
Notice of the Annual General Meeting of the Company to be held at The Shelbourne Hotel, St. Stephen's Green, Dublin 2, Ireland on 3 July 2013 at 11.00 a.m. is set out at the end of this circular. Whether or not you propose to attend the Annual General Meeting, please complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received not less than 48 hours before the holding of the Annual General Meeting.



Annual General Meeting 3 July 2013

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action you should take, please immediately consult your independent financial adviser (being, in the case of shareholders in Ireland, an adviser authorised or exempt under the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 or the Investment Intermediaries Act 1995 (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).

If you have sold or otherwise transferred all your shares in C&C Group plc, please pass this document and the accompanying Form of Proxy to the purchaser or the transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



28 May 2013

Dear Shareholder

The Annual General Meeting of C&C Group plc (the “Company”) will be held at The Shelbourne Hotel, St. Stephen’s Green, Dublin 2, Ireland on 3 July 2013 at 11.00 a.m. The notice of the meeting is attached.

In addition to the Ordinary Business to be transacted at the meeting, which is referred to in Resolutions 1 to 5 in the notice, the Directors propose that Special Business, as set out in Resolutions 6 to 14 in the notice, be transacted at the meeting for the purposes explained below. This letter contains explanatory notes in relation to the resolutions being proposed at the Annual General Meeting.

Resolution 3 – Election and re-election of Directors

Joris Brams was appointed as a Director on 23 October 2012. In accordance with the Articles of Association, he will retire and offer himself for election at the Annual General Meeting. Resolution 3 proposes his election.

In line with the recommendations of the UK Corporate Governance Code, the Board has resolved that all of the other Directors will also retire and that those wishing to serve again shall submit themselves for re-election by the shareholders. Resolution 3 also proposes the re-election of each of these Directors.

Biographical details of Directors standing for election or re-election are found on pages 36 and 37 of the Annual Report 2013, which accompanies this notice of meeting.

The resolution will be proposed separately in respect of each Director.

The Chairman, on behalf of the Nomination Committee, has formally reviewed the performance of all of the non-executive Directors, and the Nomination Committee has concluded that their performance continues to be effective and that they continue to demonstrate commitment to their roles.

Resolution 5 - Directors’ ordinary remuneration

Resolution 5 relates to Article 78 of the Company’s Articles of Association which requires that the Company establish, with shareholder approval, a maximum annual limit on the ordinary remuneration (i.e., directors’ fees, not including executive remuneration) payable to the Directors. This limit was last set at €750,000 at the Company’s Annual General Meeting in 2007. The Directors propose to fix the annual ceiling on the Directors’ ordinary remuneration at €1,000,000, to give the Board flexibility in making Board appointments.

Special Business at the AGM

There are nine items of Special Business.

Resolution 6 - Advisory resolution on Directors’ remuneration

Resolution 6 is to receive and consider the Report of the Remuneration Committee on Directors’ Remuneration as set out on pages 53 to 61 of the Annual Report. The Company has no legal obligation to put such a resolution to its shareholders, and the resolution is an advisory resolution which will not be binding on the Company. It is being put to shareholders in accordance with the Company’s commitment to best corporate governance practice.

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Directors: Sir B. Stewart (Chairman, UK), S. Glancey (CEO, UK), K. Neison (CFO, UK), J. Brams (Belgium), S. Gilliland (UK), J. Hogan, R. Holroyd (UK), B. O’Donoghue, A. Smurfit.
Secretary: P. Walker (UK).

Resolutions 7 to 10

The next four items of special business relate to the share capital of the Company and concern matters which are now standard for most public companies.

Resolutions 7 and 8 - General authority to allot shares and disapplication of pre-emption rights

At the annual general meeting of the Company held in 2012, shareholders gave the Directors a general authority under Section 20 of the Companies (Amendment) Act, 1983 to allot shares. That authority will expire at the conclusion of the forthcoming Annual General Meeting.

The power given to the Directors at last year's annual general meeting to allot shares for cash otherwise than in accordance with statutory pre-emption rights also expires at the conclusion of the forthcoming Annual General Meeting.

By Resolution 7, the Directors will, at the forthcoming Annual General Meeting, seek authority to allot shares up to a nominal value of €1,145,000 which is equal to approximately one-third of the issued ordinary share capital of the Company as at the date of this notice.

In addition, the Directors will, pursuant to Resolution 8, seek power to allot shares for cash otherwise than in accordance with statutory pre-emption rights up to an aggregate nominal value of €172,000 (which is equal to approximately 5% of the nominal value of the issued share capital of the Company as at the date of this notice) and in the event of a rights issue.

These authorities will expire at the conclusion of next year's annual general meeting or 15 months after the forthcoming Annual General Meeting, whichever is the earlier. The Directors have currently no intention to issue shares pursuant to these authorities except for issues of ordinary shares under the Company's share option plans and the Company's scrip dividend scheme.

Resolution 9 - Authority to make market purchases of the Company's own shares

Pursuant to Resolution 9, shareholders are being asked to grant to the Company an authority to make market purchases of up to 10% of its own shares, continuing the authority granted by the shareholders at last year's Annual General Meeting. The authority would only be exercised if market conditions make it advantageous to do so and if the Directors were to consider that such purchases would be in the best interests of shareholders. The authority being sought under this resolution would permit any shares so purchased either to be cancelled or held as treasury shares. The authority, if given, will not oblige any shareholder to sell their shares in the Company.

Resolution 9 sets out the minimum and maximum prices which may be paid.

There were outstanding at 22 May 2013, options to subscribe for 5,812,264 ordinary shares, representing approximately 1.69% of the Company's issued share capital at that date. If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 1.88% of the Company's issued share capital.

Resolution 10 - Authority to reissue ordinary shares

Pursuant to Resolution 10, shareholders are being asked to sanction the price range at which any treasury share (that is, a share of the Company purchased and held by the Company rather than being cancelled) may be reissued other than on the Irish Stock Exchange. The maximum and minimum prices at which such a share may be reissued are 120% and 95%, respectively, of the average market price of a share calculated over the five business days immediately preceding the date of such reissue. The Company holds no treasury shares at the date of this notice.

Resolution 11 - Notice of general meetings

Under the sixth item of special business (Resolution 11), shareholders are being asked to renew, until the Annual General Meeting in 2014, the Company's authority to call on 14 days' notice a general meeting (other than an annual general meeting or a meeting to consider any special resolution (a resolution which requires a 75% majority vote, not a simple majority), for which the notice period will remain 21 days).

The Directors consider that it is in the interests of the Company to retain this flexibility. As a matter of policy, the 14 day notice period will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

Resolutions 12 to 14 – Renewal of Share Schemes

The next three items of special business relate to the C&C Long Term Incentive Plan (Part I) (the “**LTIP**”), the C&C Executive Share Option Plan (the “**ESOP**”) and the C&C Save-As-You-Earn Share savings-related Option Scheme (the “**SAYE Scheme**”) (together the “**Share Plans**”). These Share Plans were originally approved in April 2004 prior to the Company’s flotation and will expire on the tenth anniversary of approval. The SAYE Scheme has been unused since it was originally approved and the Directors currently have no plans to invite participation in this scheme. The other C&C share plan adopted in 2004, the All-Employee Profit Sharing Scheme, was amended and renewed by shareholders at the Annual General Meeting held in 2012.

Following a review of the Share Plans, the Remuneration Committee of the Board of Directors of the Company (the “**Remuneration Committee**”) has determined that, in its opinion, the Share Plans remain fit for purpose. Approval is now being sought at the forthcoming Annual General Meeting to extend the Share Plans so that they can continue to be used for a further three years, to 3 July 2016. During this period, the Company intends to undertake a review of its share schemes to take account of recent changes to its business model and recently published recommendations of institutional investors protection committees in respect of employee share schemes.

Further details of the Share Plans, and the proposed amendments to the Share Plans, are contained in the Schedule to this letter on pages 5 to 13.

Resolution 12 - Proposed amendment and extension of ESOP

Pursuant to Resolution 12, shareholders are asked to (i) approve amendments to the ESOP and (ii) approve the extension of the ESOP (as amended) until 3 July 2016.

Resolution 13 - Proposed amendment and extension of the LTIP

Pursuant to Resolution 13, shareholders are asked to (i) approve amendments to the LTIP and (ii) approve the extension of the LTIP (as amended) until 3 July 2016.

Resolution 14 - Proposed amendment and extension of the SAYE Scheme

Pursuant to Resolution 14, shareholders are asked to (i) approve amendments to the SAYE Scheme and (ii) approve the extension of the SAYE Scheme (as amended) until 3 July 2016.

Documents on display

A copy of the rules of each of the Share Plans highlighting the amendments for which shareholder approval is being sought will be available for inspection on the Company’s website at <http://www.candcgroupplc.com> and at the Company’s registered office and at the offices of McCann FitzGerald, Solicitors, at Riverside One, Sir John Rogerson’s Quay, Dublin 2 and Tower 42, Level 38C, 25 Old Broad Street, London EC2N 1HQ during normal business hours on any weekday (Saturdays and Irish public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting and during the meeting until its close.

Action to be taken by you

You will find enclosed a form of proxy which, if you wish to appoint a proxy, must be completed and signed in accordance with the instructions and notes on the form and must be returned to the Company’s registrar, Capita Registrars (Ireland) Limited, 2 Grand Canal Square, Dublin 2, Ireland so as to be received not later than 48 hours before the time appointed for holding the meeting.

The return of a form of proxy will not preclude a registered shareholder from attending the meeting and voting in person if he or she wishes to do so.

Recommendation

The Directors consider the Resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its shareholders as a whole and, accordingly, they unanimously recommend shareholders to vote

in favour of each of the Resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Sir Brian Stewart
Chairman

SCHEDULE

SUMMARY OF THE PRINCIPAL TERMS OF AND PROPOSED AMENDMENTS TO THE C&C SHARE PLANS

INTRODUCTION

Summaries are set out below of the principal terms of each of the C&C Executive Share Option Plan (the “ESOP”), the C&C Long Term Incentive Plan (Part I) (the “LTIP”) and the C&C Save-As-You-Earn Share Option Scheme (the “SAYE Scheme”) (the “Share Plans”) together with an explanation and description of the proposed amendments to the Share Plans being put before shareholders for their approval at the forthcoming Annual General Meeting.

PRINCIPAL FEATURES COMMON TO ALL THE SHARE PLANS

How awards may be satisfied

Vested options and awards under the Share Plans may be satisfied with newly issued Ordinary Shares or market-purchased Ordinary Shares.

Limits on the issue of Ordinary Shares under the Share Plans

In accordance with institutional investor guidelines, no options may be granted or awards made under the Share Plans which would cause the number of Ordinary Shares issued or issuable pursuant to options granted or awards made in the previous ten years under the Share Plans, or any other share scheme adopted by the Company (other than the Joint Share Ownership Plan (the “JSOP”) for which shareholder approval was especially given in 2008) to exceed ten per cent of the Company’s issued ordinary share capital from time to time.

In addition, no options or awards may be granted under the LTIP and ESOP which would cause the number of Ordinary Shares issued or issuable pursuant to options or awards granted in the previous ten years under the LTIP and ESOP or any other discretionary share scheme adopted by the Company (other than the JSOP) to exceed five per cent of the Company’s issued ordinary share capital from time to time.

Shares issued under awards or options granted on or before the Company was listed on the Irish Stock Exchange and London Stock Exchange on 19 May 2004 do not count towards these limits.

Shares issued under the JSOP do not count towards these limits. No further shares can be issued under this plan.

The Remuneration Committee is responsible for the oversight of the operation of the Share Plans and ensures that these limits are adhered to.

Eligibility

All employees (including the Executive Directors) of the Company and its subsidiaries are eligible to participate in the Share Plans, provided that they are not otherwise excluded by the relevant legislation or practice.

Participation in the ESOP and LTIP is at the discretion of the Remuneration Committee, subject to contractual entitlements. Participation in the SAYE Scheme is based on eligibility criteria determined by the Board of Directors of the Company in line with rules laid down by the Revenue authorities.

Participants’ rights and rights attaching to Ordinary Shares

Awards and options do not confer on the participant any rights as shareholder until the awards have vested or the options have been exercised and the participants have received their Ordinary Shares.

Any new Ordinary Shares allotted when an award vests or an option is exercised will rank equally with Ordinary Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of share capital, the Remuneration Committee may make such adjustments as it considers appropriate to the number of Ordinary Shares under option or award and/or the price payable to exercise the option.

Alterations to the Share Plans

The Remuneration Committee may at any time alter or add to the Share Plans in any respect, provided that the prior approval of shareholders is obtained for any alterations or additions that are to the advantage of participants in respect of the rules governing:

- eligibility.
- limits on participation,
- the number of shares which may be issued under the Plan;
- the terms of exercise of awards and options,
- the rights attaching to the shares acquired,
- the non-assignability of options, and
- the adjustment of awards and options on a variation of capital.

The requirement to obtain the prior approval of shareholders by Ordinary Resolution in general meeting does not, however, apply to any minor alteration made:

- to benefit the administration of the Share Plans,
- to take account of a change in legislation,
- to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group, or
- in respect only of the ESOP and the SAYE Scheme, to take account of any changes required by the Irish Revenue Commissioners or the UK's HM Revenue & Customs ("**HMRC**") to maintain their approval of the relevant tax-approved parts of those Share Plans.

No alteration may be made to the terms of a performance condition under the ESOP and LTIP except where the Remuneration Committee reasonably considers following discussions with the Irish Association of Investment Managers (the "**IAIM**") that the adjustment is necessary to take account of any supervening event that prevents the conditions achieving their original purpose and the Committee acts fairly and reasonably in making the amendment and the amendment is not materially more difficult to satisfy than previously (ESOP) or no less challenging (LTIP).

No alteration to the terms of a tax-approved part of the Share Plans may be made while it is so approved without the relevant tax authority's approval, if required.

Extension of the Share Plans overseas

The Share Plans are currently not suitable or flexible enough for application overseas (i.e. outside Ireland and the UK).

Non-transferability of awards and options

Awards and options may not be assigned or transferred (other than to the participant's personal representative in the event of his death) and shall lapse on the participant's bankruptcy.

Pensionability

No benefit received under the Share Plans is pensionable.

THE C&C EXECUTIVE SHARE OPTION PLAN

In addition to the principal features common to all the Share Plans as described above, the principal terms of the ESOP are as follows:

General

The ESOP is divided into two parts, the first part is the original part and applies to both Irish employees and UK employees. It does not qualify for any specific beneficial tax treatment.

The second part is open only to UK employees, as it is an HMRC approved scheme and qualifies for beneficial tax treatment in the United Kingdom.

The two parts are substantially similar in all material respects unless indicated to the contrary in this summary.

The ESOP is supervised by the Remuneration Committee.

Duration

The ESOP was adopted by the Company in April 2004 and will expire in April 2014. No options can be granted after that date.

Amendment: Subject to the approval of shareholders at the forthcoming Annual General Meeting, the operation of the ESOP will be extended for a further three years from then to 3 July 2016, whereupon it will expire.

Grant of options

Options may be granted within the six weeks following the announcement by the Company of its results for any period, or at other times considered by the Remuneration Committee to be sufficiently exceptional to justify the grant being made at that time.

No payment is required for the grant of an option.

The rules also permit the grant of cash-based options of an equivalent value and at an equivalent option price to share-based options or to satisfy share-based options in cash, although currently there is no intention to do so under the ESOP.

Limit on individual participation

The ESOP rules limit the value of Ordinary Shares which can be placed under option under the ESOP to an individual participant in any 12 month period, to 150 per cent of his base salary except where the Remuneration Committee concludes in very exceptional circumstances that it is necessary to exceed this limit (e.g. on recruitment).

Under the HMRC-approved part of the ESOP, the aggregate market value at the date of grant of Ordinary Shares under option to an individual shall not exceed £30,000 sterling, or such other maximum limit as may from time to time apply under the relevant legislation.

Vesting of awards

An option will not normally be exercisable until three years after its grant provided that the participant remains a director or employee with the Company's group and then only to the extent that the performance condition(s) applying to that option grant have been satisfied.

Performance Condition

All options granted under the ESOP are granted subject to the rules of the relevant part of the ESOP and the satisfaction of the performance condition(s) specified at or before the time of grant and designed to ensure that options are only exercisable if there has been an improvement in the underlying performance of the Company. The performance condition is as set out in the Schedule to the ESOP or such other objective term(s) that the person granting the option shall apply.

The performance condition applying to options currently granted under the ESOP requires that no option shall become exercisable unless, over three financial years beginning with the financial year in which the option is granted,

the aggregate earnings per share (“EPS”) for the three financial years during the performance period, when compared with the preceding base financial year, equals or exceeds 5% per annum over the increase in Irish consumer prices index (“CPI”). EPS growth over the performance period is calculated on a cumulative (or aggregate) basis over the performance period. If this condition is satisfied the option shall become exercisable in full.

For the purposes of the ESOP performance condition, earnings per share means the Company’s earnings per share before any exceptional or extraordinary items as disclosed in the Company’s annual statements and subject to any further adjustments that the Remuneration Committee may decide.

Exercise and lapse of options

An option will not normally be exercisable until three years after its grant and provided that the optionholder remains a director or employee within the Company’s group and then only if the performance conditions applying to the option have been satisfied.

Options will lapse seven years from the date granted or such shorter period as determined by the Remuneration Committee at the time of grant.

Option exercise price

The price per Ordinary Share payable on the exercise of an option will be the higher of:

- (a) the middle-market price of an Ordinary Share on the date of grant or the dealing day immediately preceding the date of grant, or the average of the prices over the three dealing days immediately preceding the date of grant, as determined by the Remuneration Committee, provided that no such day may fall before the Company last announced its results for any period; and
- (b) the nominal value of an Ordinary Share (one Euro cent), if the option relates to newly issued Ordinary Shares.

Leavers

As a general rule, an option will lapse upon a participant ceasing to hold employment or be a director within the Company’s group.

If a participant ceases to be an employee or a director because of his death, injury, ill-health, disability or redundancy, or by reason of his employing company or the business for which he works being sold out of the Company’s group, then his option will vest when he ceases to be an officer or employee, if the Remuneration Committee determines that the performance conditions have been satisfied over the reduced performance period. In the case of retirement, a participant’s option shall vest on the third anniversary of the date of grant, subject to the satisfaction of the original performance condition over the original three year performance period. Qualifying leavers normally have six months (12 months in respect of death) starting on the date of cessation (or, in the case of retirement, the third anniversary) within which to exercise their options.

Options held by qualifying leavers are not time-apportioned.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all options will become exercisable early, for one month, subject to the satisfaction of the performance condition at that time as determined by the Board and/or the Remuneration Committee taking into account the performance of the Company from the date of grant to the date of the relevant corporate event.

In the event of an internal reorganisation, options shall normally be exchanged for new options on equivalent terms over ordinary shares in the new holding company. If no such offer of exchange is made options shall become exercisable as described above.

THE C&C LONG TERM INCENTIVE PLAN (PART I)

In addition to the principal features common to all the Share Plans as described above, the principal terms of the LTIP¹ are as follows:

¹ The C&C Long Term Incentive Plan is divided into two parts. The LTIP (i.e. Part I of the plan) is summarised here and shareholders approval is being sought to amend and extend it. Part II of the plan is a deferred share bonus plan and its operation will also be extended for the same period but, since it is not open to Directors of the Company and does not entail the issue of new shares, shareholders’ approval is not required for its extension or amendment and it is not further described here.

General

The LTIP does not qualify for any specific beneficial tax treatment.

The LTIP is supervised by the Remuneration Committee.

Duration

The LTIP was adopted by the Company in April 2004 and will expire in April 2014. No awards can be granted after that date.

Amendment: Subject to the approval of shareholders at the forthcoming Annual General Meeting the operation of the LTIP will be extended for a further three years from then to 3 July 2016 whereupon the LTIP will expire.

Grant of awards

Awards may normally only be granted within the six weeks following the announcement by the Company of its results for any period, or at other times considered by the Remuneration Committee to be sufficiently exceptional to justify a grant being made at that time.

No payment is required for the grant of an award.

Type of awards

Awards can take the form of a conditional right to Ordinary Shares or a nil or nominal cost share option.

Limit on individual participation

No awards may be granted to an eligible employee under the LTIP over shares in any financial year whose value is greater than 100 per cent. of that participant's annual base salary, other than in exceptional circumstances (for example, but not limited to, upon recruitment) in which case the Remuneration Committee has the discretion to grant an award under the LTIP of up to 200 per cent of the individual's annual base salary.

Dividend equivalents

At the Annual General Meeting held in 2012 shareholders approved an amendment to allow the Remuneration Committee to grant awards on terms that, in respect of those awards that vest, the holder will receive equivalent value (payable in cash and/or Ordinary Shares) to that which accrued to shareholders by way of dividends during the vesting period. The dividend equivalent may assume the reinvestment of dividends. Alternatively, participants may have their awards increased as if dividends had been paid on the Ordinary Shares subject to their award and then reinvested in further Ordinary Shares.

Vesting of awards

An award will not normally vest until three years after its grant and provided that the participant remains a director or employee with the Company's group and then only to the extent that the performance condition(s) applying to that award have been satisfied.

Performance Conditions

All awards granted under the LTIP are granted subject to the rules of the LTIP and the satisfaction of the performance condition(s) specified at or before the time of grant by the Remuneration Committee and designed to ensure that options are only exercisable if there has been an improvement in the underlying performance of the Company.

The current LTIP performance condition approved by the Remuneration Committee is as follows:

- (a) As to 50% of the award, a performance condition relating to relative total shareholder return (TSR) applies, with an underpin as mentioned below.

30% of this part of the award vests if the Company's TSR over a three-year period equals the median TSR of a comparator group (see below); 100% of this part of the award vests if the Company's TSR over a three-year period equals or exceeds the TSR of the upper quartile of the comparator group; for performance between the median and the upper quartile there is straight-line pro-rating between 30% and 100%. None of

this part of the award vests if the Company's TSR over a three-year period is less than the median TSR of a comparator group or if the underpin is not satisfied.

The companies in the comparator group for awards made in 2012 and 2013 are as follows: Anheuser-Busch Inbev N.V., Carlsberg Breweries A/S, Constellation Brands Inc., Diageo plc, Heineken Holding N.V., Molson Coors Brewing Company, Remy Cointreau SA, SABMiller plc, Britvic plc, Greene King plc, Marston's plc, Young & Co.'s Brewery plc and AG Barr plc. TSR is calculated in euro and by reference to the change in the net return index for each comparator company, as calculated by an independent financial information provider selected by the Committee from time to time.

In respect of the TSR condition, an underpin applies: the growth in the Company's EPS over the three-year period must be 5% or more per annum in real terms (compared with Irish CPI) over the same period; alternatively the Remuneration Committee must be satisfied that the Company's underlying financial performance warrants that level of vesting; otherwise the award lapses.

- (b) As to the remaining 50% of the award, a performance condition relating to aggregate growth in earnings per share (EPS) applies over a period of three financial years.

30% of this part of the award vests if the sum of the Company's EPS for each year over a three year period achieves 4% per annum growth in real terms (compared with Irish CPI) in aggregate. 100% of this part of the award vests if the sum of the Company's EPS over a three year period achieves 10% per annum real growth in aggregate. There is straight-line pro-rating between 30% and 100% for EPS growth between 4% and 10% per annum. None of this part of the award vests if the real growth in the company's EPS over a three-year period is less than 4% per annum. EPS is calculated using the adjusted earnings per share of the Company as disclosed in the Company's interim or full-year financial statements subject to any further adjustments authorised by the Remuneration Committee.

The Remuneration Committee can set different objective performance targets from those described above.

As noted for the ESOP above, the Remuneration Committee may also vary the performance conditions applying to awards to take account of supervening events provided that the substitute condition is no less challenging.

Exercise of awards

Awards structured as options are exercisable for a period of six months commencing on the date of vesting.

Leavers

As a general rule, an award will lapse upon a participant ceasing to hold employment or be a director within the Company's group.

If a participant ceases to be an employee or a director because of his death, injury, ill-health, disability, redundancy, or by reason of his employing company or the business for which he works being sold out of the Company's group, then the award will vest on the date of cessation and, in the case of an option, may be exercised for a period of six months following such cessation (12 months in the event of death), with the balance of the award lapsing. The extent to which an award vests and, in the case of an option, becomes exercisable shall depend on the extent to which the performance conditions have been satisfied by reference to the date of cessation (or, if cessation occurs within 6 months of the end of the three year performance period, over the original performance period), and a time pro-rata adjustment is made to reflect the reduced period of time between grant and vesting, relative to a period of three years. The Remuneration Committee can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

If a participant ceases to hold such office by reason of retirement, the Award will vest on the third anniversary of its Grant Date depending on performance measured over the original three-year performance period, and will be exercisable for six months. A time pro rata reduction will not apply in these circumstances.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) the amount of the awards that is exercisable early depends on (i) the extent that any performance conditions are deemed to have been satisfied at that time; and (ii) a time-apportioned basis to reflect the reduced period of time between their grant and vesting, although the Committee can decide not to pro-rate.

In the event of an internal reorganisation, awards shall normally be exchanged for new awards on equivalent terms over ordinary shares in the new holding company. If no such offer of exchange is made awards shall vest as described above.

THE C&C SAVE-AS-YOU-EARN SHARE OPTION SCHEME

In addition to the principal features common to all the Share Plans as described above, the principal terms of the SAYE Scheme are as follows:

General

The SAYE Scheme comprises two parts. Part A is approved by the Irish Revenue Commissioners and may be used for Irish tax resident employees. Part B is approved by HMRC and may be used for UK employees.

Duration

The SAYE Scheme was adopted by the Company in April 2004 and will expire in April 2014. No invitations to participate in the SAYE Scheme can be issued after that date.

Amendment: Subject to the approval of shareholders at the forthcoming Annual General Meeting, the operation of the SAYE Scheme will be extended for a further three years from then to 3 July 2016 whereupon the SAYE Scheme will expire.

Grant of options

Invitations to participate in the SAYE Scheme may be issued within the six week period following the announcement by the Company of its results for any period, or at any other time if the Board determines that the circumstances are sufficiently exceptional to justify invitations being made at that time.

Options may not normally be granted later than 30 days after the date that invitations are issued. Options may only be granted to employees who agree to enter into savings contracts, under which 36 or 60 monthly savings contributions are made (the "3 year" and "5 year" savings contracts respectively).

Limit on individual participation

Monthly savings by an employee under all savings contracts linked to options granted under any approved savings-related share option scheme may not exceed the statutory maximum (currently €500 per month in aggregate for Part A and £250 sterling per month in aggregate under Part B).

The number of Ordinary Shares over which an option is granted will be such that the total amount payable on exercise (i.e. the total number of Ordinary Shares under option multiplied by the option price) will correspond to the expected proceeds on maturity of the related savings contract.

Exercise and lapse of options

Options will normally be exercisable only for six months following maturity of the relevant 3 year or 5 year savings contracts, provided that the optionholder remains an employee within the Company's group. Earlier exercise is permitted following death or cessation of employment by reason of injury, disability, redundancy, retirement or where the optionholder's employing company or business ceases to be within the Company's group. Early exercise is also permitted in the event of a takeover, amalgamation or winding-up of the Company other than in the case of an internal reorganisation.

Option exercise price

The price per Ordinary Share payable upon the exercise of options will be determined by the Board and will not be less than the higher of:

- (a) in the case of Part A of the SAYE Scheme, 75 per cent and in the case of Part B 80 per cent respectively of the average price of an Ordinary Share on the dealing day prior to the day on which invitations to participate in the SAYE Scheme are issued (the "**Invitation Date**") or the average of such prices over the three dealing days prior to the Invitation Date (or on such other day or days as may be agreed with the Irish Revenue Commissioners and/or HMRC (as appropriate)), provided that no such days may fall before the Company

last announced its results for any period; and

- (b) the nominal value of an Ordinary Share, if the option relates to new Ordinary Shares.

Exercise of options

Options will normally be exercisable only for six months following maturity of the relevant 3 year or 5 year or 7 year savings contracts, provided that the optionholder remains an employee within the Company's group. Earlier exercise is permitted following death or cessation of employment by reason of injury, disability, redundancy, retirement or where the optionholder's employing company or business ceases to be within the Company's group. Early exercise is also permitted in the event of a takeover, amalgamation or winding-up of the Company other than in the case of an internal reorganisation.

C&C GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of C&C Group plc (the “**Company**”) will be held at The Shelbourne Hotel, St. Stephen’s Green, Dublin 2, Ireland on 3 July 2013 at 11.00 a.m. for the following purposes:

Ordinary Business

1. **Financial statements**

To consider the financial statements for the year ended 28 February 2013 and the reports of the Directors and the auditors thereon.

2. **Dividend**

To confirm and declare dividends.

3. **Election and re-election of Directors**

- (a) To elect Joris Brams.
- (b) To re-elect Sir Brian Stewart.
- (c) To re-elect Stephen Glancey.
- (d) To re-elect Kenny Neison.
- (e) To re-elect Stewart Gilliland.
- (f) To re-elect John Hogan.
- (g) To re-elect Richard Holroyd.
- (h) To re-elect Breege O’Donoghue.
- (i) To re-elect Anthony Smurfit.

(each of which shall be proposed as a separate resolution).

4. **Auditors’ remuneration**

To authorise the Directors to fix the remuneration of the auditors.

5. **Ordinary Remuneration of Directors**

To fix the aggregate ordinary remuneration permitted to be paid to the Directors in accordance with Article 78 of the Company’s Articles of Association at an amount not exceeding €1,000,000 per annum.

Special Business

6. **Report of the Remuneration Committee**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

To receive and consider the Report of the Remuneration Committee on Directors’ Remuneration for the year ended 28 February 2013.

7. **Allotment of shares**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 20 of the Companies (Amendment) Act 1983, in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of section 20 of the Companies (Amendment) Act 1983) up to an aggregate nominal amount of €1,145,000 during the period commencing on the date of the passing of this Resolution and expiring on the earlier of the conclusion of the annual general meeting of the Company in 2014 and 3 October 2014 provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby

conferred had not expired.

8. Disapplication of pre-emption rights

To consider and if thought fit to pass the following resolution as a Special Resolution:

That the Directors be and they are hereby empowered pursuant to section 24 of the Companies (Amendment) Act 1983 to allot equity securities (within the meaning of section 23 of the said Act) for cash pursuant to the authority conferred by Resolution No. 7 above as if sub-section (1) of section 23 of the said Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of Ordinary Shares of €0.01 each where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of Ordinary Shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or otherwise howsoever); and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of €172,000

and shall expire at the conclusion of the annual general meeting of the Company in 2014 or on 3 October 2014 (whichever shall be earlier), provided 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 and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

(9) Purchase of own shares

To consider and if thought fit to pass the following resolution as a Special Resolution:

That the Company and/or any of its subsidiaries (being subsidiaries for the purposes of Part XI of the Companies Act, 1990) be and they are hereby generally authorised to make market purchases (as defined in section 212 of the Companies Act, 1990) of Ordinary Shares of €0.01 each in the capital of the Company (“**Shares**”) on such terms and conditions and in such manner as the Directors may from time to time determine but subject, however, to the provisions of the Companies Act, 1990 and to the following restrictions and provisions:

- (a) the maximum number of Shares authorised to be purchased pursuant to the terms of this Resolution shall be such number of Shares whose aggregate nominal value shall equal 10 per cent. of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this Resolution;
- (b) the minimum price that may be paid for any Share is €0.01;
- (c) the maximum price that may be paid for any Share (a “**Relevant Share**”) shall not be more than the higher of:
 - (i) an amount equal to 105 per cent. of the average market value of a Share as determined in accordance with this paragraph (c); and
 - (ii) that stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation (EC 2273/2003),

where the average market value of a Share for the purpose of sub-paragraph (i) shall be the amount equal to the average of the five amounts resulting from determining whichever of the following ((1), (2) or (3) specified below) in respect of Shares shall be appropriate for each of the five business days immediately preceding the day on which the Relevant Share is purchased as determined from the information published in the Irish Stock Exchange Daily Official List reporting the business done on each of those five days:

- (1) if there shall be more than one dealing reported for the day, the average of the prices at

which such dealings took place; or

- (2) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (3) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, that day shall not be treated as a business day for the purposes of this paragraph (c); provided that, if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the maximum price; and if the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then the maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent;

- (d) the authority conferred by this resolution shall include authority to make overseas market purchases (as defined by Section 212 of the Companies Act, 1990) of Shares on the London Stock Exchange, provided that (1) any such purchase shall be subject to any requirements of the laws of the United Kingdom of Great Britain and Northern Ireland as shall apply thereto and (2) the maximum price which may be paid for any Shares so purchased shall be the higher of:
 - (i) five per cent. above the average of the middle market quotations for the Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out,

provided that, if the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent; and

- (e) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or the date 18 months after the passing of this Resolution (whichever shall be the earlier) but the Company or any subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

10. **Reissue of treasury shares**

To consider and if thought fit to pass the following resolution as a Special Resolution:

That:

- (a) subject to the passing of Resolution 9 above, for the purposes of section 209 of the Companies Act, 1990, the re-issue price range at which any treasury shares (as defined by the said section 209) for the time being held by the Company may be re-issued off-market as ordinary shares shall be as follows:
 - (i) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120 per cent. of the Appropriate Price; and
 - (ii) the minimum price at which a treasury share may be re-issued off-market shall be an amount

equal to 95 per cent. of the Appropriate Price;

(b) for the purposes of this resolution the expression “**Appropriate Price**” shall mean the average of the five amounts resulting from determining whichever of the following ((i), (ii) or (iii) specified below) in respect of Ordinary Shares of €0.01 each of the Company shall be appropriate for each of the five business days immediately preceding the day on which such treasury share is re-issued, as determined from information published in the Irish Stock Exchange Daily Official List reporting the business done on each of those five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day:

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, then that day shall not be treated as a business day for the purposes of this paragraph (b); provided that if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the Appropriate Price; and if the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent; and

(c) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or on the date 18 months after the passing of this Resolution (whichever shall be earlier).

11. **Convening of Extraordinary General Meetings**

To consider and if thought fit to pass the following resolution as a Special Resolution:

That, in accordance with the Shareholders’ Rights (Directive 2007/36/EC) Regulations 2009, the Directors be and they are hereby authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 days’ notice. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the date of passing of this Resolution unless previously reviewed, varied or revoked by the Company in general meeting.

12. **C&C Executive Share Option Plan**

That the amended and restated C&C Executive Share Option Plan (the “**ESOP**”), as summarised in the Schedule of the circular to shareholders dated 28 May 2013, and a copy of which is produced to the meeting and for the purposes of identification initialled by the Chairman, be and is hereby approved and the Directors be and are hereby authorised to do all such acts and things which they may consider necessary or desirable to continue to operate the ESOP until 3 July 2016 including the making of further or consequential amendments to the ESOP in particular as may be required to maintain the approval of Her Majesty’s Revenue & Customs thereto.

13. **C&C Long Term Incentive Plan (Part I)**

That the amended and restated C&C Long Term Incentive Plan (Part I) (“**LTIP**”), as summarised in the Schedule of the circular to shareholders dated 28 May 2013, and a copy of which is produced to the meeting and for the purposes of identification initialled by the Chairman, be and is hereby approved and the Directors be and are hereby authorised to do all such acts and things which they may consider necessary or desirable to continue to operate the LTIP until 3 July 2016 including the making of further or consequential amendments

to the LTIP.

14. **C&C Save-As-You-Earn Share Option Scheme**

That the amended and restated C&C Save-As-You-Earn Share Option Scheme (the "**SAYE Scheme**"), as summarised in the Schedule of the circular to shareholders dated 28 May 2013, and a copy of which is produced to the meeting and for the purposes of identification initialled by the Chairman, be and is hereby approved and the Directors be and are hereby authorised to do all such acts and things which they may consider necessary or desirable to operate the SAYE Scheme until 3 July 2016 including the making of further or consequential amendments to the SAYE Scheme in particular as may be required to maintain the approval of the Irish Revenue Commissioners and Her Majesty's Revenue & Customs thereto.

By Order of the Board

Paul Walker

Secretary

28 May 2013

Notes:

Entitlement to attend and vote

- (1) Only those Shareholders registered on the Company's register of members at:
- 6.00 p.m. on 1 July 2013; or
 - if the Annual General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned Annual General Meeting
- shall be entitled to attend and vote at the Annual General Meeting.

Website giving information regarding the meeting

- (2) Information regarding the Annual General Meeting, including the information required by section 133A(4) of the Companies Act 1963, is available from www.candcgroupplc.com.

Attending in person

- (3) The Annual General Meeting will be held at The Shelbourne Hotel, St. Stephen's Green, Dublin 2, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual General Meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the Annual General Meeting.

Appointment of proxies

- (4) A member entitled to attend, speak and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy to attend and vote at the Annual General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company. If you wish to appoint more than one proxy then please contact the Company's Registrars, Capita Registrars (Ireland) Limited on +353 1 553 0050.
- (5) A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the Annual General Meeting and voting in person should he or she wish to do so.
- (6) To be valid, the Form of Proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Capita Registrars (Ireland) Limited at P.O. Box 7117, Business Reply, Dublin 2, Ireland (if by post) or by hand to Capita Registrars (Ireland) Limited, 2 Grand Canal Square, Dublin 2, Ireland as soon as possible and, in any event, so as to be received not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.
- (7) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST 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 appropriate action on their behalf.
- (8) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland (EUI)'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by the Company's Registrar, Capita Registrars (Ireland) Limited, as issuer's agent (CREST Participant ID 7RA08), by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (9) CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (10) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- (11) Completing and returning the Form of Proxy does not preclude a member from attending and voting at the meeting should he/she so wish.
- (12) To appoint a proxy electronically log onto the website of the Registrar, Capita Registrars (Ireland) Limited: www.capitaregistrars.ie. Shareholders should select "Shareholder Portal" and follow the instructions given. Shareholders will require their Shareholder Investor Code (IVC) as printed on the face of the accompanying Form of Proxy. Full details of the procedures, including voting instructions are

given on the website.

Issued shares and total voting rights

- (13) The total number of issued ordinary shares on the date of this notice of Annual General Meeting is 344,353,816. On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying voting rights of which he or she is the holder.

The ordinary resolutions require a simple majority of votes cast by shareholders voting in person or by proxy to be passed. The special resolutions require a majority of not less than 75% of votes cast by those who vote either in person or by proxy to be passed.

Questions at the Annual General Meeting

- (14) Under section 134C of the Companies Act 1963, the Company must answer any question a shareholder may ask relating to the business being dealt with at the Annual General Meeting unless:
- answering the question would interfere unduly with the preparation for the Annual General Meeting or the confidentiality and business interests of the Company;
 - the answer has already been given on a website in a question and answer format; or
 - it appears to the Chairman of the Annual General Meeting that it is undesirable in the interests of good order of the meeting that the question be answered.

Shareholders' right to table draft resolutions and to put items on the agenda

- (15) A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to table a draft resolution for an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2013 Annual General Meeting, the latest date for submission of such requests was 23 May 2013 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Block 71, The Plaza, Parkwest Business Park, Dublin 12, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Investor Code (IVC) (as printed on the accompanying Form of Proxy) and is sent to *company.secretary@candcgroup.ie*.

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.

- (16) A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to put an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2013 Annual General Meeting, the latest date for submission of such requests was 23 May 2013 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form
- must set out in writing the details of the item you wish to have included in the agenda of the meeting;
- must set out in writing your reasons why the item is to be included in the agenda of the meeting;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Block 71, The Plaza, Parkwest Business Park, Dublin 12, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Investor Code (IVC) (as printed on the accompanying Form of Proxy) and is sent to *company.secretary@candcgroup.ie*.

Any requested item must not be defamatory of any person.