
Notice of the Annual General Meeting of the Company to be held at the Maldrón Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland on 15 August 2024 at 2.00 p.m. is set out at the end of this circular. Whether or not you propose to attend the Annual General Meeting, please complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received not less than 48 hours before the holding of the Annual General Meeting.



Annual General Meeting 15 August 2024

THIS DOCUMENT AND ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action you should take, please immediately consult your independent financial adviser (being, in the case of Shareholders in Ireland, an adviser authorised or exempt under the European Union (Markets in Financial Instruments) Regulations 2017 of Ireland (as amended) or the Investment Intermediaries Act 1995 of Ireland (as amended) and, in the case of Shareholders in the United Kingdom, an adviser authorised pursuant to the UK Financial Services and Markets Act 2000).

If you sell or otherwise transfer all of your shares in C&C Group plc prior to the AGM, you should pass this document and the accompanying Form of Proxy to the purchaser or the transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee and/or for any other action you should take.

Dear Shareholder

I am pleased to inform you that the Annual General Meeting (“AGM”) of C&C Group plc (the “Company”) will be held at the Maldron Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland on 15 August 2024 at 2.00 p.m. The Notice of Annual General Meeting of the Company, which contains the resolutions to be proposed to the meeting, is set out on pages 11 to 16 of this document.

Business of the Meeting

The items of business (both ordinary and special) of the meeting are set out in resolutions 1 to 12 (inclusive) (“Resolutions”) of the Notice of Annual General Meeting. A summary and explanation of those Resolutions is set out in Appendix 1 to this letter.

In addition to resolutions dealing with the business of the Company that have been considered and approved by Shareholders at previous annual general meetings, Shareholders are also being asked to approve a revised Remuneration Policy on Directors’ Remuneration and a new Long Term Incentive Plan for Executive Directors and employees of the Company. Our current Long Term Incentive Plan was approved by Shareholders and adopted in July 2015. It expires, for the purposes of new grants, in July 2025. Therefore, in light of this, and to coincide with the renewal of the Directors’ Remuneration Policy for which approval is being sought, we are proposing the adoption of the 2024 Long Term Incentive Plan. A summary of the principal terms of the 2024 Long Term Incentive Plan is set out in Appendix 2 to this letter.

Dividend

The Board is pleased to recommend a final dividend of 3.97 cent per share for approval at the AGM.

Arrangements for the AGM

As in prior years, we will be holding this year’s AGM as a physical meeting. Shareholders who cannot attend the meeting in person are encouraged to submit their proxy instruction before the applicable proxy deadline on the Company Registrar’s voting platform, <https://www.signalshares.com>, which can be accessed by following the instructions on page 15. Shareholders are also invited to submit questions in advance of the meeting by emailing AGM2024@candcgroup.com, stating your name and Investor Code (“IVC”) (as printed on your share certificate or obtained through the Company’s Registrar, Link Registrars Limited). Any questions should be submitted by 2.00 p.m. on 13 August 2024. The answers to validly posed questions will be answered at the AGM or, where appropriate, via email.

Action to be taken by you

Shareholders whose name appears on the register of members of the Company (i.e. those Shareholders who hold their shares in certificated form and who do not hold their interests in shares through the Euroclear Bank system or as CREST Depository Interests (“CDIs”) through the CREST system) can appoint a proxy to attend, speak and vote at the AGM by completing and returning the enclosed Form of Proxy or by appointing a proxy electronically through the website of the Company Registrar’s share portal at: <https://www.signalshares.com>. Additionally, the Company’s Registrar has launched a shareholder app, LinkVote+, that allows Shareholders to access their record again this year and at any time and submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both Google Play and the Apple App Store, or by scanning the relevant QR code below:



Apple App Store



Google Play

The Form of Proxy, in order to be effective, should be completed in accordance with the instructions given and returned so as to reach the Company's Registrar or returned electronically via the Company's Registrar's website no later than 48 hours before the time of the AGM. Further information in relation to the appointment of proxies is set out in the notes to the Notice of AGM.

The Board encourages Shareholders to vote electronically in advance of the AGM where possible. This not only saves considerable printing and postage costs, but it also ensures the Company generates less waste, thereby reducing our overall impact on the environment. Reducing our carbon footprint is one of the six pillars of C&C's ESG Strategy and, on behalf the Board, we would like to thank our Shareholders for their contribution towards this goal. More details regarding our ESG Strategy can be found in the 2024 Annual Report and Accounts or on the Company website at: www.candcgroupplc.com.

Persons who hold interests in shares through the Euroclear Bank system or as CDIs through the CREST system should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes or voting instructions for the AGM through the respective systems. Further details on how to submit proxy votes or voting instructions through the Euroclear Bank system or through the CREST system are set out in the notes to the Notice of AGM.

Recommendation

The Directors consider the Resolutions to be proposed at the forthcoming AGM to be in the best interests of the Company and its Shareholders as a whole and, accordingly, the Directors unanimously recommend that Shareholders vote in favour of each of the Resolutions, as they intend to do in respect of their own shareholdings.

A handwritten signature in black ink, appearing to read 'R Findlay', with a horizontal line underneath.

Ralph Findlay
Chair & Chief Executive Officer

APPENDIX 1

EXPLANATORY NOTES TO THE RESOLUTIONS

Ordinary Business at the AGM

Resolution 1 – Receipt and consideration of the Financial Statements

This is an ordinary resolution to receive and consider the financial statements of the Company for the year ended 29 February 2024 together with the Directors' and the Auditor's reports thereon. A copy of the 2024 Annual Report is available at www.candcgroupplc.com.

Resolution 2 – Final Dividend

Resolution 2 seeks Shareholder approval to declare a final dividend of 3.97 cent per Ordinary Share for the year ended 29 February 2024, payable, if approved, on 23 August 2024 to holders of Ordinary Shares on the register of members at the close of business on 19 July 2024.

Resolutions 3(a) to 3(h) – Election and Re-election of Existing Directors

In line with the recommendations of the UK Corporate Governance Code 2018, the Board has resolved that all Directors will retire at the AGM and that those wishing to serve again, and to seek election for the first time, shall submit themselves for re-election and election (as the case may be) by Shareholders. Accordingly, Resolutions 3(a) to 3(h) propose the election and re-election of each relevant Director.

As announced on 15 February 2024, Vincent Crowley informed the Board that he would not seek re-election at this year's AGM and will step down from his position as an Independent Non-Executive Director at the conclusion of the meeting.

As announced on 7 June 2024, Patrick McMahon informed the Board that he would stand down as CEO and Director with effect from 6 June 2024 and therefore he will not seek re-election at this year's AGM.

Biographical details of Directors standing for election and re-election are found on pages 92 to 93 of the Annual Report 2024 which accompanies this Notice of AGM or can be found on the Company's website. The 2024 Annual Report also includes a skills matrix on page 135 for relevant Directors which provides further insight into the diversity of experience the Board possesses. The Board believes that the experience and expertise included in the biographies demonstrates the continued contribution of each Director to the Company.

The Chair, on behalf of the Nomination Committee, has formally reviewed the performance of all of the Non- Executive Directors, and the Nomination Committee has concluded that their performance continues to be effective and that they continue to demonstrate commitment to their roles.

The Board considers each Director is, and continues to be, important to the Company's long-term sustainable success.

Each of Resolutions 3(a) – (h) is proposed separately as an ordinary resolution in respect of each Director.

Resolution 4 – Auditor's remuneration

This is an ordinary resolution proposed each year which asks Shareholders to renew the Directors' authority to fix the Auditor's remuneration.

Special Business at the AGM

There are eight items of Special Business.

Resolution 5, 6 and 7 – Remuneration and LTIP Matters

Resolution 5 and Resolution 6 deal with remuneration matters and are being put to Shareholders as advisory non-binding ordinary resolutions. The Board welcomes the opportunity to afford Shareholders the opportunity to have a say on these matters and in furtherance of the Company's commitment to achieve best corporate governance practice.

Resolution 5 – Advisory resolution on Directors’ Remuneration Report

Resolution 5 asks Shareholders to receive and consider the Directors’ Remuneration Report (other than the Directors’ Remuneration Policy) as set out on pages 136 to 163 of the Annual Report 2024.

Resolution 6 – Advisory resolution on the 2024 Remuneration Policy

C&C Group plc is an Irish incorporated company and is therefore not subject to the UK company law requirement to submit its directors’ remuneration policy to a binding vote by shareholders. Nonetheless, in line with our commitment to best practice, our existing directors’ remuneration policy was last put to Shareholders for approval on an advisory basis at the 2021 AGM, receiving a 94% vote in favour showing strong Shareholder support for this.

As we are proposing changes to the existing remuneration policy approved by Shareholders in 2021, and in accordance with the commitment given to Shareholders at that time, we are putting a further advisory vote to Shareholders seeking approval of the revised directors’ remuneration policy (the “**2024 Remuneration Policy**”) at the forthcoming AGM.

Accordingly, Resolution 6 asks Shareholders to receive and consider the 2024 Remuneration Policy, which will provide the framework for remuneration decisions made by the Remuneration Committee from the date of the 2024 AGM. It is intended that the 2024 Remuneration Policy will apply until the 2028 AGM unless a new policy is put to Shareholders by way of an advisory vote at an earlier date.

Resolution 7 – Approval of the Company’s 2024 Long Term Incentive Plan

Resolution 7 is an ordinary resolution which seeks approval for the new C&C Group plc 2024 Long Term Incentive Plan (the “**2024 LTIP**”). The 2024 LTIP has been designed to align with the proposed 2024 Remuneration Policy and typical practice.

The Company’s current Long Term Incentive Plan, which was approved by Shareholders and adopted in July 2015 (the “**2015 LTIP**”) expires, for the purposes of new grants, in July 2025. Resolution 7 therefore proposes the adoption of the 2024 Long Term Incentive Plan as the Company’s long-term incentive plan going forward for Executive Directors and other employees. Shareholder approval of the 2024 LTIP is therefore critical to enable the Company to continue to grant awards to incentivise management to deliver the Strategy and create value for Shareholders into the future.

The Remuneration Committee’s current intention is that the first awards under the 2024 LTIP will only be granted once the Remuneration Committee determine that no further awards will be made under the 2015 LTIP which is expected to be in the period following the AGM and in advance of the natural expiry of the 2015 LTIP in 2025.

A summary of the principal terms of the 2024 LTIP is set out in the Appendix 2 to this circular. A copy of the rules of the 2024 LTIP is available for inspection at the registered office of the Company, Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702, Ireland until the close of the AGM and will also be available at the place of the AGM at least 15 minutes prior to the start of the meeting and during the meeting. A copy will also be available on the National Storage Mechanism (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of this Notice of AGM.

Resolutions 8 to 12 – Share Capital

The next five items of special business relate to the share capital of the Company and concern matters which are now standard for most public companies.

Resolutions 8, 9 and 10 – General authority to allot shares and disapplication of pre-emption rights

At the AGM of the Company held in July 2023, Shareholders gave the Directors a general authority to allot shares. That authority will expire at the conclusion of the forthcoming AGM.

The powers given to the Directors at last year’s AGM to allot shares for cash otherwise than in accordance with statutory pre-emption rights also expire at the conclusion of the forthcoming AGM.

By Resolution 8, the Directors will, at the forthcoming AGM, seek to renew the Directors’ authority to allot shares up to a nominal value of €1,288,184 which is equal to approximately one-third of the issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

In addition, the Directors will, pursuant to Resolution 9, seek to renew the power to allot shares for cash otherwise than in accordance with statutory pre-emption rights up to an aggregate nominal value of €1,288,184 (which is equal to approximately 5% of the nominal value of the issued share capital of the Company, excluding treasury shares, as at the Latest Practicable Date) and in the event of a rights issue.

Resolution 10, if passed, would authorise the Directors to allot further shares up to an aggregate nominal value of €193,228 (which is equal to approximately 5% of the nominal value of the issued share capital of the Company, excluding treasury shares, as at the Latest Practicable Date) otherwise than in accordance with statutory pre-emption rights for the purposes of what the Directors determine to be an acquisition or other specified capital investment.

The pre-emption disapplication authorities being sought in Resolutions 9 and 10 are in line with institutional shareholder guidance, in particular the UK Pre-emption Group's Statement of Principles. The expressions "acquisition" and "specified capital investment" are defined by the Statement of Principles as one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to Shareholders to enable them to reach an assessment of the potential return. Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term "specified capital investment". The Directors will have due regard to the Statement of Principles in relation to any exercise of these powers and will exercise these powers only if they consider this to be in the best interests of Shareholders generally at that time.

These authorities will expire at the conclusion of next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier. The Directors have currently no intention to allot shares pursuant to these authorities.

Resolution 11 – Authority to make market purchases of the Company's own shares

Pursuant to Resolution 11, Shareholders are being asked to grant to the Company (and/or any of its subsidiaries) an authority to make market purchases of up to 10% of its own shares, renewing the authority granted by the Shareholders at last year's AGM. The authority would only be exercised if market conditions make it advantageous to do so after taking into account the Company's overall financial position and if the Directors were to consider that such purchases would be in the best interests of Shareholders. The authority being sought under this resolution would permit any shares so purchased either to be cancelled or held as treasury shares. The authority, if given, will not oblige any Shareholder to sell their shares in the Company. The Directors have no present intention to exercise this authority.

Resolution 11 sets out the minimum and maximum prices which may be paid.

There were outstanding, as at 5 July 2024, options to subscribe for 4,172,789 ordinary shares, representing approximately 1.08% of the Company's total voting rights (excluding treasury shares). If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 1.20% of the Company's total voting rights.

Resolution 12 - Authority to reissue ordinary shares

Pursuant to Resolution 12, Shareholders are being asked to sanction the price range at which any treasury share (that is, a share of the Company purchased and held by the Company rather than being cancelled) may be reissued other than on the London Stock Exchange. The maximum and minimum prices at which such a share may be reissued are 120% and 95%, respectively, of the average market price of a share calculated over the five business days immediately preceding the date of such reissue. As at the as at the Latest Practicable Date, 5 July 2024, 9,025,000 of the Company's ordinary shares were held as treasury shares.

APPENDIX 2

SUMMARY OF THE PRINCIPAL TERMS OF THE C&C GROUP PLC 2024 LONG TERM INCENTIVE PLAN

The C&C 2024 Long Term Incentive Plan (the “2024 LTIP”)

Introduction

The 2024 LTIP has been designed to reflect current practice and to be aligned, where relevant, with the Directors’ Remuneration Policy for which approval is being sought at Resolution 6.

Operation

The 2024 LTIP will be administered by the Board or by any duly authorised committee of it. Decisions in relation to any participation in the 2024 LTIP by any Executive Director of the Company or other persons in respect of whom the Company’s Remuneration Committee is required to determine remuneration will always be taken by that Committee and references to the “Board” in this summary should be read accordingly.

Eligibility

Any employee of the Company or any of its subsidiaries is eligible to participate in the 2024 LTIP at the Board’s discretion.

Form of awards

Awards will be granted in respect of ordinary shares in the Company (“Shares”) and may take the form of:

- (a) conditional awards over Shares;
- (b) options to acquire Shares for nil cost or for a per Share exercise price equal to the nominal value of a Share (“Nil-Cost Options”); or
- (c) cash-based awards relating to a number of “notional” Shares, although it is intended that awards will be granted in relation to Shares wherever practicable.

Awards are not transferable except on death and will not form part of pensionable earnings.

Grant of awards

Awards can ordinarily only be granted in the six weeks:

- (a) beginning with the day on which the 2024 LTIP or a Directors’ Remuneration Policy is approved by Shareholders; or
- (b) following the announcement by the Company of its results for any period.

However, the Board will have discretion to grant awards at other times if it determines that exceptional circumstances exist which justify the grant of awards. The Board will also have discretion to grant at other times if there were restrictions on grants being made during any other permitted period.

Performance conditions and underpins

Awards may, if the Board so determines, be granted on the basis that their vesting is subject to the satisfaction of a performance condition or a performance underpin. In the case of awards granted to any Executive Director of the Company, the application of performance conditions or underpins (including the period over which they are assessed) will be consistent with the Company’s Directors’ Remuneration Policy as approved by Shareholders from time to time.

Any performance condition or underpin may be amended or substituted if the Board considers that an amended or substituted performance condition or underpin would be reasonable, more appropriate and would not be materially less difficult to satisfy.

Individual limit

Awards will not be granted to a participant under the 2024 LTIP in respect of any financial year of the Company over Shares with a market value (as determined by the Board) in excess of 200% of salary, or 300% of salary in exceptional circumstances. Awards granted to a new recruit in respect of remuneration forfeited in connection with joining the Company will not be subject to these limits.

Overall limit

The 2024 LTIP may operate over new issue Shares, treasury Shares or Shares purchased in the market other than into treasury.

In any 10-year period, the number of Shares which may be issued under the 2024 LTIP and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time.

In any 10-year period, the number of Shares which may be issued under the 2024 LTIP and any other discretionary employee share plan adopted by the Company may not exceed 5% of the issued ordinary share capital of the Company from time to time.

Shares issued under the Company's Joint Share Ownership Plan as adopted by Shareholder resolution on 18 December 2008, as amended from time to time shall not be taken into account for the purposes of these limits. Treasury shares will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Vesting, exercise and release of awards

Awards subject to performance conditions or underpins will normally vest as soon as reasonably practicable after the end of the performance period (or on such later date as the Board determines) to the extent that the performance conditions or underpins have been satisfied. Awards not subject to performance conditions or underpins will normally vest on the third anniversary of grant (or such other date as the Board determines).

The Board may adjust (including by reducing to nil) the extent to which an award would vest, if it considers that the vesting level does not reflect the underlying financial or non-financial performance of the business over the vesting period or that such vesting level is inappropriate in the context of other relevant factors including to avoid outcomes which could be seen as contrary to Shareholder expectations.

The Board may determine that a vested award is also subject to a "holding period" (a "**Holding Period**") during which Shares subject to the award will not be delivered to participants and at the end of which the award will be "released" (i.e. participants will be entitled to receive their Shares under the award). The Board will determine the length of the Holding Period (which will start on the date an award vests). Any Holding Period for awards granted to any Executive Director of the Company will be consistent with the Company's Directors' Remuneration Policy as approved by Shareholders from time to time.

Nil-Cost Options will normally be exercisable from the point of vesting (or, where relevant, release) until the tenth anniversary of the grant date (or the seventh anniversary in the case of any participant subject to tax in Ireland).

At any time before the point at which an award has vested/been released, or Nil-Cost Option has been exercised, the Board may decide to pay a participant a cash amount equal to the value of the Shares they would have otherwise received less, in the case of a Nil-Cost Option with a nominal exercise price, the exercise price otherwise payable.

Dividend equivalent payments

The Board may decide to award dividend equivalents on vested Shares acquired pursuant to an award (or in respect of notional Shares subject to a cash-based award) in respect of dividends paid over such period as the Board determines, ending no later than the date on which the award vests (or, if relevant, is released). Dividend equivalents may be paid in Shares or cash and may assume the reinvestment of the dividends in Shares.

Leavers – unvested awards

Unvested awards will usually lapse on the individual's cessation of office or employment in the Company's group except where cessation is as a result of the individual's death, injury, ill health, disability, redundancy, retirement with their employer's consent, where the participant's employer is no longer a member of the Company's group, or for any other reason that the Board determines ("**Good Leavers**").

If a participant dies, an unvested award will, unless the Board determines otherwise, vest and be released at the time of the participant's death to the extent that the Board determines. The Board will take into account any performance condition or underpin and, unless it determines otherwise, the proportion of the performance or vesting period that has elapsed.

Unvested awards held by other Good Leavers will usually continue until the normal vesting date at which point the extent of vesting will be determined taking into account any performance condition or underpin. The Board retains discretion to vest the award as soon as reasonably practicable following the date of cessation and to assess any performance condition or underpin accordingly. In either case, unless the Board decides otherwise, the level of vesting will also take into account the proportion of the performance or vesting period that has elapsed. If the award is subject to a Holding Period, that will ordinarily continue, although the Board retains discretion to release the award earlier than originally anticipated.

Leavers – Holding Period

If a participant ceases to be an officer or employee in the Company's group during an award's Holding Period, the award will normally be released at the end of the Holding Period, unless the Board determines that it should be released as soon as reasonably practicable following their cessation of office or employment. However, if a participant is summarily dismissed during an award's Holding Period, the award will lapse immediately.

Leavers – exercisable Nil-Cost Options

If a participant ceases to be an officer or employee of the Company whilst holding a Nil-Cost Option which is exercisable, they will normally have six months, or such longer period as the Board permits, from their cessation of office or employment to exercise that Nil-Cost Option, unless they are summarily dismissed, in which case the Nil-Cost Option will lapse immediately.

Malus and clawback

If the Board forms the view that:

- there is a material misstatement of the Company's group audited financial results;
- there has been a material corporate failure;
- significant reputational damage has occurred;
- in assessing any performance condition or underpin and/or any other condition imposed on an award or the information or assumptions on which the award vests such assessment was based on an error; or
- a participant is guilty of gross misconduct,

then up until the fifth anniversary of the grant date, the Board may:

- reduce the award (to zero if appropriate) or impose additional conditions on the award; and/or
- require that the participant has to either return some or all of the Shares acquired under the award or make a cash payment to the Company in respect of the Shares delivered.

Corporate events

In the event of a change of control of the Company, unvested awards will vest as determined by the Board, taking into account the extent to which any performance condition or underpin has been satisfied and, unless the Board determines otherwise, the proportion of the performance or vesting period that has elapsed at the date of the relevant event. Awards to the extent vested will then be released.

Alternatively, the Board may permit awards to be exchanged for awards over shares in the acquiring company (or other securities). If the change of control is an internal reorganisation of the Company or if the Board so decides, participants will be required to exchange their awards (rather than awards vesting/being released as part of the transaction). Alternatively, the Board may determine that awards shall continue subject to such reasonable adjustments as the Board considers appropriate having regard to the circumstances.

If other corporate events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares, the Board may determine that awards will vest taking into account the satisfaction of any performance condition or underpin and, unless the Board determines otherwise, the proportion of the performance period or vesting period that has elapsed at the date of the relevant event.

Adjustment of awards

The Board may adjust the number of Shares under an award or any performance condition or underpin applicable to an award in the event of a variation of the Company's share capital or any demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares.

Amendments

The Board may amend the 2024 LTIP at any time, provided that prior approval of the Company's Shareholders will be required for amendments to the advantage of eligible employees or participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares comprised in an award and the impact of any variation of capital.

However, any minor amendment to benefit the administration of the 2024 LTIP, to take account of legislative changes, or to legally obtain or maintain favourable tax, exchange control or regulatory treatment may be made by the Board without Shareholder approval.

Termination of the 2024 LTIP

No awards may be granted under the 2024 LTIP after the tenth anniversary of its approval by Shareholders.

C&C GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of C&C Group plc (the “**Company**”) will be held at the Maldron Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland on 15 August 2024 at 2.00 p.m. for the below purposes.

Ordinary Business

1. Financial statements

To receive and consider the financial statements for the Company for the year ended 29 February 2024 and the reports of the Directors and the auditors thereon.

2. Final Dividend

To declare a final dividend for the year ended 29 February 2024 of 3.97 cent per share on ordinary shares.

3. Election and Re-election of Directors

The following resolutions 3 (a) to (h), each being separate ordinary resolutions:

- (a) To re-elect Ralph Findlay;
- (b) To re-elect Vineet Bhalla;
- (c) To re-elect Jill Caseberry;
- (d) To re-elect John Gibney;
- (e) To elect Andrew Andrea;
- (f) To elect Angela Bromfield;
- (g) To elect Chris Browne; and
- (h) To elect Sarah Newbitt.

4. Auditors' remuneration

To authorise the Directors to fix the remuneration of the auditors.

Special Business

5. Directors' Remuneration Report

To consider and if thought fit to pass the following resolution as an ordinary resolution:

To receive and consider the Directors' Remuneration Report for the year ended 29 February 2024 (other than the Directors' Remuneration Policy) as set out on pages 136 to 163 of the Annual Report 2024.

6. Directors' Remuneration Policy

To consider and if thought fit to pass the following resolution as an ordinary resolution:

To receive and consider the Remuneration Policy contained in the Directors' Remuneration Report for the year ended 29 February 2024, as set out on pages 136 to 163 of the Company's 2024 Annual Report.

7. LTIP

To consider and if thought fit to pass the following resolution as an ordinary resolution:

That:

- (a) the rules of the C&C Group plc 2024 Long Term Incentive Plan (the “**2024 LTIP**”) in the form produced to the annual general meeting and initialled by the Chair of the annual general meeting for the purposes of identification, the principal terms of which are summarised in Appendix 2 to the notice of annual general meeting, be and are hereby approved and adopted and the Directors be and are generally authorised to do

all acts and things that they consider necessary or expedient to give effect to, implement and operate the 2024 LTIP and to make any such minor amendments to the rules of the 2024 LTIP as they may consider appropriate, to benefit the administration of the 2024 LTIP and/or to take account of best practice; and

- (b) the Directors be and are hereby authorised to adopt further plans based on the 2024 LTIP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the 2024 LTIP.

8. Allotment of shares

To consider and if thought fit to pass the following resolution as an ordinary resolution:

That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 1021 of the Companies Act 2014, in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of section 1021 of the Companies Act 2014) up to an aggregate nominal amount of €1,288,184 during the period commencing on the date of the passing of this resolution and expiring on the earlier of the conclusion of the annual general meeting of the Company in 2025 and close of business on the date which is 15 calendar months after the date of passing this resolution, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

9. Disapplication of pre-emption rights

To consider and if thought fit to pass the following resolution as a special resolution:

That the Directors be and they are hereby empowered pursuant to section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of section 1023 of the said Act) for cash pursuant to the authority conferred by Resolution 8 above as if sub-section (1) of section 1022 of the said Act did not apply to any such allotment, to include the re-allotment of any treasury shares from time to time, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of ordinary shares of €0.01 each where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or otherwise howsoever); and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of €193,228,

and shall expire at the conclusion of the annual general meeting of the Company in 2025 or on close of business on the date which is 15 calendar months after the date of passing this resolution (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

10. Dis-application of pre-emption rights in respect of an additional 5% of the Company's issued share capital

To consider and if thought fit to pass the following resolution as a special resolution:

That, subject to the passing of Resolution 8, the Directors be and are hereby empowered, in addition to any such power granted under Resolution 9, pursuant to Section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of Section 1023 of that Act) for cash pursuant to the authority conferred by Resolution 8 above as if subsection (1) of the said Section 1022 did not apply to any such allotment provided that this power shall be:

- (a) limited to the allotment of equity securities up to an aggregate nominal amount of €193,228; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the UK Pre-emption Group prior to the date of this notice,

and shall expire at the conclusion of the annual general meeting of the Company in 2025 or on close of business on the date which is 15 calendar months after the date of passing this resolution (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

11. Purchase of own shares

To consider and if thought fit to pass the following resolution as a special resolution:

That the Company and/or any of its subsidiaries (as defined by Section 7 of the Companies Act 2014) be and they are hereby generally authorised to make market purchases or overseas market purchases (in each case as defined in section 1072 of the Companies Act 2014) of ordinary shares of €0.01 each in the capital of the Company (“Shares”) on such terms and conditions and in such manner as the Directors may from time to time determine but subject, however, to the provisions of the Companies Act 2014 and to the following restrictions and provisions:

- (a) the maximum number of Shares authorised to be purchased pursuant to the terms of this resolution shall be such number of Shares whose aggregate nominal value shall equal 10% of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this resolution;
- (b) the minimum price that may be paid for any Share is €0.01;
- (c) the maximum price (excluding expenses) that may be paid for any Share (a “**Relevant Share**”) shall not be more than the higher of:
 - (i) 5% above the average of the closing prices of a Relevant Share taken from the Official List of the London Stock Exchange for the five business days prior to the day the purchase is made (“**Market Purchase Appropriate Price**”) or if on any such business day there shall be no dealing of ordinary shares or a closing price is not otherwise available the Market Purchase Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; and
 - (ii) that stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052 or by any corresponding provision of legislation replacing that regulation (being the value of a Relevant Share calculated on the basis of the higher of the price quoted for:
 - (A) the last independent trade of; and
 - (B) the highest current independent bid or offer for;any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out);

If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then the maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent; and

- (d) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or the date 18 months after the passing of this Resolution 11 (whichever shall be the earlier) but the Company or any subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

12. Reissue of treasury shares

To consider and if thought fit to pass the following resolution as a special resolution: That:

- (a) subject to the passing of Resolution 11 above, for the purposes of sections 109 and 1078 of the Companies Act 2014, the re-allotment price range at which any treasury shares (as defined by the said Companies Act 2014) for the time being held by the Company may be re-allotted off-market as ordinary shares shall be as follows:
 - (i) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the Appropriate Price; and

- (ii) the minimum price at which a treasury share may be re-allotted off-market shall be the nominal value of the share where such share is re-allotted under an employees' share scheme (as defined by Section 64 of the Companies Act 2014) operated by the Company and, in all other cases, shall be an amount equal to 95% of the Appropriate Price;
- (b) for the purposes of this resolution the expression "**Appropriate Price**" shall mean the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below) in respect of ordinary shares of €0.01 each of the Company shall be appropriate for each of the five business days immediately preceding the day on which such treasury share is re- allotted, as determined from information published in the London Stock Exchange Daily Official List reporting the business done on each of those five business days:
 - (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
 - (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
 - (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day:

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, then that day shall not be treated as a business day for the purposes of this paragraph (b); provided that if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the Appropriate Price; and if the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent; and

- (c) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or on the date 18 months after the passing of this Resolution 12 (whichever shall be earlier).

By Order of the Board



Mark Chilton
Company Secretary
11 July 2024

Notes:

Entitlement to attend and vote

1. Only those Shareholders registered on the Company's register of members at 7.00 p.m. on 11 August 2024 or, if the Annual General Meeting (the "AGM") is adjourned, 7.00 p.m. on the day four days before the time appointed for the adjourned AGM, shall be entitled to attend and vote at the AGM.

Website giving information regarding the meeting

2. Information regarding the AGM including the full, unabridged text of the documents and resolutions to be submitted to the meeting and the information required to be made available by Section 1103(3) of the Companies Act 2014, is available from www.candcgroupplc.com.

Attending in person

3. The AGM will be held at the Maldron Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland on 15 August 2024 at 2.00 p.m. If it becomes necessary or appropriate to revise the current arrangements for the AGM, further information will be made available by Regulatory Information Service and on our website at www.candcgroupplc.com.

If you wish to attend the AGM in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the AGM to allow time for registration. Please bring the Attendance Card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the AGM.

Appointment of proxies

4. The process of appointing a proxy will depend on the manner in which you hold your ordinary shares in the Company. A Shareholder (being a registered member of the Company) who is entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the Shareholder in the manner set out in notes (5) to (9) below. Persons who hold their interests in ordinary shares through the Euroclear Bank system or as CDIs (CREST Depository Interests) should see notes (10) to (14) below for the appointment of proxies by them and consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the AGM through the respective systems.
5. A member may appoint more than one proxy to attend and vote at the AGM 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.
6. A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a Shareholder from attending the AGM and voting in person should they wish to do so.
7. To be valid, the Form of Proxy and any power of attorney 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 at PO Box 7117, Dublin 2, Ireland (if by normal post) or to Link Registrars Limited, Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland (if by hand during normal business hours or by registered post) as soon as possible and, in any event, so as to be received not less than 48 hours before the time for the holding of the meeting, or any adjournment thereof.
8. To appoint (or remove) a proxy electronically log onto the website of the Company Registrar, Link Registrars Limited at <https://www.signalshares.com>, entering the company name C&C Group plc. You will need to register for signal shares by clicking on 'registration section' (if you have not registered previously) and then follow the instructions thereon. Shareholders will require their Shareholder Investor Code ("IVC") as printed on the face of the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website. Additionally, Link Registrars Limited has launched a Shareholder app, LinkVote+. It's free to download and use and gives Shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



Apple App Store



Google Play

9. In the case of a corporation, the instrument shall be executed either under its common seal or under the hand of an officer or attorney duly authorised on its behalf. In the case of joint holders, the vote of the senior who tenders a

vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of a joint holding. If a proxy is executed under a power of attorney or other authority, such power or authority (or a duly certified copy of any such power or authority) must be deposited with the Company with the Instrument of Proxy.

Further information for participants in the Euroclear Bank system

10. Holders of interests in the Company's shares held through the Euroclear Bank system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM.

Further information for CREST members with holdings of CDIs

11. Euroclear UK & International Limited ("**EUI**"), the operator of the CREST system has arranged for holders of CDIs to issue voting instructions relating to the Company's ordinary shares via a third-party service provider, Broadridge Financial Solutions Limited ("**Broadridge**"). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
12. If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.
13. Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline.
14. CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

Deadlines for receipt by the Company of proxy voting instructions

15. All proxy appointments and voting instructions (whether submitted directly or through the Euroclear Bank system or (via a holding of CDIs) the CREST system) must be received by the Company's Registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

Issued shares and total voting rights

16. The total number of issued ordinary shares as at 5 July 2024 (being the latest practicable date prior to publishing of this notice of AGM) is 386,455,112 (excluding treasury shares). The Company holds 9,025,000 ordinary shares in treasury.
17. On a vote by show of hands every Shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every Shareholder shall have one vote for every share carrying voting rights of which they are the holder.
18. An ordinary resolution requires a simple majority of votes cast by Shareholders voting in person or by proxy at the meeting to be passed. A special resolution requires a majority of not less than 75% of votes cast by those who vote either in person or by proxy at the meeting to be passed.