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Rights Issue Guide

For shareholders issued with Provisional Allotment Letters

Important information – please study carefully

Unless the context otherwise requires, words and expressions defined in the prospectus published by C&C Group plc (the “Company”) on 26 May 2021 relating to the Rights Issue (the “Prospectus”) shall have the same meanings in this document. This document is an advertisement and it is neither a prospectus nor a summary of the Provisional Allotment Letter (the “PAL”) or the Prospectus and should not be regarded as a substitute for reading (and recipients of this document should read) the full PAL and the Prospectus which is available at www.candcgroupplc.com/. Without limitation, the contents of the Group’s website do not form part of this document. If you are in any doubt as to the action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, (being, if you are resident in the United Kingdom, an adviser who is duly authorised under the Financial Services and Markets Act 2000 (the “FSMA”), or if you are resident in Ireland, an organisation or firm authorised or exempted under the Investment Intermediaries Act, 1995 of Ireland (as amended) or the European Union (Markets in Financial Instruments) Regulations 2017 (as amended), or if you are resident in a territory outside of the United Kingdom or Ireland, another appropriately authorised independent financial adviser).

Subject to the restrictions set out below, if you sell or transfer, or have sold or otherwise transferred, all of your Existing Ordinary Shares (other than ex-rights) held in certificated form before 8:00 a.m. on 27 May 2021 (the “**Ex-Rights Date**”), please send this document, together with the PAL, duly renounced in Form X on Page 4, as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for onward delivery to the transferee, except that such documents should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including any of the Excluded Territories. Please refer to paragraph 2.8 of Part III (*Terms and Conditions of the Rights Issue*) of the Prospectus if you propose to send this document and/or the PAL outside the United Kingdom or Ireland. If you sell or transfer, or have sold or otherwise transferred, only part of your holding of Existing Ordinary Shares (other than ex-rights) held in certificated form before the Ex-Rights Date, you should refer to the instruction regarding split applications set out in paragraph 2.2 of Part III (*Terms and Conditions of the Rights Issue*) of the Prospectus and in the PAL.

The distribution of this document, any other offering or publicity material relating to the Rights Issue and/or the PAL and/or the transfer of New Ordinary Shares, the Nil Paid Rights and/or the Fully Paid Rights into jurisdictions other than the United Kingdom or Ireland may be restricted by law or regulation, and therefore persons into whose possession this document and/or any accompanying documents come should inform themselves about and observe any such restrictions. In particular, subject to certain exceptions, such documents should not be distributed in, forwarded to or transmitted in or into any of the Excluded Territories. Any failure to comply with these restrictions

may constitute a violation of the securities laws or regulations of any such jurisdictions. The transfer of the New Ordinary Shares, the Nil Paid Rights and/or the Fully Paid Rights may also be so restricted by law or regulation.

United States

The PALs, the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “US Securities Act”), or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States absent registration or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. Accordingly, subject to certain exceptions, persons located in the United States will not be able to participate in the Rights Issue. There will be no public offering of the Nil Paid Rights, Fully Paid Rights or New Ordinary Shares in the United States.

Canada

This document is not, and under no circumstances is to be construed as, a prospectus, an advertisement or a public offering of securities in Canada. No Canadian securities regulatory authority has expressed an opinion about the New Ordinary Shares, the Nil Paid Rights or the Fully Paid Rights and it is an offence to claim otherwise. Please refer to paragraph 2.8 of Part III (*Terms and Conditions of the Rights Issue*) of the Prospectus which includes a summary of the rights of recession or damages available to Canadian purchasers.

The distribution of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights in Canada is being made only on a private placement basis exempt from the requirement that the Company prepare and file a prospectus with the applicable securities regulatory authorities. The Company is not a reporting issuer in any province or territory in Canada and the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights are not listed on any stock exchange in Canada and there is currently no public market for the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights in Canada. The Company currently has no intention of becoming a reporting issuer in Canada, filing a prospectus with any securities regulatory authority in Canada to qualify the resale of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights to the public, or listing the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights on any stock exchange in Canada. Accordingly, to be made in accordance with securities laws, any resale of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights issued hereunder in Canada must be made under available statutory exemptions from registration and prospectus requirements or under a discretionary exemption granted by the applicable Canadian securities regulatory authority. **Canadian holders are advised to seek legal advice prior to any resale of the New Ordinary Shares, the Nil Paid Rights or the Fully Paid Rights.**

No representation or warranty is made as to the tax consequences to a Canadian resident of the Rights Issue or an investment in the New Ordinary Shares, the Nil Paid Rights or the Fully Paid Rights. Canadian residents are advised that the Rights Issue or an investment in the New Ordinary Shares, the Nil Paid Rights or the Fully Paid Rights may give rise to particular tax consequences affecting them. Accordingly, Canadian residents are strongly encouraged to consult with their own tax advisers as to the consequences to them of the Rights Issue and any other transactions described herein in light of their particular circumstances, including as to whether any amount is required to be included in income as a consequence of the receipt of Nil Paid Rights under the Rights Issue.

Helpline

If after reading the enclosed documents you have any further questions, please call the Shareholder Helpline on 01 553 0050 (from within Ireland) or +353 1 553 0050 if calling internationally. The Shareholder Helpline is open from 9.00 a.m. to 5.00 p.m. (Dublin time) Monday to Friday (excluding Irish bank holidays). Calls from outside Ireland will be charged at the applicable international rate. Please note that, for legal reasons, the Shareholder Helpline will only be able to provide information contained in the Prospectus and will be unable to give advice on the merits of the Rights Issue or to provide financial, investment or taxation advice.

Part A: What is happening?

The Company is undertaking a Rights Issue to raise approximately £151 million (gross) from Shareholders. Under the Rights Issue you will be entitled to buy 6 New Ordinary Shares for every 23 Existing Ordinary Shares you own at 186 pence per New Ordinary Share.

What is in this pack?

Provisional Allotment Letter (the “PAL”)

The PAL is the document which sets out your entitlement to participate in the Rights Issue. You must send this form to the Receiving Agent with your pounds sterling cheque or pounds sterling banker’s draft if you wish to take part in the Rights Issue.

Business reply envelope

A reply-paid envelope to return your PAL is also enclosed.

What should I do now?

Read the Prospectus, this document and the PAL carefully. Your options are set out below. If you want to take any action, return your PAL to be received by the Receiving Agent in good time before the deadline stated under each option. It is recommended that you allow sufficient time for delivery. The Prospectus is available on <https://www.candcgroupplc.com/>. A copy of the Prospectus in printed form is available on request and free of charge from the Company, at CAGsupport@Linkgroup.ie.

You have a number of options

- Option 1: **Take up all** of your rights
- Option 2: **Take up some** of your rights only
- Option 3: **Attempt to sell all** of your rights*
- Option 4: **Attempt to sell some** of your rights and, if you wish, take up some or all of the rest*
- Option 5: **Do nothing (let your rights lapse)**

* **You should contact your stockbroker, bank or other authorised independent financial adviser promptly if you are intending to sell some or all of your rights to confirm their requirements so the transaction can be executed before the applicable deadline.**

Your checklist

- Read this document, the PAL and the Prospectus carefully.

If, having read the information, you wish to participate in the Rights Issue:

- Sterling cheques or banker’s drafts must be drawn on an account at a bank or building society or a branch of a bank or building society which is in the United Kingdom, the Channel Islands or the Isle of Man and which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker’s drafts to be cleared through facilities provided by either of these companies. Such cheques and banker’s drafts must bear the appropriate sort code number in the top right-hand corner. **Payments via CHAPS, BACS or electronic transfer will not be accepted.**
- Pay any sterling cheques or banker’s drafts from your personal account. Third party cheques may not be accepted except building society cheques or banker’s drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque or banker’s draft to such effect.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Each of the times and dates (other than the Record Date) in the table below is indicative only and may be subject to change.^{(1),(2),(3),(4)}

Record Date for entitlement under the Rights Issue for Qualifying Shareholders, Qualifying Euroclear Shareholders and Qualifying CDI Holders	Close of business on 24 May 2021
Announcement of Rights Issue	26 May 2021
Prospectus and 2021 Annual Report published	26 May 2021
Despatch of Provisional Allotment Letters (to Qualifying Certificated Shareholders only)	26 May 2021
Dealings in New Ordinary Shares, nil paid, commence on the London Stock Exchange	8.00 a.m. on 27 May 2021
Existing Ordinary Shares marked “Ex-Rights” by the London Stock Exchange	8.00 a.m. on 27 May 2021
Nil Paid Rights and Fully Paid Rights enabled by Euroclear Bank	As soon as practicable after 8.00 a.m. on 27 May 2021
Euroclear Subscription Rights (representing, Nil Paid Rights) credited to accounts of Admitted Institutions in Euroclear Bank (Qualifying Euroclear Shareholders only)	As soon as practicable after 8.00 a.m. on 27 May 2021
CDI Rights (representing Nil Paid Rights) credited to stock accounts in CREST (Qualifying CDI Holders only)	As soon as practicable after 8.00 a.m. on 27 May 2021
CDI Rights (representing Nil Paid Rights and Fully Paid Rights) enabled in CREST	As soon as practicable after 8.00 a.m. on 27 May 2021
Nil paid trading period on the London Stock Exchange ends	Close of business on 11 June 2021
Latest time and date for acceptance and payment by settlement in CREST (Qualifying CDI Holders only)	12.00 Noon on 15 June 2021
Latest time and date for depositing Nil Paid Rights and Fully Paid Rights into Euroclear Bank	3.00 p.m. on 15 June 2021
Latest time and date for splitting Provisional Allotment Letters, nil or fully paid	3.00 p.m. on 16 June 2021
Latest time and date for receipt of an acceptance and payment in full by Euroclear Bank from Admitted Institutions (Qualifying Euroclear Holders only)	10.00 a.m. on 18 June 2021
Latest time and date for receipt of an acceptance, payment in full and registration of renunciation of Provisional Allotment Letters (Qualifying Shareholders only)	11.00 a.m. on 18 June 2021
Results of Rights Issue to be announced through a Regulatory Information Service	by 8.00 a.m. on 21 June 2021
Dealings in New Ordinary Shares, fully paid, commence on the London Stock Exchange	8.00 a.m. on 21 June 2021
Euroclear Shares credited to accounts of Admitted Institutions in Euroclear Bank (Qualifying Euroclear Shareholders only)	As soon as practicable after 8.00 a.m. on 21 June 2021
CDIs credited to CREST stock accounts (Qualifying CDI Holders only)	As soon as practicable after 8.00 a.m. on 21 June 2021
Despatch of definitive share certificates for the New Ordinary Shares in certificated form (to Qualifying Certificated Shareholders only) and premium payments (if applicable) in respect of Nil Paid Rights not taken up	by 2 July 2021

NOTES:

- (1) The ability to participate in the Rights Issue is subject to certain restrictions relating to Qualifying Shareholders with registered addresses or located or resident in jurisdictions outside the UK and Ireland, details of which are set out in Part III (*Terms and Conditions of the Rights Issue*) of the Prospectus.
- (2) The times and dates set out in the expected timetable of principal events above are indicative only and may be adjusted by the Company (with the agreement of, in certain circumstances, the Underwriters), in which event details of the new times and dates will be notified to the FCA, the London Stock Exchange and, where appropriate, Qualifying Shareholders.
- (3) The Nil Paid Rights or Fully Paid Rights represented by the Provisional Allotment Letter may be converted into book-entry form, that is, deposited into the Euroclear System. Holders of Nil Paid Rights or Fully Paid Rights represented by a Provisional Allotment Letter are urged to contact their broker and/or custodian if they wish to deposit (mark up) Nil Paid Rights or Fully Paid Rights into the Euroclear System (and to arrange for the issue of CDI Rights in respect of such Nil Paid Rights and Fully Paid Rights) or to withdraw (mark down) Nil Paid Rights or Fully Paid Rights from the Euroclear System and for advice on timing. Any such mark up or mark down will entail interaction with a broker and/or custodian and may involve certain costs being incurred and/or a delay in execution which may differ from the comparable process applicable in respect of the ordinary procedure for dematerialisation of certificated shares in UK companies into CREST.
- (4) References to times in this document are to London/Dublin times unless otherwise stated.

Part B: Your options and how to take them up

What am I being offered and what do I do next?

For every 23 Existing Ordinary Shares you hold, you are being offered the right to buy 6 New Ordinary Shares at a price of 186 pence per New Ordinary Share.

Option 1: Take up all of your rights

1. Tick Box A and make out a sterling cheque or banker's draft payable to "Link Registrars Limited Re: C&C Group RI a/c" and crossed "A/C payee only" for the full amount indicated in Box 3 on page 1 of the PAL.
2. Write the Allotment Number and your surname on the back of the cheque/banker's draft. The Allotment Number can be found on page 1 of the PAL.
3. Attach the sterling cheque or banker's draft to the PAL.
4. Do not sign the PAL.
5. Put the PAL and cheque or banker's draft in the reply-paid envelope provided.
6. Deliver your PAL and cheque by post or by hand (during normal business hours) to be received by the Receiving Agent by 11.00 a.m. (Dublin time) on 18 June 2021. Please allow sufficient time for delivery.

Option 2: Take up some of your rights (the remaining rights will lapse and be dealt with as in Option 5)

1. Tick Box B and write in the box opposite the number of New Ordinary Shares you wish to acquire.
2. Calculate the amount you need to pay: **Number of New Ordinary Shares you wish to take up x 186 pence**. Write this in the box below the number of New Ordinary Shares you wish to acquire.
3. Write the Allotment Number and your surname on the back of the sterling cheque/banker's draft. The Allotment Number can be found on page 1 of the PAL.
4. Sign and date Form X on page 4 of the PAL.
5. Attach the cheque or banker's draft made payable to "Link Registrars Limited Re: C&C Group RI a/c" and crossed "A/C payee only" to the PAL.
6. Put the PAL and cheque or banker's draft in the reply-paid envelope provided.
7. Deliver your PAL and cheque or banker's draft by post or by hand (during normal business hours) to the Receiving Agent to be received by 11.00 a.m. (Dublin time) on 18 June 2021.



Deadline
11.00 a.m. on
18 June 2021



Deadline
11.00 a.m. on
18 June 2021

Option 3: Attempt to sell all your rights

1. Complete and sign Form X on page 4 of the PAL.
2. Send the entire PAL to your stockbroker, bank, other authorised independent financial adviser or to the transferee (provided they are not in an Excluded Territory), who will attempt to sell your rights on your behalf.
3. Please get in touch with the relevant person in plenty of time to execute the transaction before their deadline (you will need to check this date with the relevant person).

**London Stock
Exchange trading
deadline
Close of Business
on 11 June 2021**

Option 4: Attempt to sell some of your rights and take up the rest

1. First, split your PAL by completing and signing Form X on page 4 of the PAL and writing a cover letter explaining how many split PALs you require and how many rights you require on each split PAL.
3. Make out a cheque or banker's draft payable to "Link Registrars Limited Re: C&C Group RI a/c" and crossed "A/C payee only" for the relevant amount that you wish to take up.
4. Write the Allotment Number and your surname on the back of the cheque, attach the cheque to the PAL and send to Link Registrars Limited using the reply-paid envelope provided.
5. You (or your stockbroker, bank or other authorised independent financial adviser) will receive the relevant number of split PALs in relation to the rights to be sold. Send the PALs representing the rights you wish to sell to the new owner (or their broker).
6. If you wish to let the balance lapse instead, you do not need to do anything further. See option 2.

**Deadline (for
splitting your PAL)
3.00 p.m. on 16 June
2021 (Note London
Stock Exchange Dealing
deadline if selling
Nil Paid).**

**Deadline (for
selling your
rights) Close of
Business on
11 June 2021**

Option 5: Do nothing

1. If you decide to take no action and do not return your PAL, your rights will expire or 'lapse' after the offer closes at 11:00 a.m. on 18 June 2021.
2. The Company will then arrange for the New Ordinary Shares that your rights entitled you to buy to be offered for sale in the market. Any premium obtained above 186 pence, less expenses, will then be paid to you (provided the total amount is £5 or more).
3. The total number of Existing Ordinary Shares you own will then stay the same. However, the proportion of the Company that you own will reduce as more Ordinary Shares will be in issue.

Part C: Your main questions answered

Section 1 – What is happening?

Q What is a rights issue?

A A rights issue is a way for companies to raise money. Companies do this by giving their existing shareholders a right to acquire further shares. The number of rights offered is proportionate to the number of shares that each Qualifying Shareholder holds.

Q Why is the Company undertaking the Rights Issue?

A A full description of the background to and reasons for the Rights Issue is set out in the Prospectus. The Prospectus is available on the Company's website at www.candcgroupplc.com.

Q What is being offered?

A Qualifying Shareholders are being offered the opportunity to buy an extra 6 New Ordinary Shares in the Company for every 23 Existing Ordinary Shares that they held at the close of business on 24 May 2021 at a price of 186 pence per New Ordinary Share.

The New Ordinary Shares are being offered to Qualifying Shareholders at a 38.9 per cent. discount to the Closing Price of 304.6 pence per Existing Ordinary Share on 25 May 2021, being the last Business Day before the announcement of the Rights Issue on 26 May 2021.

New Ordinary Shares have the same rights attaching to them as Existing Ordinary Shares and can be traded in the same way.

Q Am I entitled to take up the rights to buy New Ordinary Shares?

A If your name is on the enclosed PAL and you have not sold all your shares shown in Box 1 of your PAL prior to 8:00 a.m. on 27 May 2021, you should be entitled to buy New Ordinary Shares in the Rights Issue. You have been sent a PAL because you hold your Existing Ordinary Shares in certificated form on 24 May 2021 (the Record Date). If you sell or transfer, or have sold or otherwise transferred, all of your Existing Ordinary Shares (other than ex-rights) held in certificated form before 8.00 a.m. on 27 May 2021, please send the PAL (duly renounced on Form X) and this document to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer will be or was effected for onward delivery to the transferee, except that such documents should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of registration or of other local securities laws or regulations including any of the Excluded Territories.

If your registered address is in any other jurisdiction outside the United Kingdom or Ireland where the extension or availability of the Rights Issue (and any other transaction contemplated by it) would breach any applicable law or regulation, you are not entitled to participate in the Rights Issue unless certain exemptions apply. You are responsible for complying with any applicable legal requirements in your own jurisdiction in relation to the Rights Issue.

Q How many New Ordinary Shares am I entitled to buy?

A Subject to applicable securities laws restrictions, the number of New Ordinary Shares that you are entitled to buy is set out in Box 2 on your PAL. The number was determined by multiplying the number of Existing Ordinary Shares you held at the close of business on 24 May 2021 by the Rights Issue ratio of 6/23 and then rounding down to the nearest whole number.

For example, if you held 100 Existing Ordinary Shares you would be entitled to buy 26 New Ordinary Shares at 186 pence each. This would cost a total of £48.36.

Q Will the proportion of the Company I own stay the same?

A You should read the Prospectus carefully and, if you decide to buy all the New Ordinary Shares you are entitled to, then the proportion of the Company you own will remain the same as it was before the Rights Issue, subject to fractional entitlements. If you decide to sell some or all of your rights, or let them lapse, then the proportion of the Company you own will be smaller once the Rights Issue has been completed.

Section 2 – Shareholder options

Q What are “rights” and what does it mean to “take them up”?

A Each “right” allotted to you is a right to buy a New Ordinary Share under the Rights Issue. If you are entitled to buy 6 New Ordinary Shares, you have been allotted 6 rights. A right in respect of which no payment has been made is a “Nil Paid Right” and a right in respect of which payment in full has been made is a “Fully Paid Right”.

To “take up” means to exercise a right to buy New Ordinary Shares at 186 pence each under the Rights Issue.

Fractions of rights have not been allotted to Qualifying Shareholders, but will be aggregated and, if possible, sold to the market with the net proceeds going to the Company.

Q How do I go about taking up ALL of my rights?

A If you want to take up all the rights you are entitled to, you need to tick Box A on your personalised PAL and make out a sterling cheque or banker’s draft payable to “Link Registrars Limited Re: C&C Group RI a/c” and crossed “A/C payee only” for the full amount indicated in Box 3 on your personalised PAL. Write the Allotment Number and your surname on the reverse of the cheque/banker’s draft. The Allotment Number can be found on page 1 of the PAL. Attach the cheque or banker’s draft to your PAL and then return the PAL and the cheque to the Receiving Agent, Link Registrars Limited, in the reply-paid envelope provided. Please allow sufficient time for delivery. Please allow at least four business days for delivery within Ireland and longer for overseas mailings.

Remember that the cheque should be from your own bank account. Third party cheques may not be accepted (with the exception of sterling Bankers drafts or sterling building society cheques, where the bank or building society has confirmed the name of the account holder by stamping or endorsing the cheque draft to such effect).

Q What currency and form of payment can I use to take up my rights?

A Payments to take up rights must be made in pounds sterling. Cheques or banker’s drafts must be drawn on an account at a bank or building society or a branch of a bank or building society which is in the United Kingdom, the Channel Islands or the Isle of Man and which is either a settlement member of Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques or banker’s drafts to be cleared through facilities provided by either of these companies. Third party cheques may not be accepted except building society cheques or banker’s drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the cheque or banker’s draft to such effect.

Payments via CHAPS, BACS or electronic transfer will not be accepted.

Full instructions of how payments are to be made are set out in your PAL.

Q What does dealing in “Nil-Paid Rights” mean?

A If you do not wish to acquire the New Ordinary Shares offered to you under the Rights Issue, you can instead sell the rights to those New Ordinary Shares (the “Nil-Paid Rights”) and receive net proceeds of the sale in cash. This is referred to as dealing “nil-paid”. You should note that the last date for

dealing in Nil Paid Rights on the London Stock Exchange is 11 June 2021 and you should contact your stockbroker in good time to enable your stockbroker to effect delivery of your Nil Paid Rights via their Euroclear Bank participant account.

Q What does “lapse” mean?

A If you do not return a completed PAL by 11.00 a.m. on 18 June 2021, your rights to the New Ordinary Shares will lapse, or expire and you will no longer be entitled to take up or sell your rights. The New Ordinary Shares that your lapsed rights entitled you to buy may be sold to other people and any proceeds of the sale, less expenses, will be returned to you by cheque (provided that the amount is £5.00 or more).

Q Are there any tax implications I need to consider?

A A general guide to certain aspects of the current tax position for shareholders who are resident and domiciled in the United Kingdom or Ireland can be found in the Prospectus. Any shareholders who are in any doubt as to their tax position, or who are subject to tax in any other jurisdiction, should consult an appropriate professional adviser as soon as possible. Please note that the Shareholder Helpline will not be able to assist you with taxation issues. The Company cannot provide any tax or other investment advice in relation to the Rights Issue.

Q Will I have to pay any charges under any of the options?

A There will be no charge for taking up your rights. If you sell some or all of your rights you may be charged a fee by whomever arranges the sale for you. If you take your PAL to a stockbroker, bank or other authorised independent financial adviser and have the relevant party arrange the sale, that relevant party may charge you a fee, in accordance with whatever terms you agree with that relevant party.

Section 3 – Dealing in the rights

Q What happens if I do not want to take up my rights?

A If you decide not to take up your rights, you can attempt to sell all or some of your total rights allocation. The rights may have a market value because they give their owner the opportunity to buy New Ordinary Shares at 186 pence per New Ordinary Share. Or you could do nothing and let the rights lapse (see the question below: *What happens if I do nothing?*).

Q How do I attempt to sell ALL of my rights?

A If you want to sell all of your rights, you can attempt to sell all of your rights through your stockbroker, bank or other agent. If you wish to sell your rights, you should contact your stockbroker, bank or other agent.

Q If I decide to sell my rights, how much money will I receive?

A The price you will receive for your rights will depend on market conditions. Please be aware that the market price for rights is different from the issue price of the New Ordinary Shares under the Rights Issue. The market price for rights reflects the value the market places on the rights. It is possible that you will receive little or no proceeds from the sale of some or all of your rights. It is also possible that a broker will not be able to sell your rights, depending on market conditions. If your rights are not sold, they will lapse at 11.00 a.m. on 18 June 2021. Lapsed rights may be sold to other people and any proceeds of the sale will be returned to you by cheque (provided the amount is £5.00 or more).

Q How will I know the price of the rights?

A The price of the rights (their legal term is “Nil Paid Rights”) will fluctuate like all traded securities. The price of the rights will be quoted in some daily newspapers and on a number of online sites. It is

very important to note that the price that you see listed in a newspaper or on online sites is very unlikely to be the price that you will receive if you decide to sell your rights.

Q If I decide to attempt to sell my rights, when will I receive the proceeds?

A If you decide to attempt to sell your rights through your stockbroker, bank or other agent, they will pay the proceeds to you (net of any expenses) in accordance with the terms you agree with them (provided that they are able to make such a sale on your behalf).

Q What happens if I do nothing?

A If you take no action, your rights will expire or ‘lapse’ after the offer closes at 11.00 a.m. on 18 June 2021. The Company will then arrange for the New Ordinary Shares that your rights entitled you to buy, together with those of other Shareholders, to be offered for sale in the market.

Any premium obtained above the Issue Price of 186 pence per New Ordinary Share, less expenses, will then be paid to you provided the total amount is £5.00 or more. Amounts of less than £5.00 will not be paid to you but will be for the benefit of the Company. The total number of Existing Ordinary Shares you own will stay the same. However, the proportion of the Company you own will reduce as more Existing Ordinary Shares will be in issue.

Q How much time do I have to decide?

A You should carefully review this document, the Prospectus and the PAL as soon as possible. If you want to participate in the Rights Issue, we would strongly recommend that you complete and return the attached PAL in good time before the deadline of 11 a.m. on 18 June 2021. Applications received after the deadline may not be accepted.

Deadline for depositing Nil Paid Rights or Fully Paid Rights represented by a PAL into Euroclear Bank: 3.00 p.m. on 15 June 2021.

Deadline for splitting PALs, nil paid or fully paid: 3.00 p.m. on 16 June 2021.

Deadline for acceptance and payment in full and registration of renounced PALs: 11.00 a.m. on 18 June 2021.

Q What if I send in my PAL and my payment but then change my mind?

A Once you have sent your PAL and payment, you cannot withdraw your application or change the number of New Ordinary Shares that you have applied for, except in the very limited circumstances set out in the Prospectus.

Q What happens if I have authorised a Power of Attorney to carry out my rights request?

A Any forms completed and returned on your behalf by an attorney must be accompanied by a certified copy of the power of attorney.

Q What should I do if I think the shareholding stated in Box 1 on my PAL is incorrect?

A If you have bought or sold Existing Ordinary Shares shortly before 24 May 2021, your transaction might not have been entered on the Company’s register of members in time to appear on the register at the Record Date. If you are concerned that your holding of Existing Ordinary Shares shown in Box 1 of your PAL is incorrect, please call the Shareholder Helpline on +353 1 553 0050.

Please be aware that, for legal reasons, the Shareholder Helpline will only be able to provide information contained in the Prospectus and information relating to the Company’s register of members and will not be able to give advice on the merits of the Rights Issue or provide financial, legal, tax or investment advice.

Q When will I receive my New Ordinary Shares?

A If you take up some or all of your rights, share certificates representing your New Ordinary Shares are expected to be despatched by 2 July 2021.

Q Will I be better off selling my rights or letting them lapse?

A This is your own investment decision. The amount (if any) you will receive if you sell your rights yourself or allow them to lapse will depend on the market price at the relevant time. Neither the Company nor Link Registrars Limited can advise you in relation to the Rights Issue. Please contact your stockbroker, bank or other duly authorised independent financial adviser if you would like advice on how to deal with your rights.

Q What happens if my payment for taking up my rights fails?

A If your cheque is returned by the banking system and your payment cannot be made on first presentation of your cheque, your subscription for New Ordinary Shares may be treated as invalid and you may not be allotted New Ordinary Shares. In this case your rights may be treated in the same way as if they had lapsed; the rights allocated to you may be sold in the market and any premium, less selling and associated expenses, paid to you.

Q How do I transfer my rights into the CREST System via Euroclear Bank?

A If you wish to convert all of your rights into CDI form in CREST you may do so by first depositing them into Euroclear Bank:

- Complete and sign Form X and the Euroclear Bank Deposit Form which are both on page 4 of the PAL.
- Deliver the PAL to your Stockbroker who will arrange to deposit the PAL with Euroclear Bank and to send the necessary SWIFT Message in Euroclear Bank in good time before the deadline for onward delivery into CREST.
- **Deadline for trading Nil Paid on London Stock Exchange:** Close of Business on 11 June 2021.

If you wish to Deposit only some of your rights into Euroclear Bank:

- Apply for split PALs (Option 4).
- Complete and sign the Euroclear Bank Deposit Form on the relevant PAL (or PALs, if you wish to deposit the rights represented by more than one PAL).
- Arrange for your Stockbroker to deposit the PAL or PALs in good time before the deadline.
- **Deadline for trading Nil Paid on London Stock Exchange:** Close of Business on 11 June 2021.

Once rights are deposited into Euroclear Bank, all renunciations and transfers of rights must be effected through Euroclear Bank. Where they are onward delivered into CREST, all renunciations and transfers of rights must be effected through CREST. You are recommended to refer to the Euroclear Bank Service Description and the CREST International Manual for details of applicable procedures in either case.

Section 4 – Next steps

Q What do I need to do next?

A Once you have decided what you want to do with your rights (i.e. which option you wish to take), you should refer to Part B and follow the information supplied. You can also telephone the Shareholder Helpline on the number set out below.

Q Where can I find further information about the Rights Issue?

A More information can be found in the PAL and on the Company's website, www.candcgroupplc.com (in particular, in the Prospectus that is available at www.candcgroupplc.com). Alternatively, if after reading the enclosed documents you have any further questions, please call the Shareholder Helpline on +353 1 553 0050. The Shareholder Helpline is open from 9.00 a.m. to 5.00 p.m. (Dublin time) Monday to Friday (excluding Irish bank and public holidays). Calls from outside Ireland will be charged at the applicable international rate. Please note that, for legal reasons, the Shareholder Helpline will only be able to provide information contained in this Prospectus and will be unable to give advice on the merits of the Rights Issue or to provide financial, investment or taxation advice.