
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.



plc

Notice of Annual General Meeting,
Thursday, 28 April 2022





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, 28 April 2022 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 2021.
2. To declare a dividend on the Ordinary Shares².
3. To consider the 2021 Directors' Remuneration Report (excluding the 2022 Directors' Remuneration Policy section), the full text of which is set out on pages 80 to 109 of the 2021 Annual Report and Form 20-F³.
4. To approve the 2022 Directors' Remuneration Policy, the full text of which is set out on pages 88 to 97 of the 2021 Annual Report and Form 20-F⁴.
5. To approve and, if thought fit, to pass as an Ordinary Resolution⁵:
That the aggregate fees of the non-executive Directors shall not exceed €1,200,000.
6. To re-elect the following Directors⁶:
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
7. To authorise the Directors to fix the remuneration of the Auditors.
8. To consider the continuation of Deloitte Ireland LLP as auditors of the Company until the conclusion of the next Annual General Meeting of the Company⁷.
9. 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 Company⁸:

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 €81,749,000; and
- (b) up to a further aggregate nominal amount of €42,113,000 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 10 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 2023 or 27 July 2023.



10. 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 2 March 2022 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 jurisdictions⁸:

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 9 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 €12,386,000 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 2023 or 27 July 2023 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.

11. Subject to the passing of Resolution 10, 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 2 March 2022 in connection with an acquisition or specified capital investment⁸:

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 9 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 €12,386,000.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2023 or 27 July 2023 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.

12. 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 capital⁹:

That the Company and/or any of its subsidiaries be and is hereby authorised to make market purchases and overseas market purchases of Ordinary Shares (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 2023 or 27 July 2023. 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.



13. 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 2023 or 27 July 2023.

For the Board, N. Colgan,
Company Secretary
42 Fitzwilliam Square, Dublin 2
11 March 2022



Notes

- (1) For the purposes of Section 1373(4), the Directors' Report for the year ended 31 December 2021 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 2022 Annual General Meeting for consideration by Shareholders.
- (2) The final dividend, if approved, will be paid on the Ordinary Shares on 5 May 2022 to persons who were registered as Shareholders at the close of business on 11 March 2022.
- (3) Resolution 3 is an advisory resolution and is not binding on the Company.
- (4) The 2022 Directors' Remuneration Policy, if approved, will provide the framework for remuneration decisions made by the Remuneration Committee. It is the Company's intention that the 2022 Directors' Remuneration Policy will apply until the 2025 Annual General Meeting, unless the Remuneration Committee seeks Shareholder approval for a renewed policy at an earlier date.
- (5) Resolution 5 proposes to increase the limit of the aggregate fees for non-executive Directors to €1,200,000. The current limit, approved at the 2019 Annual General Meeting, is €1,000,000. Further details in relation to the increase are set out in the 2021 Directors' Remuneration Report on page 84 of the 2021 Annual Report and Form 20-F.
- (6) In accordance with the provisions of the UK Corporate Governance Code, all Directors retire with those eligible offering themselves for re-election. Biographical details for each Director are set out on pages 56 to 59 of the 2021 Annual Report and Form 20-F. A summary of competencies, important to the long-term success of the Group, that each Director seeking re-election at the 2022 Annual General Meeting brings to the Board, is set out on page 72 of the 2021 Annual Report and Form 20-F.
- (7) 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 8, which is an advisory non-binding resolution, for this purpose.
- (8) Resolutions 9, 10 and 11 reflect the Pre-Emption Group's Statement of Principles and related templates. The authority in Resolution 9 is for an amount which represents just under 50% of the issued ordinary share capital as at 2 March 2022. 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 10 includes any Treasury Shares reissued by the Company while the authority in Resolution 10 remains operable.

Resolution 11 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 11 remains operable.

The Directors confirm that in respect of Resolutions 10 and 11, 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.



- (9) While no decision has been made to extend the buyback programme beyond the current phase which is scheduled to complete no later than 30 March 2022, 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 12) is being proposed to renew the Directors' authority to buyback the Company's shares.
- (10) 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.
- (11) For shareholders whose name appears on the register of members of the Company (i.e. those who hold their Shares in certificated form and who therefore do not hold their interests in Shares as Belgian law rights through the Euroclear Bank SA/NV ("Euroclear Bank") system (the "EB System") or as CREST Depository Interests ("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 Asset Services, (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), not later than 11.00 a.m. (Irish time) on Tuesday, 26 April 2022. Persons holding their interests through the EB System or CREST will need to comply with any additional voting deadlines imposed by the respective service offerings. All relevant persons are recommended to consult with their stockbroker or other intermediary at the earliest opportunity. 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 Meeting, should contact the Registrars (Tel. +353 1 553 0050).
- (12) The process for appointing a proxy and/or voting in connection with the Resolutions to be proposed at the Annual General Meeting depends on the manner in which you hold your Shares. Holders of CDIs ("CDI Holders") and/or participants of 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.
- (13) 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.
- (14) 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.
- (15) The record date for the Annual General Meeting shall be 7.00 p.m. (Irish time) on Sunday, 24 April 2022. 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.
- (16) 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 2022 Annual General Meeting, the latest date for submission of such requests/resolutions will be 17 March 2022. Further information in relation to Shareholders' rights can be obtained from the CRH website, www.crh.com.



- (17) 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.
- (18) 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.
- (19) Information regarding the 2022 Annual General Meeting, including a copy of this Notice, the 2021 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 2022 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.
- (20) 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.
- (21) Publication of the Notice of the 2022 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.
- (22) While the 2022 Annual General Meeting is currently scheduled to take place at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin at 11.00 a.m. (Irish time) on Thursday, 28 April 2022, shareholders should be aware that the Company may be required to change the arrangements for the 2022 Annual General Meeting at short notice should government restrictions on public gatherings or other social distancing measures be reintroduced, for example in the event of a further outbreak of COVID-19. In such circumstances, the Company may be required to hold the 2022 Annual General Meeting entirely in electronic form, without shareholders being able to attend in person. If this is the case, we will publish the relevant information on the Company's website www.crh.com. Please check the Company's website in advance of the 2022 Annual General Meeting in case there are any changes made to the arrangements for the 2022 Annual General Meeting.
- (23) The ISIN for CRH's Ordinary Shares is IE0001827041.
- (24) 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.