

CRH PLC

NOMINATION & CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Membership

- 1.1 Members of the Committee shall be appointed by the Board. The Committee shall be made up of at least three members of the Board, one of whom shall be the Senior Independent Director and one of whom shall be the Chair of the Board, provided that he or she is independent under the rules of the New York Stock Exchange. The Committee shall be comprised solely of directors whom the Board has determined qualify as “independent” under the rules of the New York Stock Exchange.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, the Committee may invite other individuals to attend for all or part of any meeting, as it may deem desirable or appropriate.
- 1.3 The length of time that a Director may serve on the Committee shall be determined by the Board. Members of the Committee may be removed or replaced by the Board at any time.
- 1.4 The current policy is that the Chair of the Board shall be the Committee Chair, provided that the Chair of the Board is independent under the rules of the New York Stock Exchange. In the absence of the Chair, or in such circumstances where the Chair is not independent under the rules of the New York Stock Exchange, the Senior Independent Director shall be the Committee Chair. In the absence of both the Chair and the Senior Independent Director, the remaining members present shall elect one of their number to chair the meeting. The Senior Independent Director shall chair the Committee when it is dealing with the matters relating to the performance of the Chair and succession to the Chairship.

2. Secretary

The Company Secretary or their nominee shall act as Secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

The Committee shall meet at least three times a year, and as otherwise required.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chair of the Committee.

- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than three working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

- 6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated to all members of the Committee and to all other members of the Board unless, in the opinion of the Committee Chair, it would be inappropriate to do so.

7. Committee Responsibilities

- 7.1 Board Nominees: The Committee shall be responsible for identifying and recommending for the approval of the Board (i) candidates to fill Board vacancies as and when they arise, and (ii) Board nominees to stand for election as directors at the annual general or, as applicable, special meeting of shareholders. The Committee shall evaluate the balance of skills, knowledge, experience and diversity on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee:
- (a) may use the services of external advisers to facilitate the search;
 - (b) shall consider candidates from a wide range of backgrounds; and
 - (c) shall consider candidates on merit and against objective criteria that have been approved by the Board, taking care that appointees have enough time available to devote to the position.
- 7.2 Director Independence: The Committee shall annually review the independence of each Director and make recommendations to the Board regarding independence.
- 7.3 Succession Planning and Director Resignations: The Committee shall give full consideration to succession planning for Directors and other senior executives in the course of its work, including the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Group, and what skills and expertise are therefore needed in the future. The Committee shall review any offer to resign from the Board submitted by a Director whose principal occupation or business association had changed substantially during his or her tenure as a director and recommend to the Board whether to accept such resignation.
- 7.4 Non-Management Directors: The Committee shall ensure that on appointment to the Board, non-management Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings. The Committee shall review annually the time required from non-management Directors and shall use performance evaluations to assess whether the non-management Directors are spending enough time to fulfill their duties.

- 7.5 Leadership, Strategic and Commercial Changes: The Committee shall keep up to date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates. The Committee shall keep under review the leadership needs of the Group, both management and non-management, with a view to ensuring the continued ability of the Group to compete effectively in the marketplace.
- 7.6 Performance Evaluations: The Committee shall approve the terms of reference for any external person or agency engaged to facilitate the evaluation of Board performance and shall oversee the annual performance evaluation process of Group management and of the Board, including its committees. The Committee shall review its own operations annually as provided for in Section 9.2 below.
- 7.7 Corporate Governance Guidelines: The Committee shall develop and recommend to the Board corporate governance guidelines applicable or appropriate to the Group and keep under review corporate governance developments (including ethics-related matters) that might affect the Group, with the aim of ensuring that the Group's corporate governance policies and practices continue to align with best practice. The Committee shall ensure that the principles and provisions set out in the corporate governance guidelines applicable to or otherwise followed by the Group are observed.
- 7.8 Employee, Shareholder and Stakeholder Engagement: The Committee shall be responsible on behalf of the Board for human capital management and employee engagements. The Committee shall, through the Chair of the Board or through the Chair of the Committee, ensure that the Group maintains contact as required with its principal shareholders about corporate governance matters. The Committee shall also receive and consider reports on views expressed by shareholders, shareholder representative bodies and other interested parties in relation to corporate governance.
- 7.9 Disclosures: The Committee shall review the disclosure and statements made in any report to shareholders on corporate governance contained in CRH's regulatory disclosures.
- 7.10 Related Party Transactions: The Committee shall review and determine whether to approve any proposed transaction or ratify any transaction involving the Group and a related person which would be required to be disclosed under the rules of the U.S. Securities and Exchange Commission.
- 7.11 Recommendations: The Committee shall make such recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is needed. In particular, the Committee shall make recommendations to the full Board concerning:
- (a) formulating plans for succession for both management and non-management Directors and in particular for the key roles of Chair of the Board and Chief Executive;
 - (b) suitable candidates for the role of Senior Independent Director;
 - (c) the chairing and membership of the ADF, Audit, Compensation, SESR, and other Board Committees, in consultation with the Chairs of those Committees;

- (d) the re-election by shareholders of any Director, having due regard to their performance and ability to continue to contribute to the Board, in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board;
- (e) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of a management Director as an employee of the Group subject to the provisions of the law and their service contract (if applicable); and
- (f) the appointment of any Director to executive or other office other than to the positions of Chair of the Board and Chief Executive, the recommendation for which would be considered at a meeting of the full Board.

8. Reporting

The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9. Performance Evaluations and Applicable Law

- 9.1 The Committee shall give due consideration to applicable law, regulations and requirements, including the NYSE listing rules, applicable rules of the U.S. Securities and Exchange Commission and the corporate governance guidelines applicable to or otherwise followed by the Group, as appropriate.
- 9.2 The Committee shall, at least once per year, review its own performance, constitution and charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

- 10.1 The Committee is authorized to seek any information it requires for any employee of the Group in order to perform its duties.
- 10.2 The Committee shall have the sole authority at its discretion to retain and terminate any search firm or other consultant to be used to identify director candidates and to obtain outside legal or other professional advice on any matters within its terms of reference. The Committee shall have the sole authority to approve fees and other retention terms for any consultants or search firms used to identify director candidates.
- 10.3 The Committee may delegate its duties and responsibilities to a subcommittee or subcommittees consisting of one or more members of the Committee as the Committee may deem appropriate in its sole discretion.

Approved by the Board: December 4, 2024