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

If you have sold or transferred all of your registered holding of Ordinary Shares in CRH plc, please forward this document and the accompanying Proxy Form 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, 25 April 2019

A Proxy Form for use in connection with the Resolutions to be proposed at the Meeting will be sent to Shareholders on 27 March 2019. To be valid, Proxy Forms must be received by the Company's Registrar, Link Asset Services not later than 11.00 a.m. on 23 April 2019. The methods by which valid Proxy Forms can be delivered are set out in the notes to the Notice of the Meeting.



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. on Thursday, 25 April 2019 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 2018.
2. To declare a dividend on the Ordinary Shares.²
3. To consider the 2018 Directors' Remuneration Report (excluding the 2019 Directors' Remuneration Policy section), the full text of which is set out on pages 68 to 97 of the 2018 Annual Report and Form 20-F.³
4. To approve the 2019 Directors' Remuneration Policy, the full text of which is set out on pages 74 to 83 of the 2018 Annual Report and Form 20-F.⁴

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 €1,000,000.

6. To re-elect the following Directors⁶:

Mr. R. Boucher
Mr. N. Hartery
Mr. P.J. Kennedy
Ms. H.A. McSharry
Mr. A. Manifold
Mr. S. Murphy
Ms. G.L. Platt
Ms. M.K. Rhinehart
Ms. L.J. Riches
Mr. H.Th. Rottinghuis
Ms. S. Talbot
Mr. W.J. Teuber, Jr.

7. To authorise the Directors to fix the remuneration of the Auditors.
8. To consider the continuation in office of Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company.⁷
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 €94,628,000; and
- (b) up to a further aggregate nominal amount of €43,618,000 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 2020 or 24 July 2020.

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 27 February 2019 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 €14,337,000 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 2020 or 24 July 2020.

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 27 February 2019 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 €14,337,000.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2020 or 24 July 2020 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 be and is hereby authorised to purchase Ordinary Shares on a securities market (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 2020 or 24 July 2020.

13. To consider and, if thought fit, to pass as a Special Resolution the following resolution to renew the Director's 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 2020 or 24 July 2020.

Special Business

14. To consider and, if thought fit, to pass as an Ordinary Resolution the following resolution to renew the Director's authority to make scrip dividend offers¹⁰:

That the Directors be and they are hereby authorised, pursuant to Article 137(b) of the Articles of Association of the Company, to exercise the powers contained in the said Article so that the Directors may offer to the Shareholders the right to elect to receive an allotment of additional shares credited as fully paid instead of cash in respect of all or part of any dividend or dividends falling to be declared or paid by the Company. Unless renewed at the Annual General Meeting in 2020, this authority shall expire at the close of business on 24 July 2020.

For the Board, N. Colgan,

Company Secretary
42 Fitzwilliam Square, Dublin 2
8 March 2019



Notes

- (1) For the purposes of Section 1373(4), the Directors' Report for the year ended 31 December 2018 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 2019 Annual General Meeting for consideration by Shareholders.
- (2) The final dividend, if approved, will be paid on the Ordinary Shares on 30 April 2019 to persons who were registered as Shareholders at the close of business on 15 March 2019.
- (3) Resolution 3 is an advisory resolution and is not binding on the Company.
- (4) New legislation is required to be passed in Ireland prior to 10 June 2019 for the purpose of implementing the amended EU Shareholder Rights Directive ("SRD"). As the required legislation could be enacted prior to the date of the 2019 Annual General Meeting, the Directors have decided to present the 2019 Directors' Remuneration Policy to Shareholders for approval at the 2019 Annual General Meeting. The 2019 Directors' Remuneration Policy, if approved, will provide the framework for remuneration decisions made by the Remuneration Committee. Subject to the provisions of the new legislation, it is the Company's intention that this will apply until the 2022 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 €1,000,000. The current limit, approved at the 2016 Annual General Meeting, is €875,000. Further details in relation to the increase are set out in the 2018 Directors' Remuneration Report on pages 68 to 97 of the 2018 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. Mr. D.A. McGovern, Jr. is retiring from the Board at the conclusion of the 2019 Annual General Meeting and is not seeking re-election. Biographical details for each Director are set out on pages 54 to 57 of the 2018 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 2019 Annual General Meeting brings to the Board, is set out on page 65 of the 2018 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, Ernst & Young, 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 Ernst & Young and have included Resolution 8, which is an advisory non-binding resolution, for this purpose.

Following a competitive tender process in 2018, details of which are outlined on pages 60 and 61 of the 2018 Annual Report and Form 20-F, the Board has appointed, subject to a confirmatory advisory vote at the 2020 Annual General Meeting, Deloitte as auditors with effect from the financial year commencing 1 January 2020.

- (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 27 February 2019. 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/Income share capital within a rolling three-year period without prior consultation with Shareholders.

- (9) The ongoing share buyback programme is scheduled to expire on 29 March 2019. While no decision has been made to extend the programme, 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) The scrip dividend programme was suspended during 2018 in connection with the ongoing share buyback programme. The buyback programme was expected to be for a period of up to twelve months when the suspension of the scrip dividend programme was announced. No decision has yet been taken on whether the scrip dividend programme will be re-introduced. To provide flexibility should a decision be made to re-introduce programme, an ordinary resolution is being proposed to renew the Directors' authority to make scrip dividend offers.
- (11) Any member entitled to attend, speak, ask questions and vote at this 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 vote some or all of their shares. A Proxy Form is enclosed. 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.
- (12) 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 7117, Dublin 2 (if delivered by post) or to 2 Grand Canal Square, Dublin 2 (if delivered by hand), not later than 11.00 a.m. on Tuesday, 23 April 2019. 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).
- (13) CREST members may appoint one or more proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Further information on CREST procedures and requirements is contained in the CREST Manual. The message appointing a proxy(ies) must be received by the Registrar (ID 7RA08) not later than 11.00 a.m. on Tuesday, 23 April 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities Regulations, 1996).



- (14) ADR holders wishing to attend the Meeting must obtain a Proxy Form from The Bank of New York Mellon (BNY), which will enable them to attend and vote on the business to be transacted. ADR holders may instruct 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 given.
- (15) Pursuant to Section 1105(2) of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, the Company hereby specifies that only those Shareholders registered in the Register of Members of the Company as at 7.00 p.m. on Tuesday, 23 April 2019 shall be entitled to attend, speak, ask questions and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time.
- (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 2019 Annual General Meeting, the latest date for submission of such requests/resolutions will be 14 March 2019. 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. 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) 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) A copy of this Notice, the 2018 Annual Report and Form 20-F, the Governance Appendix and copies of any other documentation relating to the 2019 Annual General Meeting, including Proxy Forms, are available on the CRH website, www.crh.com. To access these documents, select AGM under "Equity Investors" in the Investors section of the website.
- (20) During the Meeting, Shareholders (or their duly appointed proxies) may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chairman of the Meeting. This prohibition shall not apply to equipment being used by the Company for the purpose of projecting the Meeting onto screens during the Meeting or to photographs taken by accredited press photographers admitted to the Meeting. Please note such equipment may capture personal data. Such personal data shall be used for the purpose of the Annual General Meeting and in full compliance with applicable data protection law. In addition, we may process your personal data to meet further legal obligations.
- (21) Publication of the Notice of the 2019 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.