

The Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and the Provisional Allotment Letters have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or under any securities laws of any state or other jurisdiction of the United States and accordingly may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except pursuant to registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offer of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares in the United States.

SHAREHOLDER INSTRUCTION LETTER

26 May 2021

Dear Shareholder

6 for 23 Rights Issue of 81,287,315 New Ordinary Shares at 186 pence per New Ordinary Share of C&C Group plc (the "Company")

As you may be aware, the Company announced on 26 May 2021 that it proposes to raise approximately £151 million, net of expenses, by way of a rights issue (the "**Rights Issue**") of 81,287,315 New Ordinary Shares ("**New Ordinary Shares**") at 186 pence per share. In the United States, the New Ordinary Shares will only be offered to persons who are reasonably believed to be "qualified institutional buyers" (each a "**QIB**") within the meaning of Rule 144A under the United States Securities Act of 1933, as amended (the "**Securities Act**"). Capitalised terms used herein but not defined herein shall have the respective meanings assigned to them in the Prospectus dated 26 May 2021 in respect of the Rights Issue (the "**Prospectus**").

Based upon information available to us and your confirmation to us, we are sending the enclosed Prospectus and QIB Representation Letter to you on the basis that we reasonably believe that you are a QIB. **If you are not a QIB and are located in the United States, you are required to disregard this letter and the enclosed documents.**

The Rights Issue is only available in the United States to QIBs in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Therefore, if you are a QIB, in order to participate in the Rights Issue, you must sign and deliver the enclosed QIB Representation Letter to Link Registrars Limited ("**Link**") by email or mail (contact details below) to arrive not later than 11:00 a.m. on 18 June 2021. The Company and Link, in consultation with the Company, reserve the right to treat as not valid any instruction received by you in respect of Nil Paid Rights or New Ordinary Shares unless such instruction is accompanied or preceded by a signed copy of the enclosed QIB Representation Letter. *Nil Paid Rights, Fully Paid Rights and New Ordinary Shares may not be re-offered, resold, pledged, transferred or otherwise disposed of by you, unless Link has received a signed copy of the enclosed QIB Representation Letter.*

If you are a QIB with a registered address in the United States holding Shares through CREST in CDI form, Nil Paid Rights proportionate to the number of Ordinary Shares that you hold have been credited to your CREST account; in order to take up such Nil Paid Rights, you must (a) deliver a signed QIB Representation Letter to Link and (b) take up all or part of your Nil Paid Rights in accordance with the procedures set forth in the enclosed Prospectus.

If you are a QIB with a registered address in the United States holding Shares through the Euroclear System, Nil Paid Rights proportionate to the number of Ordinary Shares that you hold have been credited to your Euroclear Bank account; in order to take up such Nil Paid Rights, you must (a) deliver a signed QIB Representation Letter to Link and (b) take up all or part of your Nil Paid Rights in accordance with the procedures set forth in the enclosed Prospectus.

If you are a QIB whose Ordinary Shares are held on your behalf by a non-U.S. nominee through CREST in CDI form, Nil Paid Rights proportionate to the number of Ordinary Shares to which you are beneficially entitled have been credited to the CREST account of your non-U.S. nominee; in order to take up such Nil Paid Rights, you must (a) deliver a signed QIB Representation Letter to Link, (b) send a copy of the QIB Representation Letter to your non-U.S. nominee and (c) instruct your non-U.S. nominee to take up, on your behalf, all or part of your Nil Paid Rights in accordance with the procedures set forth in the enclosed Prospectus.

If you are a QIB whose Ordinary Shares are held on your behalf by a non-U.S. nominee through the Euroclear System, Nil Paid Rights proportionate to the number of Ordinary Shares to which you are beneficially entitled have been credited to the Euroclear Bank account of your non-U.S. nominee; in order to take up such Nil Paid Rights, you must (a) deliver a signed QIB Representation Letter to Link, (b) send a copy of the QIB Representation Letter to your non-U.S. nominee and (c) instruct your non-U.S. nominee to take up, on your behalf, all or part of your Nil Paid Rights in accordance with the procedures set forth in the enclosed Prospectus.

If you are a QIB whose Ordinary Shares are held on your behalf by a U.S. nominee through CREST in CDI form, Nil Paid Rights proportionate to the number of Ordinary Shares to which you are beneficially entitled have been credited to the CREST account of your nominee; in order to take up such Nil Paid Rights, you must (a) deliver a signed QIB Representation Letter to Link, (b) send a copy of the QIB Representation Letter to your nominee and (c) instruct your nominee to take up, on your behalf, all or part of your Nil Paid Rights in accordance with the procedures set forth in the enclosed Prospectus.

If you are a QIB whose Ordinary Shares are held on your behalf by a U.S. nominee through the Euroclear System, Nil Paid Rights proportionate to the number of Ordinary Shares to which you are beneficially entitled have been credited to the Euroclear Bank account of your nominee; in order to take up such Nil Paid Rights, you must (a) deliver a signed QIB Representation Letter to Link, (b) send a copy of the QIB Representation Letter to your nominee and (c) instruct your nominee to take up, on your behalf, all or part of your Nil Paid Rights in accordance with the procedures set forth in the enclosed Prospectus.

Please note that the actions noted in the preceding paragraphs need to be undertaken on a timely basis in order to ensure that you meet the deadlines for participation in the Rights Issue set forth in the Prospectus. You should be aware that Link and, if applicable, your nominee may impose earlier deadlines for receipt of instructions from you in connection with the Rights Issue.

The Company and Link, in consultation with the Company, reserve the right to reject any instruction sent by or on behalf of any Shareholder with a registered address in the United States in respect of any Nil Paid Rights, unless such instruction is accompanied or preceded by a signed copy of the enclosed QIB Representation Letter. Your attention is drawn to Part III of the Prospectus (and paragraph 2.8 of Part III in particular, which contains important information regarding the restrictions applicable to Shareholders located within the United States).

Should you have any enquiries, please contact Link in Ireland on +353 1 553 0050.

Yours faithfully,

C&C Group plc

Enclosures: Prospectus and QIB Representation Letter

Return completed QIB Representation Letter to:

Link Registrars Limited

PO Box 1110

Maynooth

Co Kildare

Ireland

Re: C&C Group Rights Issue

Email: CAGSupport@linkgroup.ie