

# C&C Group plc

## FORM OF PROXY

To be used for the Annual General Meeting of  
C&C Group plc ("the Company") to be held on 3 July 2013 at  
11.00 a.m. at The Shelbourne Hotel, St Stephen's Green, Dublin 2

I/We the undersigned being a member/members of the Company  
HEREBY APPOINT the duly appointed Chairman of the  
Meeting\*or .....

as my/our proxy to vote for me/us on my/our behalf at the Annual  
General Meeting of the Company to be held at The Shelbourne  
Hotel, St Stephen's Green, Dublin 2 on 3 July 2013 at 11.00 a.m. and  
at any adjournment thereof. I/We direct that my/our vote(s) be cast  
on the resolutions as indicated by an X in the appropriate box.\*\*

**Note:** Please indicate with an 'x' in the boxes below how you wish your votes to be cast. If you do not do so, the proxy will vote or abstain as he/she thinks fit.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
(1) To consider the financial statements for the year ended 28 February 2013 and the reports of the Directors and the auditors thereon.			
(2) To confirm and declare dividends.			
(3) 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			
(4) To authorise the Directors to fix the auditors' remuneration.			
(5) To fix the Directors' ordinary remuneration.			
(6) To receive and consider the Report of the Remuneration Committee on Directors' Remuneration for the year ended 28 February 2013.			
(7) To authorise the allotment of shares. (Section 20 of the Companies (Amendment) Act, 1983)			
(8) Special Resolution: To authorise the limited disapplication of pre-emption rights. (Section 24 of the Companies (Amendment) Act, 1983)			
(9) Special Resolution: To authorise the purchase by the Company of its own shares. (Section 215 of the Companies Act, 1990)			
(10) Special Resolution: To authorise the re-issue by the Company of its shares off-market. (Section 209 of the Companies Act, 1990)			
(11) Special Resolution: That a general meeting of the Company may be called on 14 days' notice.			
(12) Ordinary Resolution: To amend the rules and conditions of, and extend the operation of, the Executive Share Option Plan.			
(13) Ordinary Resolution: To amend the rules and conditions of, and extend the operation of, the Long Term Incentive Plan (Part I).			
(14) Ordinary Resolution: To amend the rules and conditions of, and extend the operation of, the SAYE savings-related share option scheme.			

\* If it is desired to appoint another person as a proxy, these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.  
\*\* Unless otherwise directed, and in respect of any other resolution properly moved at the meeting, the proxy may vote, or may abstain from voting, as he/she thinks fit.

### Notes

- A member who is entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company but must attend the meeting to represent you. 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 appoint more than one proxy to exercise rights attached to different shares held by that member. If you wish to appoint more than one proxy, please contact the Company's registrar, Capita Registrars (Ireland) Limited at +353 1 553 0050.
- Completion of the Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the meeting and voting in person should they wish to do so.
- To be valid, the Form of Proxy and any power 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 of 2 Grand Canal Square, Dublin 2, Republic of Ireland not later than 48 hours before the Annual General Meeting or adjourned Annual General Meeting or (in the case of a poll taken otherwise than at or on the same day as the Annual General Meeting or adjourned Annual General Meeting) at least 48 hours before the taking of the poll at which it is to be used.
- If this Form of Proxy is given by a body corporate it must be given under its common seal or under the hand of an attorney or officer duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and, for this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- As an alternative to completing this hard copy Form of Proxy, a member may appoint a proxy electronically by logging onto the website of the registrar, Capita Registrars (Ireland) Limited: www.capitaregistrars.ie. Shareholders should select "Shareholder Portal" and follow the instructions. Shareholders will need their Shareholder Investor Code (or IVC) as printed on the face of this Form of Proxy. Full details of the procedures are given on the website.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service should refer to notes 7, 8, 9 and 10 of the Notice of Annual General Meeting for instructions on how to do so.
- Only those members registered on the Company's register of members at:
  - 6.00 pm on the day two days before the date of the Annual General Meeting; or
  - if the Annual General Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned Annual General Meeting, shall be entitled to attend and vote at the Annual General Meeting. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
- The "Vote Withheld" option is provided to enable you to abstain from the resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution.

Signature ..... Date ..... 2013  
(only one joint holder to sign)

Detach here

# C&C Group plc

## Attendance Form

Annual General Meeting 2013 on 3 July 2013 at  
11.00 a.m. at The Shelbourne Hotel, St Stephen's  
Green, Dublin 2.

Investor Code (IVC):

Signature of Shareholder

If you are a proxy  
Name of proxy (Block Letters) \_\_\_\_\_

Signature \_\_\_\_\_

Please do not post this section of the form but present it at the shareholders registration desk personally to gain admittance to the meeting.