting (and all notices thereafter) on the CRH website, www.crh.com, will be deemed to be the publication date for the purposes of the UK Corporate Governance Code.



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