
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 (as amended) or the European Communities (Markets in Financial Instruments Directive) Regulations 2017 (as amended) and, in the case of shareholders in the United Kingdom, an adviser authorised pursuant to the UK Financial Services and Markets Act 2000 (as amended)) immediately.

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.



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Notice of Annual General Meeting, Thursday, 27 April 2023

A Form of Proxy for certificated shareholders for the 2023 Annual General Meeting accompanies this document. To be valid, all proxy instructions (whether submitted directly by way of a completed Form of Proxy or electronically via www.signalshares.com in the case of holders of Ordinary Shares in certificated (i.e. paper) form, or through the Euroclear System (in the case of Euroclear Bank participants), or through CREST (in the case of holders of CREST Depository Interests ('CDIs')) must be submitted as soon as possible so as to reach the Company's Registrar, Link Registrars Limited, no later than 11.00 a.m. (Irish time) on Tuesday, 25 April 2023.

Persons holding interests in Ordinary Shares through the Euroclear System or CREST (via a holding in CDIs), will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.



21 March 2023

Dear Shareholder,

You will find set out on pages 3 to 7 of this document the Notice convening the Annual General Meeting of the Company (the "Meeting") to be held at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin at 11.00 a.m. on Thursday, 27 April 2023.

Business Of Meeting

The business to be transacted at the Meeting is set out in Resolutions 1 to 10 in the Notice of Meeting, details of which are set out below and in the Directors' Report on pages 134 to 138 of the 2022 Annual Report and Form 20-F (the "Annual Report") and in the notes accompanying the Notice of Meeting.

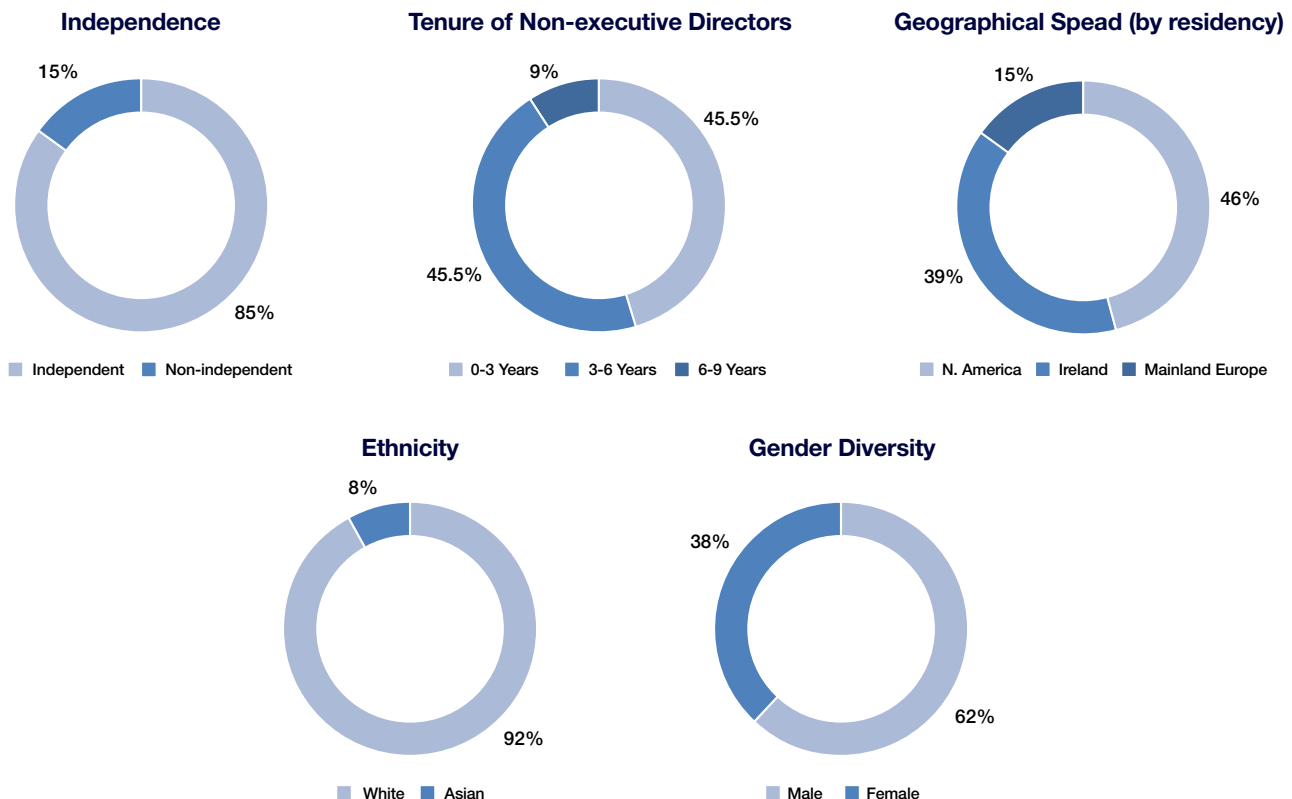
Re-election of Directors

The names of the Directors seeking re-election at the Annual General Meeting are set out in resolution 4 on page 3. The biographies of the Directors as at 1 March 2023, the date on which the Annual Report was approved, are set out on pages 82 to 84 of the Annual Report, which also includes a summary of competencies that are important to the long-term success of the Group on page 100.

Ms. C. Verchere was appointed to the Board on 20 March 2023 and is seeking re-election at the Meeting. Ms. Verchere, a dual British and United States citizen, is Chief Executive Officer of OMV Petrom S.A. (OMVP), a position she has held since 2018. OMVP is the largest integrated energy company in Southern and Eastern Europe and is active across the energy value chain from oil and gas production to power generation and supply. Prior to joining OMVP, Ms. Verchere spent over 20 years working with BP plc, a leading multinational oil and gas company, where she held a variety of senior leadership positions in the UK, the US, Canada and Indonesia, including Regional President, Asia Pacific and Regional President, Canada. Ms. Verchere holds a Master's Degree in Economics Science from the University of Aberdeen, Scotland.

We consider the current size and composition of the Board to be within a range which is appropriate. The spread of nationalities of the Directors reflects the geographical reach of the Group and we consider that the Board as a whole has the appropriate blend of skills, knowledge and experience, from a wide range of industries, regions and diverse backgrounds, necessary to lead the Group.

Membership of CRH Board (as at 21 March 2023)





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.

Meeting Arrangements / Voting

The Meeting will take place at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin at 11.00 a.m. (Irish time) on Thursday, 27 April 2023, and shareholders have the right to attend, speak and ask questions at the Meeting.

Shareholders who cannot attend in person are encouraged to appoint a proxy to attend and vote on their behalf. Such shareholders can also submit questions in writing in advance of the Meeting, to be received at least two business days before the meeting by post to the Company Secretary, CRH plc, 42 Fitzwilliam Square, Dublin 2, Ireland or by email to mail@crh.com. Further details on how to submit proxies and ask questions in advance of the Meeting are included in the notes accompanying the Notice of Meeting on pages 5 to 7. Please check the Company's website in advance of the Meeting in case there are any changes made to the arrangements for the Meeting.

Electronic Communications

CRH plc offers shareholders the facility to receive email notifications and alerts when certain documents, such as the Annual Report and Meeting Notices, are available electronically. Registering for this facility is very straight forward and can be done through the Registrar's website, www.signalshares.com, by selecting CRH plc and following the online instructions. The benefit of registering for electronic communications is that shareholders receive notice of important information / documentation as soon as it is available and avoid any risk associated with potential postal delays. It also helps the environment by reducing the amount of paper used to communicate with shareholders and reduces the associated printing, mailing and distributions costs of the Company.

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 224,107 Shares (representing approximately 0.03% of the issued ordinary share capital of the Company on 21 March 2023) held or beneficially owned by them.

Yours faithfully,

R. Boucher
Chairman



Notice of Meeting

The Annual General Meeting of CRH plc will be held at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin at 11.00 a.m. (Irish time) on Thursday, 27 April 2023 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 2022.
2. To declare a dividend on the Ordinary Shares².
3. To consider the 2022 Directors' Remuneration Report (excluding the 2022 Directors' Remuneration Policy summary section), the full text of which is set out on pages 108 to 132 of the 2022 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. B. Khan
Mr. L. McKay
Mr. A. Manifold
Mr. J. Mintern
Ms. G.L. Platt
Ms. M.K. Rhinehart
Ms. S. Talbot
Ms. C. Verchere

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 €79,426,000; and
- (b) up to a further aggregate nominal amount of €40,916,000 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 2024 or 26 July 2024.



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 10% of the issued Ordinary Share capital as at 1 March 2023 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 provided that this authority may only be used for:

- (a) the allotment of equity securities up to a nominal value of €24,068,000 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 2024 or 26 July 2024 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.

9. 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 capital:

That the Company and/or any of its subsidiaries be and is hereby authorised to make market purchases and overseas market purchases (as defined in Section 1072 of the Companies Act 2014) of Ordinary Shares, at the 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 2024 or 26 July 2024. The Company or any subsidiary may, before such expiry, make an offer or agreement which would or might be wholly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

10. To consider and, if thought fit, to pass as a Special Resolution the following resolution to renew the Director's annual 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 2024 or 26 July 2024.

For the Board,
N. Colgan
Company Secretary
42 Fitzwilliam Square, Dublin 2
21 March 2023



Notes

- (1) For the purposes of Section 1373(4), the Directors' Report for the year ended 31 December 2022 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 2023 Annual General Meeting for consideration by Shareholders.
- (2) The final dividend, if approved, will be paid on the Ordinary Shares on 4 May 2023 to persons who were registered as Shareholders at the close of business on 17 March 2023.
- (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) The authority in Resolution 7 is for an amount which represents just under 50% of the issued ordinary share capital as at 1 March 2023. 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.

In November 2022, the Pre-Emption Group published a revised Statement of Principles (the "PEG Principles"), which increased the guideline threshold for the annual disapplication of pre-emption rights authorities from 10% to 20% of a company's issued share capital, with some additional flexibility for follow-on offers of up to a maximum of an additional 4% of a company's issued share capital in specified circumstances. However, the Board has decided to seek authority under Resolution 8 for the disapplication of pre-emption rights only up to a maximum of 10% of the Company's issued share capital on an unrestricted basis in 2023, and will keep this under review in future years. Resolution 8 reflects the PEG Principles and related templates, and is in line with the authorities received by the Company in prior years. If the Company issues shares non-pre-emptively for cash, it will follow the shareholder protections in Part 2B of the PEG Principles. The 10% limit in paragraph (a) of Resolution 8 includes any Treasury Shares reissued by the Company while the authority in Resolution 8 remains operable.

- (7) 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. A member may appoint the Chairman or another person, who need not be a member(s) of the Company, as a proxy, by electronic means or in writing, to attend, speak and vote instead of him / her and to vote some or all of their shares. 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) The process for appointing a proxy and/or voting in connection with the Resolutions to be proposed at the Meeting depends on the manner in which you hold your Shares. You can exercise your right to vote in the following ways:
 1. If you are a certificated shareholder, by attending the Meeting in person or by appointing (either electronically or by returning a completed Form of Proxy) the Chairman of the Meeting or another person as a proxy to vote on your behalf;
 2. If you hold your interests in the Company's Shares through a participant account in the Euroclear Bank System (the "EB System") by (i) sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or (ii) sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("Euroclear Nominees") or the Chairman of the Meeting) to attend and vote at the Meeting. 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; or
 3. If you hold your interests in the Company's Shares as CREST Depositary Instruments ("CDIs") in the CREST system by (i) sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("Broadridge"); or (ii) appointing a proxy via the Broadridge Global Proxy Voting service. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge.

The information set out in the Notice of Meeting in respect of voting procedures for persons who hold their interests in the Shares of the Company as Belgian law rights through the EB System or as CDIs is for guidance only and such persons 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 Meeting through the respective systems. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.



Shareholders holding shares in certificated form

Shareholders whose names appear 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 through the EB System or as CDIs through CREST) 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, (the "Registrars"), to PO Box 7117, Dublin 2, Ireland (if delivered by post) or Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland, (if delivered by hand during normal business hours), not later than 11.00 a.m. (Irish time) on Tuesday, 25 April 2023.

Shareholders who wish to submit proxies by electronic means may do so up to the same deadline (i.e. not later than 11.00 a.m. (Irish time) on Tuesday, 25 April 2023) by accessing the Registrars' website, www.signalshares.com and entering CRH plc in the company name field. Shareholders who have any queries in relation to the proxy appointment process, 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).

The Registrars have also recently launched a new shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



Further Information for Euroclear Bank Participants

Persons who hold their interests in the Company's Shares through a participant account in the EB System ("EB Participants") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in January 2023 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "Euroclear Bank Service Description"). EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees to either itself or by appointing the Chairman of the Meeting as proxy to:
 - (i) vote in favour of all or a specific resolution(s);
 - (ii) vote against all or a specific resolution(s);
 - (iii) withhold their vote for all or a specific resolution(s); or
 - (iv) give discretionary vote to the Chairman of the Meeting for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chairman of the Meeting) (who may be a corporate representative or the EB Participant themselves) to attend the Meeting and vote for the number of 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, nationality code).

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline, which, in the case of the Meeting, would be a deadline of 10.00 am (Irish time) on Tuesday, 25 April 2023.

Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation other than through the submission of third party proxy appointment instructions.

EB Participants are strongly encouraged to familiarise themselves with the arrangements with Euroclear Bank, including the voting deadlines and procedures.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Further Information for the holders of CDIs ("CDI Holders")

Euroclear UK & International Limited ("EUI"), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge. Further details on this service are set out on the "All you need to



know about SRD II” in Euroclear UK & International webpage (see section CREST International Service – Proxy voting).

If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge. Completed application forms should be returned to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform. Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the Annual General Meeting. Broadridge’s voting deadline will be earlier than Euroclear Bank’s voting instruction deadline. Voting instructions cannot be changed or cancelled after Broadridge’s voting deadline. There is no facility to offer a letter of representation/ appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge.

CDI holders are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

- (9) 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. You may appoint the Chairman of the Meeting or another individual as your proxy.
- (10) ADR holders may instruct the ADR Depositary, 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.
- (11) The record date for the Annual General Meeting shall be 7.00 p.m. (Irish time) on Sunday, 23 April 2023. 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.
- (12) 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 2023 Annual General Meeting, the latest date for submission of such requests/resolutions was 16 March 2023. 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 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. Shareholders may submit questions in writing in advance of the meeting, to be received at least two business days before the meeting 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 that it is undesirable in the interests of good order of the Meeting that the question be answered.
- (14) 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.
- (15) Information regarding the 2023 Annual General Meeting, including a copy of this Notice, the 2022 Annual Report and Form 20-F, the Governance Appendix, details of the total number of shares and voting rights at the date of this Notice and copies of any other documentation relating to the 2023 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.
- (16) During the meeting, should Shareholders (or their duly appointed proxies) attend in person, they may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chairman of the meeting.
- (17) Publication of the Notice of the 2023 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.
- (18) The ISIN for CRH’s Ordinary Shares is IE0001827041.
- (19) The unique identifier code of the AGM for the purposes of Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 will shortly be available at www.crh.com.