2022 Directors' Remuneration Policy

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Proposed 2022 Directors' Remuneration Policy

As outlined in the Committee Chairman's Statement on page 81 of the 2021 Annual Report and Form 20-F, the Committee carried out a detailed review of the Group's remuneration arrangements during 2021. In doing so, the Committee took into account the strong support from shareholders for the 2019 Policy and our approach to its implementation over its life, as well as feedback from shareholders during the year. The Committee also noted the support from employees in various engagement sessions during 2021 for the introduction of ESG targets in the long-term performance share plan. The principal proposed changes to the 2019 Policy, which was approved by shareholders at the 2019 AGM, are set out on page 82 of the 2021 Annual Report and Form 20-F. The following sets out the full updated 2022 Policy (the "2022 Policy").

The 2022 Policy, if approved, will provide the framework for remuneration decisions made by the Remuneration Committee. It is the Company's intention that the 2022 Policy will apply until the 2025 AGM, unless the Remuneration Committee seeks shareholder approval for a renewed policy at an earlier date.

The Remuneration Committee's aim is to make sure that CRH's pay structures are fair, responsible and competitive, in order that CRH can attract and retain staff of the calibre necessary for it to compete in all of its markets.

The Group's remuneration structures are designed to drive performance and link reward to the responsibilities and individual contribution of executives, while at the same time reflecting the risk policies of the Group. It is our policy to grant participation in the Group's performance-related plans to key management to encourage alignment with shareholders' interests.

In setting remuneration levels, the Remuneration Committee takes into consideration the remuneration practices of other international companies of similar size and scope and trends in executive remuneration generally, in each of the regions in which the Company operates.

The Committee is mindful of managing any conflicts of interest. Therefore, no individual is involved in determining his/her own remuneration arrangements. The Committee determines the remuneration of the Chairman and the executive Directors, with neither the Chairman nor any executive Director being being present when their respective individual remuneration is being considered or approved. The remuneration of the non-executive Directors, including the Committee members, is determined by a committee of the Chairman and the executive Directors.

CRH's Approach to Remuneration

The purpose of the 2022 Policy is to:

- **Reward** and **motivate** executives to perform in the long-term interests of the shareholders
- **Attract** and **retain** executives of the highest calibre
- **Foster entrepreneurship** within the Group by rewarding the creation of shareholder value through organic and acquisitive growth
- Provide an appropriate **blend of fixed and variable** remuneration and **short and long-term** incentives
- **Reflect the spread of the Group's operations** so that remuneration packages in each geography are appropriate and competitive for that area
- Reflect the **risk** policies and appetite of the Group

In formulating the 2022 Policy, the Committee sought to ensure that it and the Group's remuneration practices were consistent with the six factors set out in Provision 40 of the 2018 Code:

Clarity

The 2022 Policy is designed to be sustainable and simple. The policy updates in 2022 are few in number and focused on enabling alignment with clearly defined and communicated strategic priorities

Simplicity

The 2022 Policy utilises market standard annual bonus and long-term incentive plans, the operation of both of which are clearly explained in detail and well-understood by participants

Risk

The 2022 Policy has been designed to ensure that inappropriate risk taking is discouraged with a balanced use of annual and longer term incentives, best practice measures such as significant in-employment and post-employment shareholding requirements to align the long-term interests of executives and shareholders; and the use of clawback and malus provisions. In addition, the Committee retains discretion to override formulaic outcomes; any use of such discretion will be disclosed in the relevant Remuneration Report

Predictability

The possible outcomes under the 2022 Policy are quantifiable. Illustrations of potential outcomes under various scenarios are included in this report

Proportionality

The 2022 Policy has been designed to ensure that there is a clear link between pay outcomes and the delivery of the Group's strategy and performance. A significant proportion of the executive Directors' potential remuneration is `at risk' and is subject to clearly defined and stretching performance targets

Alignment to Culture

The 2022 Policy is designed to promote the long-term sustainable success of the Group. The performance metrics and targets used in the annual and long-term incentive plans reflect our values and key strategic priorities

Regulatory Backdrop

Under the Shareholder Rights Directive 2017/2018 which was transposed into Irish law by the EU (Shareholders' Right) Regulations 2020 ("SRD II"), public limited companies must submit a remuneration policy to an advisory vote at least every four years or earlier if there is a proposed material change to the approved policy. In order to continue alignment with general practice in the UK, the Committee intends to seek approval from shareholders to renew/update the policy every three years.

Future Policy Table

Further details regarding the operation of the 2022 Policy for the 2022 financial year can be found on pages 98 to 109 of the 2021 Annual Report and Form 20-F.

Policy Table

Table 1

Element	Fixed Base Salary	Fixed Pension
Purpose and link to strategy	• Competitive salaries help to attract and retain staff with the experience and knowledge required to enable the Group to compete effectively in its markets	• Pension arrangements provide competitive and appropriate retirement plans • Given the long-term nature of the business, pension is an important part of the remuneration package to support creation of value and succession planning
Operation	• Base salaries are set by the Committee taking into account: – the size and scope of the executive Director's role and responsibilities; – the individual's skills, experience and performance; – salary levels at FTSE listed companies of a similar size and complexity to CRH and other international construction and building materials companies; and – pay and conditions elsewhere in the Group • Base salary is normally reviewed annually with changes generally effective on 1 January, although the Committee may make an out-of-cycle increase if it considers it to be appropriate	• Irish-based executive Directors may participate in a contributory defined benefit scheme or, if they joined the Group after 1 January 2012, in a defined contribution scheme as the defined benefit scheme which the Directors participate in is closed to new entrants • For new appointments to the Board the Committee may determine that alternative pension provisions will operate (for example a cash contribution). When determining pension arrangements for new appointments the Committee will give regard to existing entitlements, the cost of the arrangements, market practice and the pension arrangements received elsewhere in the Group. Pension contribution rates for any newly appointed executive Directors will not exceed the norm for pension related contributions/allowances for new recruits, across the general workforce, in the individual's home jurisdiction or, if applicable, the jurisdiction in which the individual is to be based in their executive Director role
Maximum opportunity	• Base salaries are set at a level which the Committee considers to be appropriate taking into consideration the factors outlined in the "operation" section above • While there is no maximum base salary, normally increases will be in line with the typical level of increase awarded to other employees in the Group but may be higher in certain circumstances. These circumstances may include: – Where a new executive Director has been appointed at a lower salary, higher increases may be awarded over an initial period as the executive Director gains in experience and the salary is moved to what the Committee considers is an appropriate positioning; – Where there has been a significant increase in the scope or responsibility of an executive Director's role or where an individual has been internally promoted, higher salary increases may be awarded; and – Where a larger increase is considered necessary to reflect significant changes in market practice	• The entitlement of individuals participating in defined contribution schemes reflects the accumulated individual and matching company contributions paid into the schemes. At present no Ireland-based executive Directors are members of a defined contribution scheme • In relation to Mr. Manifold, who joined the Group prior to 31 December 2011, the defined benefit pension is provided through an Irish-revenue approved retirement benefit scheme (the 'Scheme'). Accrued benefits for service to 31 December 2011 are based on pensionable salary and years of service as at that date (annual accrual of 1/60th), with this tranche being revalued annually at the Consumer Price Index subject to a 5% ceiling. For service subsequent to that date a career-average revalued earnings system was introduced with each year of service being subject to annual revaluation on the same basis as outlined above. Mr. Manifold has elected to cease accruing pension benefits and to receive a supplementary taxable non-pensionable cash allowance in lieu of pension benefits foregone as a result of the pension cap (see page 101 of the 2021 Annual Report and Form 20-F for more details). This allowance is similar in value to the reduction in the Company's liability represented by the pension benefit foregone. Whilst there is no absolute maximum to the quantum of these payments they are calculated based on actuarial advice as the equivalent of the reduction in the liability the Company would otherwise have had under the Scheme in respect of Mr. Manifold's benefits and spread over the term to retirement as annual compensation allowances. Mr. Manifold has voluntarily reduced the monetary value of the pension contribution/allowance so that it is below 25% of his base salary as at 1 January 2022. His contractual entitlement to compensation in lieu of pension payments will cease in August 2022 when he reaches age 60
Performance measure	• Not applicable	• Not applicable

Policy Table | continued

Element	Fixed Benefits
Purpose and link to strategy	• To provide a market competitive level of benefits for executive Directors
Operation	• The Committee's policy is to set benefit provision at an appropriate market competitive level taking into account market practice, the level of benefits provided for other employees in the Group, the individual's home jurisdiction and the jurisdiction in which the individual is based • Employment-related benefits include the use of company cars (or a car allowance), medical insurance for the executive Director and his/her family and life assurance • In the event that the Chief Executive falls ill or is injured in such a way as which would constitute ill-health or disablement so that the Chief Executive could not work for a period of more than six months, in lieu of the early ill-health retirement provisions in the pension scheme which would otherwise operate in such cases, he shall be entitled to receive a disability salary of €1,000,000 per annum. Such payment would cease when the Chief Executive reaches age 60, returns to work or if the service agreement is terminated • Benefits may also be provided in relation to legal fees incurred in respect of agreeing service contracts, or similar agreements (for which the Company may settle any tax incurred by the executive Director) and a gift on retirement • The Committee may remove benefits that executive Directors receive or introduce other benefits if it is considered appropriate to do so. The Company may also pay the tax due on benefits if it considers that it is appropriate to do so • All-employee share schemes - executive Directors are eligible to participate in the Company's all-employee share schemes on the same terms as other employees. Executive Directors may also receive other benefits which are available to employees generally • Re-location policy - where executive Directors are required to re-locate to take up their role, the Committee may determine that they should receive appropriate re-location and ongoing expatriate benefits. The level of such benefits would be determined based on individual circumstances taking into account typical market practice
Maximum opportunity	• The level of benefit provided will depend on the cost of providing individual items and the individual's circumstances, and therefore the Committee has not set a maximum level of benefits
Performance measure	• Not applicable

Policy Table | continued

Performance-related pay - Annual Bonus	Performance-related pay - 2014 Performance Share Plan
• The Annual Performance-related Incentive Plan is designed to reward the creation of shareholder value through operational excellence and organic and acquisitive growth. The Plan incentivises executive Directors to deliver Group and individual goals that support long-term value creation • A Deferred Annual Performance-related Incentive Plan element links the value of executive Directors' reward with the long-term performance of the CRH share price and aligns the interests of executive Directors with those of shareholders • "Malus" and clawback provisions enable the Company to mitigate risk	• The purpose of the 2014 Performance Share Plan is to align the interest of key management across different regions and nationalities with those of shareholders through an interest in CRH shares and by incentivising the achievement of long-term performance goals • "Malus" and clawback provisions enable the Company to mitigate risk
• The Annual Performance-related Incentive Plan rewards executive Directors for meeting Company performance goals over a financial year of the Company. Targets are set annually by the Committee • The annual bonus is paid in a mix of cash and shares (structured as a deferred share award) • For 2022: – 66.7% of the bonus will be paid in cash; and – 33.3% will be paid in shares • In future years, the Committee may determine that a different balance between cash and shares is appropriate and adjust the relevant payments accordingly • When assessing performance and determining bonus payouts the Committee also considers the underlying financial performance of the business to ensure it is consistent with the overall award level • The deferred element of the bonus will be structured as a conditional share award or nil-cost option and will normally vest after three years from grant (or a different period determined by the Committee). Deferred share awards may be settled in cash in exceptional circumstances • Dividend equivalents may be paid on deferred share awards in respect of dividends paid during the vesting period. These payments may be made in cash or shares and may assume the reinvestment of dividends on a cumulative basis • For deferred awards, "malus" provisions apply. Cash bonus payments are subject to clawback of the net amount paid for a period of three years from payment	• Awards (in the form of conditional share awards or nil-cost options) normally vest based on performance over a period of not less than three years. Awards may also be settled in cash in exceptional circumstances • Awards are normally subject to an additional holding period ending on the fifth anniversary of the grant date (or another date determined by the Committee) • Dividend equivalents may be paid on PSP awards that vest in respect of dividends paid during the vesting period until the end of the holding period. These payments may be made in cash or shares and may assume reinvestment on a cumulative basis • "Malus" and clawback provisions (as set out in the rules of the 2014 Plan) will apply to awards
• Maximum annual opportunity of 225% of base salary • For 2022, the intended maximum award levels are: – 225% of base salary for Chief Executive; and – 200% of base salary for the Finance Director	• Maximum annual opportunity of up to 365% of base salary • For 2022, the intended award levels are: – 365% of base salary for Chief Executive; and – 250% of base salary for Finance Director
• The performance-related incentive plan is based on achieving clearly defined and stretching annual targets and strategic goals set by the Committee each year based on key business priorities • The performance metrics used are a mix of financial targets including return goals and personal/strategic objectives generally. Currently 80% of the bonus is based on financial performance measures • The Committee may vary the weightings of measures but no less than 50% shall be based on financial performance measures • A portion of the bonus metrics for any Director may be linked to his/her specific area of responsibility • Up to 50% of the maximum bonus will be paid for achieving target levels of performance	• Awards to be granted in 2022 will vest based on cumulative cash flow (45%), a relative TSR test compared to a tailored group of key peers (20%), RONA (20%) and a number of Sustainability & Diversity measures (15%) • For threshold levels of performance, 25% of the award vests • Where applicable, when determining vesting under the PSP the Committee reviews whether the TSR performance has been impacted by unusual events and whether it therefore, reflects the underlying performance of the business • The Committee may adjust the weightings of the measures at the start of each cycle, with no measure's weighting falling below 15% • The Committee may amend the performance conditions if an event occurs that causes it to consider that an amended performance condition would be more appropriate and would not be materially less difficult to satisfy

Notes to Policy Table

Changes to 2019 Remuneration Policy

Proposed changes to the 2019 Policy are outlined in the Remuneration Committee Chairman's Overview on pages 80 to 84 of the 2021 Annual Report and Form 20-F.

Plan Rules

The 2014 Deferred Share Bonus Plan and the 2014 Performance Share Plan form part of the 2022 Policy and shall be operated in accordance with the relevant plan rules. Awards may be (i) adjusted in accordance with the rules in the event of a variation of the Company's share capital, merger, de-merger, special dividend or other event that, in the opinion of the Committee, materially affects the price of shares; and (ii) amended in accordance with the plan rules.

Clawback/Malus

For Deferred Annual Performance-related Incentive plan awards and Performance Share Plan awards, the Committee has the discretion to reduce or impose further conditions on awards prior to vesting in certain circumstances, including but not limited to:

- a material misstatement of the Group's audited financial results;
- a material failure of risk management; or
- serious reputational damage to the Group or one of its businesses as a result of a participant's misconduct or otherwise

Cash bonus payments are subject to clawback of the net amount paid for a period of three years from payment in the circumstances outlined. Vested PSP awards are subject to clawback for a period of three years from the date of vesting.

Other elements of remuneration are not subject to clawback or malus provisions.

General

The Committee reserves the right to make any remuneration payments and payments for loss of office (including exercising any discretions available to it in connection with such payments) notwithstanding that they are not in line with the policy set out above where the terms of the payment were agreed (i) before 7 May 2014 (the date the Company's first shareholder-approved Directors' Remuneration Policy came into effect); (ii) before the policy set out above came into effect, provided that the terms of the payment were consistent with the shareholder-approved Directors' Remuneration Policy in force at the time they were agreed; (iii) at a time when the relevant individual was not a director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a director of the Company; or (iv) in settlement of statutory employment rights. For these purposes "payments" includes the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are "agreed" at the time the award is granted.

Minor Amendments

The Committee may make minor changes to the 2022 Policy for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation without seeking shareholder approval for that amendment.

Information Supporting the Policy Table

Selection of Performance Measures and Targets

(i) Annual bonus

Annual incentive plan targets are selected each year to incentivise executive Directors to achieve annual financial, operational, strategic and personal goals across a range of metrics which are considered important for delivering long-term performance excellence.

(ii) Performance share plan

The ultimate goal of our strategy is to provide growth and long-term sustainable value for all of our shareholders. Performance measures are selected each year. For PSP awards to be granted in 2022, the measures are, therefore, focused on generating cash in the business, achieving relative outperformance of TSR against our key peers, generating a return on net assets and promoting the achievement of the Group's key sustainability and diversity objectives.

Targets and measures for the annual bonus and PSP are set each cycle by the Committee taking into account internal plans and external expectations. Targets are calibrated to be stretching but motivational to management and to be aligned with the long-term creation of shareholder value.

Remuneration Arrangements Throughout the Group

CRH operates significant operations in c. 3,235 locations in 28 countries with approximately 77,400 employees across the globe. Remuneration arrangements throughout the organisation, therefore, differ depending on the specific role being undertaken, the level of seniority and responsibilities, the location of the role and local market practice. However, remuneration arrangements are designed based on a common set of principles: that reward should be set at a level which is appropriate to retain and motivate individuals of the necessary calibre to fulfil the roles without paying more than is considered necessary. The reward framework is designed to incentivise employees to deliver the requirements of their roles and add value for shareholders.

The Group operates share participation plans and savings-related share option schemes for eligible employees, including executive Directors, in all regions where the regulations permit the operation of such plans.

Remuneration Policy for New Hires

CRH has a strong history of succession planning and developing internal executive talent.

The Committee's key principle when determining appropriate remuneration arrangements for a new executive Director (appointed from within the organisation or externally) is that arrangements are in the best interests of both CRH and its shareholders without paying more than is considered necessary by the Committee to recruit an executive of the required calibre to develop and deliver the business strategy.

The Committee would generally seek to align the remuneration package offered with our remuneration policy outlined in Table 1 on pages 2 to 4. When determining appropriate remuneration arrangements the Committee will take into account all relevant factors including (among others) the level of opportunity, the type of remuneration opportunity being forfeited and the jurisdiction the candidate was recruited from. Any remuneration offered would be within the limit on variable pay outlined in this 2022 Policy.

Variable remuneration in respect of an executive Director's appointment shall be limited to 590% of base salary measured at the time of award. This limit is in line with the plan maximum outlined in Table 1 on pages 2 to 4. This limit excludes any awards made to compensate the Director for awards forfeited from his or her previous employer.

The Committee may make awards on appointing an executive Director to "buy-out" remuneration terms forfeited on leaving a previous employer. In doing so the Committee will take account of relevant factors including any performance conditions attached to these awards, the form in which they were granted (e.g. cash or shares) and the time over which they would have vested. The Committee's key principle is that generally buy-out awards will be made on a comparable basis to those forfeited.

To facilitate awards outlined above, the Committee may grant awards under Company incentive schemes or under UK Listing Rule 9.4.2 which allows for the granting of awards, to facilitate, in unusual circumstances, the recruitment of an executive Director, without seeking prior shareholder approval or under other relevant company incentive plans. The use of Listing Rule 9.4.2 shall be limited to buy-out awards.

In the event that an internal candidate is promoted to the Board, legacy terms and conditions will normally be honoured, including any outstanding incentive awards.

In the event of the appointment of a new Chairman or non-executive Director, remuneration arrangements will normally reflect the policy outlined in Table 2. Other remuneration arrangements may be provided to a new Chairman or non-executive Director if these arrangements are considered appropriate in accordance with the principles set out in Table 2.

Remuneration Policy for Non-Executive Directors

Table 2

Approach to Setting Fees	Basis of Fees	Other Items
• The remuneration of non-executive Directors is determined by a Board committee of the Chairman and the executive Directors • The Remuneration Committee determines the remuneration of the Chairman within the framework or broad policy agreed with the Board • Remuneration is set at a level which will attract individuals with the necessary experience and ability to make a substantial contribution to the Company's affairs and reflect the time and travel demands of Board duties • Fees are set taking into account typical practice at other companies of a similar size and complexity to CRH • Fees are reviewed annually	• Fees are paid in cash • Non-executive Director fees policy is to pay: – a basic fee for membership of the Board; – an additional fee for chairing a Committee; – an additional fee for the role of Senior Independent Director; – an additional fee to reflect committee work (combined fee for all committee roles); and – an additional fee based on the location of the Director to reflect time spent travelling to Board meetings • Other fees may also be paid to reflect other Board roles or responsibilities • In accordance with the Articles of Association, shareholders set the maximum aggregate amount of the fees payable to non-executive Directors. The current limit of €1,000,000 was set by shareholders at the Annual General Meeting held in 2019. Approval will be sought at the 2022 AGM to increase the limit to €1,200,000.	• The non-executive Directors do not participate in any of the Company's performance-related incentive plans or share schemes • Non-executive Directors do not receive pensions • Where relevant, the Group Chairman may be reimbursed for expenses incurred in travelling from his residence to his CRH office on a gross up basis so that he is not at a net loss after deduction of tax • Benefits including retirement gifts (provided they do not exceed the de minimis threshold outlined on page 104) of the 2021 Annual Report and Form 20-F may be provided if, in the view of the Board (for non-executive Directors or for the Chairman), this is considered appropriate. The Company may gross up any expenses so that the non-executive Directors are not at a net loss after deduction of tax. Details regarding any benefit provided will be disclosed in the relevant year of receipt

Remuneration Outcomes in different Performance Scenarios

Remuneration at CRH consists of fixed pay (salary, pension and benefits), short-term variable pay and long-term variable pay. A significant portion of executive Directors' remuneration is linked to the delivery of key business goals over the short and long-term and the creation of shareholder value.

Table 5 shows hypothetical values of the remuneration package for executive Directors under four assumed performance scenarios (based on 2022 proposals).

No share price growth or the payment of dividend equivalents has been assumed in these scenarios (other than where specified). Potential benefits under all-employee share schemes have not been included.

Remuneration Outcomes in different Performance Scenarios

Table 3

Performance Scenario	Payout Level
Minimum	• Fixed pay (see Table 4 for each executive Director) • No bonus payout • No vesting under the Performance Share Plan
On-target performance	• Fixed pay (see Table 4 for each executive Director) • 50% annual bonus payout (112.5% of salary for the Chief Executive and 100% for the Finance Director) • 25% vesting under the Performance Share Plan (91.25% of salary for the Chief Executive and 62.5% for the Finance Director)
Maximum performance (at constant share prices and assuming a 50% increase in share price)	• Fixed pay (see Table 4 for each executive Director) • 100% annual bonus payout (225% of salary for the Chief Executive and 200% of salary for the Finance Director) • 100% Performance Share Plan vesting (365% of salary for the Chief Executive and 250% for the Finance Director)

Hypothetical Remuneration Values

Table 4

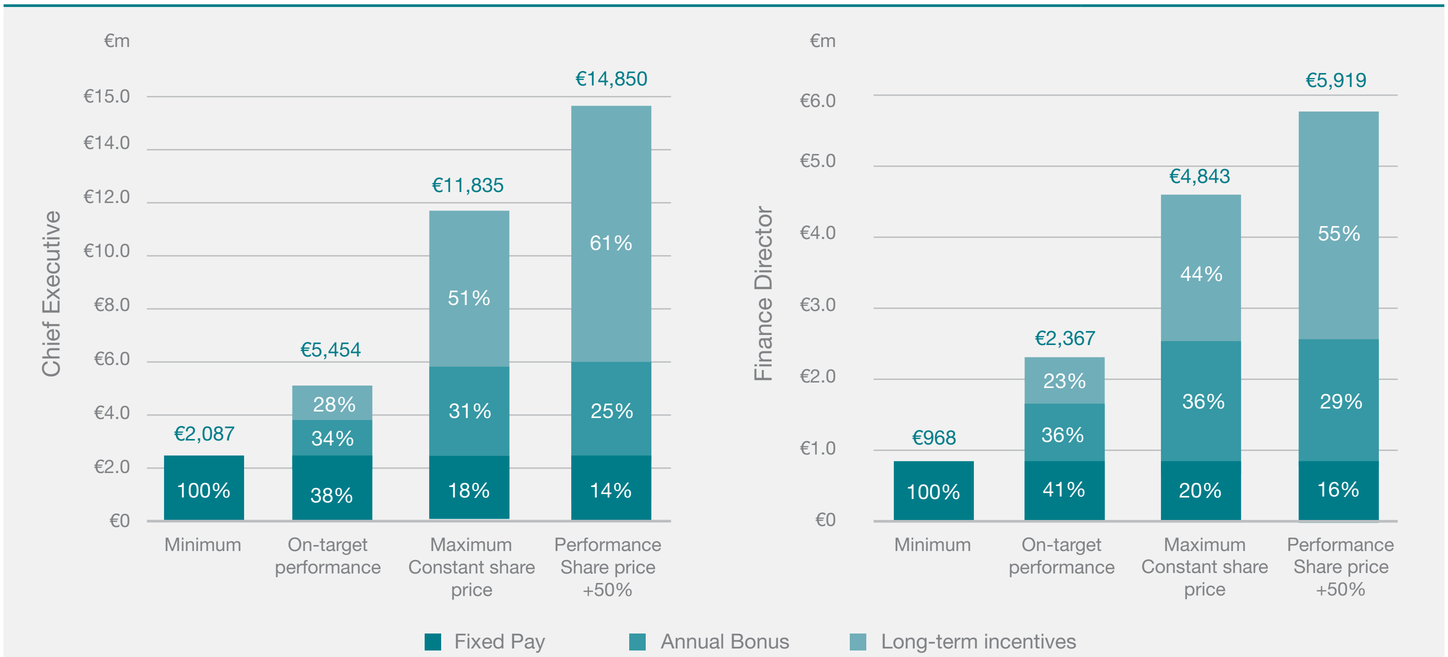
	Salary With effect from 1 January 2022	Benefits Level paid in 2021 (i)	Estimated Pension (ii)	Total Fixed Pay
Chief Executive (Albert Manifold)	€1,651,635	€23,000	€412,500	€2,087,135
Finance Director (Jim Mintern)	€861,045	€21,000	€86,105	€968,150

(i) Based on 2021 expenses.

(ii) See page 101 of the 2021 Annual Report and Form 20-F for details in relation to retirement benefit arrangements.

Performance-related Remuneration Outcomes

Table 5



Executive Director Service Contracts and Policy on Payment for Loss of Office

When determining leaving arrangements for an executive Director the Committee takes into account any contractual agreements (including any incentive arrangements) and the performance and conduct of the individual.

Service Contracts

The Chief Executive and Finance Director have entered into service contracts with the Company. The summaries in Tables 6 and 7 set out the key remuneration terms of those contracts. All incentive arrangements remain at the discretion of the Committee.

The Committee reserves the right to make any other payments in connection with a director's cessation of office or employment where the payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of a compromise or settlement of any claim arising in connection with the cessation of a director's office or employment.

Under Irish company law, CRH is not required to make service contracts available for inspection as the notice period is not more than 12 months. Service contracts will only be available with the executive Director's consent due to data protection reasons.

Annual Cash Bonus

Executive Directors may, at the discretion of the Committee, remain eligible to receive an annual bonus award for the financial year in which they leave employment. Such awards will be determined by the Committee taking into account time in employment and performance.

Share Plan Rules – Leaver Provisions

The treatment of outstanding share awards in the event that an executive Director leaves is governed by the relevant share plan rules. Table 8 on page 9 summarises leaver provisions under the executive share plans.

"Good leaver" circumstances are defined in the 2014 Performance Share Plan and deferred annual performance-related incentive plans as ill-health, injury, disability, the participant's employing company or business being sold out of the Group or any other reason at the Committee's absolute discretion (except where a participant is summarily dismissed).

Chief Executive Service Contract

Table 6

Notice period	• 12 months' notice by the Company or the executive
Expiry date	• Indefinite duration • Terms of contract will automatically terminate on the executive's 62nd birthday
Termination payments	• On lawful termination of employment, the Committee may, at its absolute discretion, make a termination payment in lieu of 12 months' notice based on base salary, benefits and pension contribution due during that period • Where the Company terminates the contract lawfully without notice then no payment in lieu of notice shall be due • If, in the event of a change of control, there is a diminution in the role and responsibilities of the Chief Executive he may terminate the contract; on such termination a payment equal to one year's remuneration (being salary, pension, other benefits and vested incentive awards) will be made to the executive
Disability	• In the event that the Chief Executive falls ill or is injured in such a way as which would constitute ill-health or disablement so that the Chief Executive could not work for a period of more than six months, in lieu of the early ill-health retirement provisions in the pension scheme which would otherwise operate in such cases, he shall be entitled to receive a disability salary of €1,000,000 per annum. Such payment would cease when the Chief Executive reaches age 60, returns to work or if the service agreement is terminated
Other information	• The Company retains the ability to suspend the executive from employment on full salary and to require the executive to observe a period of "garden leave" of up to 12 months on full salary, contractual benefits and pension contribution

Group Finance Director Service Contract

Table 7

Notice period	• 12 months' notice by the Company or the executive
Expiry date	• Indefinite duration • Terms of contract will automatically terminate on the executive's 65th birthday
Termination payments	• On lawful termination of employment, the Committee may, at its absolute discretion, make a termination payment in lieu of 12 months' notice based on base salary, benefits and pension contribution due during that period • Where the Company terminates the contract lawfully without notice then no payment in lieu of notice shall be due
Disability	• In the event that the Finance Director falls ill or is injured in such a way as which would constitute ill-health or disablement so that the Finance Director could not work for a period of more than six months, in lieu of the early ill-health retirement provisions in the pension scheme which would otherwise operate in such cases, he shall be entitled to receive a disability salary equivalent to two-thirds of basic salary per annum. Such payment would cease when the Finance Director reaches age 65, returns to work or if the service agreement is terminated
Other information	• The Company retains the ability to suspend the executive from employment on full salary and to require the executive to observe a period of "garden leave" of up to 12 months on full salary, contractual benefits and pension contribution

Where an individual leaves by mutual agreement the Committee has discretion to determine the treatment of outstanding share awards.

Individuals who are dismissed for gross misconduct would not be treated as "good leavers".

Awards under the Savings-related Share Option Scheme are treated in accordance with the rules. The rules provide that awards may be exercised by a participant's executor within 12 months of the date of death, and six months from the date of termination of employment in other circumstances where options automatically become exercisable, for example in the case of retirement.

Where an executive ceases employment on his own volition or as a result of summary dismissal they will normally forfeit outstanding share incentive awards.

The Committee may allow awards to vest early at its discretion in the event an executive Director is to be transferred to a jurisdiction where he would suffer a tax disadvantage or he would be subject to restrictions in connection with his award, the underlying shares or the sales proceeds.

Change of Control

In the event of a change in control of the Company, the Committee will consider whether it would be appropriate for awards to be exchanged for equivalent awards in the purchaser's shares.

Unless the Committee determines otherwise, in the event of a change in control of the Company:

- awards granted under the 2014 Plan will vest taking into account the extent to which any performance condition has been satisfied and, unless the Committee determines otherwise the period of time that has elapsed since grant and the relevant event (or if the event occurs during an applicable holding period, to the beginning of the holding period); and
- awards granted under the 2014 Deferred Annual Performance-related Incentive Plan may, at the discretion of the Committee, vest in full

If the Company is wound up or there is a de-merger, de-listing, special dividend or other similar event which the Committee considers may affect the price of the Company's shares:

- awards granted under the 2014 Plan may, at the Committee's discretion, vest taking into account the extent to which any performance condition has been satisfied and, unless the Committee determines otherwise, the period of time that has elapsed since the date of grant and the relevant event (or if the event occurs during an applicable holding period, to the beginning of the holding period); and
- awards granted under the 2014 Deferred Annual Performance-related Incentive Plan will vest to the extent the Committee determines

Shareholding Guideline for Executive Directors

Executive Directors are required to build up (and maintain) a minimum holding in CRH shares. The shareholding guidelines for the Chief Executive and Finance Director are 3.5 times basic salary and 2.5 times basic salary respectively, with the guidelines to be achieved by 31 December 2023 and 1 June 2024, respectively.

For the purposes of determining the number of shares held by the executive Directors, the relevant calculation will include shares beneficially owned by the executive Directors, annual bonus awards which are deferred into shares for three years and PSP awards that have met the financial performance criteria but are subject to a two-year holding period prior to release (on a net of tax basis). The deferred share awards and PSP awards subject to a two-year hold period are not subject to any further performance criteria other than continued employment with the Group.

Leaver Provisions

Table 8

	Death	"Good Leavers" as determined by the Committee in accordance with the plan rules	Leavers in other circumstances
Deferred Annual Performance Incentive Plan 2014	• Unvested awards vest, unless the Committee determines otherwise, to the extent determined by the Committee • Awards in the form of nil-cost options may be exercised for 12 months from death (or another period determined by the Committee)	• Awards shall normally vest in full at the normal vesting date. Alternatively, the Committee may determine that awards should vest at the time the individual leaves, subject to the Committee determining that the individual has a shareholding sufficient to meet the post-employment shareholding requirement • Where awards vesting in such circumstances are granted in the form of nil-cost options participants shall have six months from vesting to exercise their award • Where awards have already vested at cessation of employment, participants shall have six months from cessation of employment to exercise their option	• Unvested Awards will lapse on the individual's cessation of office or employment
Performance Share Plan 2014	• Unvested awards shall vest as soon as practicable following death unless the Committee determines otherwise. The number of shares vesting shall be determined by the Committee taking into account the extent to which the performance condition has been met and, if the Committee determines, the length of time that has elapsed since the award was granted until the date of death (or if death occurs during an applicable holding period, to the beginning of the holding period) • Awards in the form of nil-cost options may be exercised for 12 months from death (or another period determined by the Committee)	• Awards shall normally vest at the normal vesting date. Alternatively the Committee may determine that awards should vest at the time the individual leaves, subject to the Committee determining that the individual has a shareholding sufficient to meet the shareholding requirement post-cessation • The level of vesting shall be determined by the Committee taking into account the extent to which the performance condition has been met and, unless the Committee determines otherwise, the period of time that has elapsed since the date of grant until the date of cessation (or if cessation occurs during an applicable holding period, to the beginning of the holding period) • Awards vesting in such circumstances in the form of nil-cost options may be exercised for six months from vesting (or another period determined by the Committee). Where a nil-cost option was already vested at cessation of employment, participants may exercise such options for six months from cessation (or another period determined by the Committee)	• Unvested Awards will lapse on the individual's cessation of office or employment

In the event that the shareholding guidelines are not met by the applicable deadlines, the Remuneration Committee will consider what action to take at that time.

Post-employment Holding Requirements

The Chief Executive and Finance Director are required to hold shares equivalent to 2 times and 1.5 times basic salary respectively for a period of two years post-employment in a third party trust. Until the limit is achieved, an agreed portion of any Deferred Share or PSP awards which vest will be transfered on a net of tax basis to the third party to be held in trust for their benefit. The shares will be held in Trust on a rolling basis, until their employment ceases and a subsequent two year period has elapsed.

External Board Appointments

Executive Directors may accept external non-executive directorships with the prior approval of the Board. The Board recognises the benefits that such appointments can bring both to the Company and to the Director in terms of broadening their knowledge and experience. Whether any related fees are retained by the individual or remitted to the Group is considered on a case-by-case basis.

Non-executive Director – Letters of Appointment

Non-executive Directors serve under letters of appointment, copies of which are available for inspection at the Company's Registered Office and at the AGM.

In line with the 2018 Code, all non-executive Directors submit themselves for re-election by shareholders every year at the AGM. All non-executive Director appointments can be terminated by either party without notice. There is no payment in lieu of notice provided.

Considering Employee Views

The Board is regularly kept abreast of employees' perspectives and takes them into account when making decisions. In particular, the Remuneration Committee has oversight of remuneration policy across the Group and endeavours to keep the structure of remuneration consistent as far as possible. Further details of how the Committee seeks and takes into account employee views when setting remuneration for the executive Directors is set out on page 82 of the 2021 Annual Report and Form 20-F.

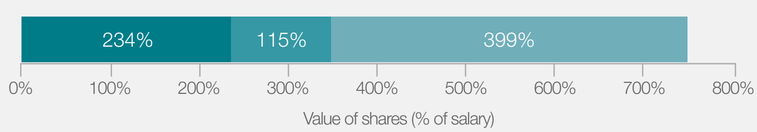
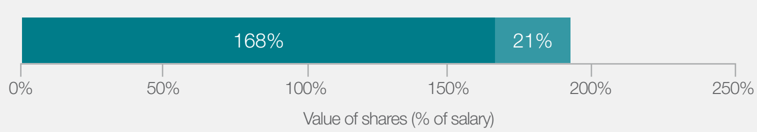
Consulting with Shareholders

The Committee believes that it is very important to maintain open dialogue with shareholders on remuneration matters. CRH consults regularly with shareholders and engaged extensively with shareholders in relation to the 2022 Policy. Shareholder views, and broad indications of support, were important in shaping the final proposals outlined in the 2022 Policy.

The Committee will continue to liaise with shareholders regarding remuneration matters more generally and CRH arrangements as appropriate. It is the Committee's intention to continue to consult with major shareholders in advance of making any material changes to remuneration arrangements.

Executive Director Shareholdings as a % of 2022 Base Salary (i)

Table 9

	Guideline (% of Salary)	To be achieved by	Holdings as of 2 March 2022	Total Interests (% of Salary)
A. Manifold	350%	2023		748%
J. Mintern	250%	2024		189%

- Beneficially Owned Shares (as at 2 March 2022).
- Estimated after tax value of Deferred Share Awards made in 2019, 2020 and 2021, as appropriate.
- Estimated after tax value of PSP awards subject to a two-year hold period only.

(i) For the purposes of this table, the interests have been valued using the three-month average share price to 31 December 2021 (€43.11).

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Cover image: Oldcastle Infrastructure, part of CRH's Building Products Division installed a new proprietary stormwater management solution MaxCapture™ in Chandler, Arizona, United States. Due to the dry climate, when it rains stormwater runoff cannot infiltrate back into the soil and recharge the aquafers, resulting in surface flooding and a depleted water supply. MaxCapture is a customisable, modular system which integrates two existing Oldcastle Infrastructure systems, StormCapture® and MaxWell® to detain and infiltrate large volumes of stormwater runoff, maximising effectiveness while reducing both the overall footprint and installation cost of the solution.