

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 2 July 2015 at
11.00 a.m. at The Marker Hotel, Grand Canal Square,
Dublin 2, Ireland.

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
Marker Hotel, Grand Canal Square, Dublin 2, Ireland on 2
July 2015 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 2015 and the reports of the Directors and the auditors thereon.			
(2) To confirm and declare dividends.			
(3) Re-election of Directors			
(a) To re-elect Sir Brian Stewart			
(b) To re-elect Stephen Glancey			
(c) To re-elect Kenny Neison			
(d) To re-elect Joris Brams			
(e) To re-elect Emer Finnan			
(f) To re-elect Stewart Gilliland			
(g) To re-elect John Hogan			
(h) To re-elect Richard Holroyd			
(i) To re-elect Breege O'Donoghue			
(j) To re-elect Anthony Smurfit			
(4) To authorise the Directors to fix the auditors' remuneration.			
(5) (a) To receive and consider the Report of the Remuneration Committee on Directors' Remuneration for the year ended 28 February 2015.			
(b) To receive and consider the Directors' Remuneration Policy.			
(6) To authorise the allotment of shares.			
(7) Special Resolution: To authorise the limited disapplication of statutory pre-emption rights.			
(8) Special Resolution: To authorise the purchase by the Company of its own shares.			
(9) Special Resolution: To determine the price range at which Treasury Shares may be re-issued off-market.			
(10) Ordinary Resolution: Approval of Scrip dividend scheme.			
(11) Special Resolution: That a general meeting of the Company may be called on 14 days' notice.			
(12) Ordinary Resolution: Approval and adoption of the C&C 2015 Long Term Incentive Plan.			
(13) Ordinary Resolution: Approval and adoption of the C&C 2015 Executive Share Option Scheme.			
(14) Ordinary Resolution: Amend the rules of the C&C Long Term Incentive Plan (Part 1).			
(15) Special Resolution: Amendment of the Memorandum of Association.			
(16) Special Resolution: Approval and adoption of new Articles of Association to reflect the commencement of the Companies Act 2014.			

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 Asset Services, Shareholder solutions (Ireland) 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 Asset Services, Shareholder solutions (Ireland) 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 Asset Services, Shareholder solutions (Ireland): www.capitashareportal.com entering the company name, C&C Group plc. You will need to register for share portal by clicking on "registration section" (if you have not registered previously). 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 2015
(only one joint holder to sign)

* 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.

Detach here

C&C Group plc

Attendance Form

Annual General Meeting 2015 on 2 July 2015 at
11.00 a.m. at The Marker Hotel, Grand Canal
Square, Dublin 2, Ireland.

Signature of Shareholder

If you are a proxy
Name of proxy (Block Letters) _____

Signature _____

Investor Code (IVC):

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