



The International
Building Materials
Group

CRH plc
42 Fitzwilliam Square
Dublin 2
D02 R279
Ireland

T +353 (1) 634 4340
F +353 (1) 676 5013
E crh42@crh.com

www.crh.com

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately.

If you no longer hold any Ordinary Shares in CRH plc, you should consult the stockbroker, bank or other agent through or by whom the sale or transfer was effected without delay.

29th March 2017

To the holders of Ordinary Shares.

Dear Shareholder,

Scrip dividend offer in respect of the final dividend of 46.2 cent per share to be paid on 5th May 2017

The choice of taking New Shares rather than cash is again being offered to Shareholders in respect of the final dividend of 46.2 cent per share to be paid on the Ordinary Shares on 5th May 2017, subject to the approval of the dividend at the Annual General Meeting to be held on 27th April 2017.

The price of one New Share will be €33.08. Accordingly, your entitlement will be one New Share for every 89.502165 Ordinary Shares held where dividend withholding tax applies and for every 71.601732 Ordinary Shares held where the withholding tax does not apply. Details of the calculation of the price of a New Share are set out overleaf under "Basis of Calculation".

The opportunity to receive New Shares instead of a cash dividend enables Shareholders to increase their shareholding in CRH without incurring dealing costs or stamp duty.

The offer is made under the Terms and Conditions of the Scrip Dividend Scheme, which can be accessed by selecting "Dividends" under "Equity Investors" in the Investors section of the CRH website, www.crh.com. You are advised to consider carefully the Terms and Conditions before making a decision. In particular, your attention is drawn to Section 3 of the document which summarises the likely tax consequences.

Full details of the options available and the action to be taken are set out in the enclosed Election and Mandate Form or Notice of Entitlement.

Annual Report and Form 20-F

The Company's Annual Report and Form 20-F for 2016 has been published and is available at www.crh.com.

Yours faithfully,

N. Hartery
Chairman

**PARTICULARS OF THE SCRIP DIVIDEND OFFER IN RESPECT OF THE FINAL DIVIDEND
FOR THE YEAR ENDED 31ST DECEMBER 2016**

1. Basis of Calculation

Shareholders on the Register on 10th March 2017, the Record Date, will be entitled to participate in the Scrip Dividend Offer based on their holding of Ordinary Shares at that date.

The entitlement to New Shares has been calculated on the basis of the final dividend of 46.2 cent per Ordinary Share and a value for each New Share of €33.08. In accordance with the Articles of Association, the value of a New Share has been calculated by reference to the average of the high and low share prices for the Ordinary Shares as derived from the Irish Stock Exchange Daily Official List for each of the three business days commencing on 9th March 2017, being the day on which the Ordinary Shares were first quoted ex-dividend*. The entitlement is one New Share for every 89.502165 Ordinary Shares held where dividend withholding tax ("DWT") applies and for every 71.601732 Ordinary Shares held where the withholding tax does not apply. DWT must be deducted from dividends paid by an Irish resident company unless a shareholder is entitled to an exemption. Properly completed exemption forms must be received by Capita Asset Services, Shareholder Solutions (Ireland) (the "Registrars") by the Record Date in order for a dividend to be paid gross; in the case of the 2016 Final Dividend, the deadline was 10th March 2017. If you are entitled to an exemption from DWT, copies of the exemption form may be obtained by accessing www.revenue.ie and typing 'DWT exemption form' in the site search facility.

Fractions of a New Share will not be allotted. An election to receive New Shares which gives rise to a fractional entitlement will be rounded up to the nearest whole New Share.

The Scrip Dividend Offer is subject to admission, for which application will be made, of the New Shares to (a) the Official Lists of the U.K. Listing Authority and the Irish Stock Exchange and (b) trading on the London Stock Exchange's market for listed securities and the Main Securities Market of the Irish Stock Exchange. The New Shares will, on issue, rank *pari passu* in all respects with the existing Ordinary Shares and will be entitled to rank for all subsequent dividends. Such shares may be held in certificated or uncertificated form.

If, in respect of the final dividend, all Shareholders entitled thereto elected to receive New Shares instead of cash, a total of 11,662,261 New Shares would be issued (ignoring any reductions in respect of dividend withholding tax) representing an increase of 1.40% in the Company's existing issued Ordinary Share Capital (excluding Treasury Shares). If all Shareholders elected to receive cash the amount payable by the Company would be €385,787,623.

2. Mandate Scheme

A Mandate may only be given in respect of all and not part of a Shareholding. Once a Mandate is effected, it will apply to all subsequently acquired Ordinary Shares, including future New Shares acquired, until revoked in accordance with the Terms and Conditions.

Completed Election and Mandate Forms must be received by the Registrars by 12 noon on 19th April 2017 in order to effect a Mandate in respect of future Scrip Dividend Offers.

Shareholders with a Mandate in place will be notified in writing of each Scrip Dividend Offer and will receive a Notice of Entitlement setting out details of their entitlement to New Shares.

A notice of revocation of a Mandate will take effect from date of receipt by the Registrars, save in respect of a particular Scrip Dividend Offer where it is received after the final date for receipt of such for that dividend, in which case it will apply in respect of all subsequent Scrip Dividend Offers. In the case of the 2016 Final Dividend the latest time and date is 12 noon on 19th April 2017.

3. If you have sold or transferred Ordinary Shares

If you have sold or transferred all or part of your registered holding of Ordinary Shares prior to 9th March 2017 and those shares are nonetheless included in the number of shares stated in Box A on the Election and Mandate Form or Notice of Entitlement you should immediately consult your stockbroker, bank or other agent through or by whom the sale or transfer was effected.

4. Timetable of Events

Ordinary Shares quoted ex-dividend	9 th March 2017
Record Date for Dividend	10 th March 2017
Despatch of this document with Election and Mandate Forms or Notices of Entitlement	29 th March 2017
Latest date for receipt of completed Election and Mandate Forms	19 th April 2017
Latest date for receipt of notices of revocation	19 th April 2017
Annual General Meeting	27 th April 2017
Despatch of dividend warrants in respect of dividends paid on Ordinary Shares	4 th May 2017
Despatch of definitive Share Certificates for New Shares	4 th May 2017
Dividend payment date	5 th May 2017
CREST accounts credited with New Shares	5 th May 2017
Dealings expected to commence in the New Shares	5 th May 2017

*For reference purposes only, the equivalent price in Sterling would be £28.77.