

# C&C Group plc

## Annual General Meeting

### Form of Proxy

**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.

<b>Resolutions to be voted on are set out in detail in the Notice of Annual General Meeting.</b>			
	For	Against	Vote Withheld
(1) To consider the financial statements for the year ended 29 February 2020 and the reports of the Directors and the auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2) Re-election of Directors			
(a) To re-elect Jill Caseberry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect Helen Pitcher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Jim Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Stewart Gilliland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Andrea Pozzi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect Jonathan Solesbury	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect Jim Clerkin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Vincent Crowley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) To re-elect Emer Finnan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3) To authorise the Directors to fix the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(4) To receive and consider the Report of the Remuneration Committee on Directors' Remuneration for the year ended 29 February 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(5) To authorise the allotment of shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(6) Special Resolution: To authorise the limited disapplication of statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(7) Special Resolution: To authorise the additional 5% disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(8) Special Resolution: To authorise the purchase by the Company of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(9) Special Resolution: To determine the price range at which Treasury Shares may be re-issued off-market.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(10) Ordinary Resolution: To approve the Scrip Dividend Scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702, Ireland on 23 July 2020 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.\*\*

\* 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.

Signature \_\_\_\_\_ Date \_\_\_\_\_ 2020  
 (only one joint holder to sign)

## Notes

1. 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. In order to retain flexibility given the current situation around COVID-19, it is recommended to appoint the "Chair of the Meeting" as your proxy. 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 Registrar, Link Registrars Limited on +353 1553 0050.
2. 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. However, the Company plans to conduct the AGM in accordance with the Irish Government's COVID-19 related public health measures and public health guidance. Shareholders should therefore expect the AGM to take place under constrained circumstances. The Company will ensure that all legal requirements of the meeting, in accordance with its Articles of Association, are satisfied with the minimum necessary quorum of two shareholders and physical distancing measures will be in place. We ask shareholders to adhere to Irish Government regulations and guidance and vote by proxy on the resolutions set out in the Notice of Meeting. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with the COVID-19 related public health measures and advice.
3. 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, Link Registrars Limited by post to PO Box 1110, Maynooth, Co. Kildare, Ireland or by hand to Link Registrars Limited, Level 2, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland no 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.
4. 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.
5. 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.
6. 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, Link Registrars Limited: [www.signalshares.com](http://www.signalshares.com) entering the company name, C&C Group plc. You will need to register an account 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.
7. 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.
8. Only those members registered on the Company's register of members at:
  - 7.00 pm on the day two days before the date of the Annual General Meeting; or
  - if the Annual General Meeting is adjourned, at 7.00 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.
9. 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.