
Notice of the Annual General Meeting of the Company to be held at the Maldron Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland on 11 July 2025 at 11.45 am 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, in order to be effective, must be received not less than 48 hours before the holding of the Annual General Meeting, (i.e. by no later than 11.45 am on 9 July 2025 or any adjournment thereof).



Annual General Meeting

11 July 2025

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 in respect of the matters proposed in this notice, 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.

16 June 2025

Dear Shareholder

I am pleased to inform you that the 2025 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 11 July 2025 at 11.45 am. The Notice of AGM of the Company, which contains the resolutions to be proposed to the meeting, is set out on pages 9 to 15 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 15 (inclusive) (**'Resolutions'**) of the Notice of AGM which accompanies this letter. 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 four additional items of special business at this AGM. The first is in relation to the implementation of two savings related share option schemes ('save as you earn' or **'SAYE Schemes'**), one for UK-based employees and the other for Irish-based employees (Resolution 11). A summary of the principal terms of these SAYE Schemes is set out in Appendix 2 to this letter. The second item of additional special business is a proposed amendment to the Articles of Association in order that any dividends declared in the future (currently expected to be from December 2026) may be paid by electronic means only (Resolution 13). The third is a proposed amendment to the Articles of Association to extend the notice period that Shareholders must provide to the Company when nominating a Director for election to the Board in order to facilitate Shareholder engagement on any such resolution and to overcome technical issues arising on certain electronic voting platforms where sufficient notice of the nomination resolution is not received (Resolution 14). The fourth and final item is a special resolution proposing amendments to the Articles of Association to (i) align the monetary limit set out in the Article dealing with the ordinary remuneration of Directors with that amount most recently approved by Shareholders at the 2013 annual general meeting and (ii) provide for the annual retirement and (re-)election of all Directors in line with UK Corporate Governance Code requirements and the current practice of the Company (rather than once every third year as currently stated under the Articles).

Dividend

The Board is pleased to recommend a final dividend of 4.13 cent per Ordinary Share for approval at the AGM.

Arrangements for the AGM

This year's AGM will be held as a physical meeting. Shareholders who cannot attend in person are encouraged to submit their proxy instruction before the applicable proxy deadline on the Company Registrar's voting platform, www.eproxyappointment.com which can be accessed by following the instructions on page 14. Shareholders are also invited to submit questions in advance of the meeting by emailing AGM2025@candcgroup.com, stating your name and Shareholder Reference Number (**'SRN'**) (as printed on any recent documentation issued to you by Computershare Investor Services (Ireland) Limited or obtained through the Company's Registrar, Computershare. Any questions should be submitted by 11.45 am on 9 July 2025. The answers to validly posed questions will be answered at the AGM or, where appropriate, via email.

Action to be taken by you

A Shareholder whose name appears on the Register of Members of the Company (i.e. a Shareholder who does 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 voting website of the Company Registrar at www.eproxyappointment.com. We encourage you to appoint the chair of the meeting as your proxy to ensure that your vote is counted if you are unable to attend and vote on the day of the AGM.

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 by no later than 48 hours before the time of the AGM, i.e. by 11:45 am on 9 July 2025 or any adjournment thereof. Further information in relation to the appointment of proxies is set out in the notes to the Notice of AGM.

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.

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 part 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 2025 Annual Report or on the Company website at www.candcgroupplc.com.

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

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 28 February 2025 together with the Directors' and the Auditor's reports thereon. A copy of the 2025 Annual Report is available at www.candcgroupplc.com.

Resolution 2 – Final dividend

Resolution 2 seeks Shareholder approval to declare a final dividend of 4.13 cent per Ordinary Share for the year ended 28 February 2025, payable, if approved, on 18 July 2025 to holders of Ordinary Shares on the register of members at the close of business on 13 June 2025.

Resolutions 3(a) to 3(j) – Re-election and election of Directors

In line with the recommendations of the UK Corporate Governance Code, all Directors will retire at the AGM and 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(j) propose the re-election and election of each relevant Director.

As previously announced by the Company, three new Directors have joined the Board since last year's annual general meeting as follows:

- Feargal O'Rourke was appointed as an Independent Non-Executive Director, with effect from 15 August 2024;
- Sanjay Nakra was appointed as an Independent Non-Executive Director, with effect from 19 September 2024; and
- Roger White was appointed as Chief Executive Officer of the Company and Executive Director, with effect from 20 January 2025.

In accordance with the Company's Articles of Association, each of these Directors will stand for election for the first time at the AGM.

Biographical details of Directors standing for re-election and election are found on pages 68 to 70 of the 2025 Annual Report which is available on the Company's website at www.candcgroupplc.com. The Board believes that the considerable and varied experience and expertise included in the biographies demonstrates the continued contribution of each Director to the Company. The 2025 Annual Report also includes a skills matrix on page 67 for the Directors which provides further insight into the diversity of experience the Board possesses.

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 and recommends their re-election and election (as the case may be) by Shareholders.

Each of Resolutions 3(a) – (j) 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 11 items of special business.

Resolution 5 – Advisory resolution on Directors' Remuneration Report

Resolution 5, which is an advisory resolution, asks Shareholders to receive and consider the Directors' Remuneration Report as set out on pages 108 to 126 of the 2025 Annual Report.

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 ("Policy") report to a binding vote by Shareholders. Nonetheless, at the annual general meeting held in August 2024, our revised Policy was approved by our Shareholders on an advisory basis, with a vote in favour of over 94%. As no changes to the Policy are proposed this year, the Policy will not be subject to a vote at the 2025 AGM.

Resolutions 6 to 10 – Share capital

The next five items of special business relate to the share capital of the Company.

Resolutions 6, 7 and 8 – General authority to allot shares and disapplication of pre-emption rights

At the annual general meeting of the Company held in August 2024, 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 annual general meeting to allot shares for cash otherwise than in accordance with statutory pre-emption rights also expire at the conclusion of the forthcoming AGM.

Accordingly, by Resolution 6, the Directors will, at the forthcoming AGM, seek to renew the Directors' authority to allot shares up to a nominal value of €1,256,052 which is equal to approximately one-third of the issued Ordinary Share capital of the Company (excluding Treasury shares) as at 23 May 2025, being the latest practicable date prior to publishing of this Notice of AGM (the '**Latest Practicable Date**').

In addition, the Directors will, pursuant to Resolution 7, seek to renew the power to allot shares for cash otherwise than in accordance with statutory pre-emption rights (i) up to an aggregate nominal value of €188,407 (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 equal to approximately 4.9% of the nominal value of the issued share capital of the Company, including Treasury shares, as at the Latest Practicable Date) and (ii) in the event of a rights issue, open offer or other pro-rata offer to Shareholders generally (subject to exclusions for legal and/or practical issues including fractional entitlements and jurisdictional issues).

Resolution 8, if passed, would authorise the Directors to allot further shares up to an additional aggregate nominal value of €188,407 (which is equal to an additional approximately 5% of the nominal value of the issued share capital of the Company, excluding treasury shares, as at the Latest Practicable Date and equal to approximately 4.9% of the nominal value of the issued share capital of the Company, including 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 Directors have considered the revised Statement of Principles and template resolutions published by the Pre-Emption Group in November 2022 (the '**Statement of Principles**') and the revised guidelines on share capital management issued by the UK's Investment Association in February 2023 which include an increase in the disapplication of pre-emption rights limit. Consistent with the position adopted last year, the Directors have decided that they do not wish to increase the disapplication threshold at the current time but will keep emerging market practice under review. The Directors confirm that, in considering the exercise of the authority under Resolutions 7 and 8, they intend to follow the shareholder protections in Part 2B of the Statement of Principles to the extent reasonably practicable and to follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the 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 annual general meeting or 11 October 2026 (being 15 months after the forthcoming AGM), whichever is the earlier. The Directors have currently no intention to allot shares pursuant to these authorities.

Resolution 9 – Authority to make market purchases of the Company's own shares

Pursuant to Resolution 9, 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 annual general meeting. 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.

Resolution 9 sets out the minimum and maximum prices which may be paid for any market purchase made by the Company for its own shares.

As previously announced, the Company commenced a share buyback programme on 1 May 2025, which will end no later than 1 September 2025, to repurchase Ordinary Shares of the Company up to a maximum aggregate consideration of €15 million ('**Programme**'). The Programme forms part of the Group's plan to return up to €150 million to Shareholders over the three fiscal years ending in February 2025, 2026 and 2027 through a combination of dividends and share buybacks. If approved, Resolution 9 will grant the Company the general authority required to allow it to continue the Programme and the repurchase of its shares up to a maximum annual limit of approximately 10% of its issued share capital of the Company.

There were outstanding, as at 23 May 2025, options to subscribe for 5,908,073 Ordinary Shares, representing approximately 1.6% of the Company's issued share capital (excluding Treasury shares). If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 1.7% of the Company's issued share capital (excluding Treasury shares).

Resolution 10 – Reissue of Treasury shares

Pursuant to Resolution 10, 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 Latest Practicable Date, 9,025,000 of the Company's Ordinary Shares were held as Treasury shares.

Resolution 11 – Adoption of SAYE schemes

Resolution 11 is an ordinary resolution which proposes the adoption by the Company of savings related share option schemes (each a 'save as you earn' or '**SAYE Scheme**'), approved by the Irish Revenue Commissioners (the '**Revenue**') for its Irish employees and as a UK HM Revenue & Customs ('**HMRC**') self-certified SAYE Scheme for its UK employees. The SAYE Schemes will give eligible UK and Irish tax resident employees of the Company (and its subsidiaries) the opportunity to subscribe for Ordinary Shares in the Company, which the Company may offer at a reduced price subject to applicable Revenue and HMRC limits, through the use of a save as you earn certified contractual savings scheme. The SAYE Schemes are intended to encourage employee retention and engagement by offering employees the opportunity to participate in the success of the business through share ownership. A summary of the principal terms of the SAYE Schemes are included in Appendix 2 to this document. Subject to approval by members, the relevant Revenue approval and HMRC operational requirements will be obtained in advance of the SAYE Schemes' intended launch in 2026. Any shares offered under such plans would count towards any limits on individual and overall participation in the SAYE Schemes.

A copy of each SAYE Scheme will be available for inspection at the Company's registered office during normal business hours until the conclusion of the AGM. They will also be available for inspection at the AGM for at least 15 minutes prior to and during the AGM and on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of this Notice.

Resolution 12 – Notice of extraordinary general meetings

Resolution 12 will be proposed as a special resolution to maintain the existing authority in the Company's Articles of Association which permits the convening of an extraordinary general meeting of the Company on 14 days' notice where the purpose of the meeting is to consider an ordinary resolution only. As a matter of policy, the Company will only call a general meeting on 14 clear days' notice where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business. If passed, this authority will be effective until the next annual general meeting of the Company.

Resolution 13 – Amendment to the Articles of Association (Payment of dividends)

The Company is working to introduce the payment of dividends by direct credit transfer only. Direct credit transfer has become one of the most secure methods of payment, allows quick and easy access to funds, and helps to reduce the impact on the environment. Accordingly, the Company intends to cease issuing dividend cheques and to pay dividends electronically only to nominated bank accounts by December 2026. All future dividends thereafter will be paid by direct credit transfer only.

To facilitate this change, Shareholders are being asked under Resolution 13 to approve, by way of special resolution, an amendment to the Articles of Association of the Company to permit the Directors to resolve that any dividends declared in the future by the Directors, or declared by Shareholders on the recommendation of the Directors, shall be paid by electronic means only.

Resolution 14 – Amendment to the Articles of Association (Nomination of Directors)

Resolution 14 is a special resolution seeking to amend Article 94 of the Company's Articles of Association. Article 94 currently affords Shareholders the opportunity to put forward candidates for election as a Director of the Company at any general meeting, by providing not less than seven day's notice to the Company before the date appointed for the meeting.

The Company recognises the importance of providing duly qualified members the opportunity to put forward candidates for election as a Director of the Company and welcomes the opportunity to interact with its Shareholders on these matters. However, the right currently afforded by Article 94 means that any such proposals may be submitted after the dispatch of the notice convening the relevant general meeting, and potentially just seven days before the meeting. This may therefore mean that Shareholders and proxy advisers would not have sufficient time and information to properly assess the merits of any such proposal.

This may also not allow sufficient time for the nomination resolution to be included within the voting options available on electronic voting platforms for Shareholders who hold their interests through Euroclear Bank and which generally have much earlier voting deadlines than the date of the actual general meeting.

For these reasons, it is proposed that the notice of intention to propose a Director referred to in Article 94 of the Company's Articles of Association must be received not less than 42 days nor more than 70 days before the date appointed for the relevant general meeting. (Note, the 42 day period aligns with the same notice period required under Section 1104(2) of Companies Act 2014 which grants qualifying Shareholders a right to put items on the agenda of a general meeting and table draft resolutions). This would mean that relevant details of any proposed candidate for election as a Director could be included in the relevant notice of meeting, that Shareholders and proxy advisers would have time to consider (and in the case of proxy advisers, advise on) the merits of the proposed candidate and electronic voting on any potential candidate for election can be facilitated.

Resolution 15 – Amendment to the Articles of Association (General)

Resolution 15 is a special resolution which proposes two amendments to the Articles of Association of the Company as follows:

- (i) to update Article 79 to reflect the limit on Directors' fees approved by Shareholders at the Company's 2013 annual general meeting; and
- (ii) to amend Article 91 to require each Director to retire at each annual general meeting of the Company and confirm that each Director who retires shall be eligible for re-appointment.

Article 79 of the Company's Articles of Association requires that the Company establish, with Shareholder approval, a maximum annual limit on the ordinary remuneration (i.e., Directors' fees, not including executive remuneration) payable to the Directors. This limit was last set at €1,000,000 at the Company's annual general meeting in 2013 (up from the previous limit of €750,000 approved by Shareholders at the Company's 2007 annual general meeting). However, Article 79 was not, in turn, updated to reflect the new €1,000,000 limit at that time. Resolution 15 proposes to amend Article 79 to ensure that the limit, as approved by Shareholders in 2013, is properly recorded and reflected in Article 79.

Article 91 of the Company's Articles of Association currently provides that each Director shall retire at the annual general meeting held in the third calendar year following the year in which he was appointed or last reappointed but shall be eligible for re-appointment. However, in line with the recommendations of the UK Corporate Governance Code, all Directors retire each year at the Company's annual general meeting and where eligible, can stand for re-election or election (as the case may be) by Shareholders. Accordingly, the changes proposed to Article 91 which require each Director to retire at each annual general meeting of the Company and stand for re-election or election are intended to reflect the approach taken by the Company in practice and also align with the recommendations of the UK Corporate Governance Code.

The Board believes that none of these proposed amendments will change the rights of Shareholders in any material respect and, rather, the proposed amendments will enhance the Company's governance arrangements.

A copy of the Articles of Association in the form amended by Resolutions 13, 14 and 15 (marked to highlight the proposed changes) is available on the Company's website www.candcgroupplc.com, and at the Company's registered office (and will be available until the conclusion of the AGM). They will also be available for inspection at the AGM for at least fifteen minutes before, and for the duration of, the AGM and on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of this Notice.

APPENDIX 2

Principal terms for UK and Irish SAYE.

A summary of the principal terms of the C&C Group plc (ROI) Save As You Earn (the **'ROI Plan'**) and the C&C Group plc (UK) Save As You Earn Plan (the **'UK Plan'**), (together the **'SAYE Schemes'**) are set out below.

1. Eligibility

Any employee including any full time Executive Director of C&C Group plc (the **'Company'**) or its participating subsidiaries or, in the case of the UK Plan, its participating subsidiaries, who is over age 18 and is tax resident in Ireland or UK, as the case may be, will be entitled to participate in the SAYE Schemes provided he/she has reached a minimum period of service, set at the discretion of the Board up to a maximum of three years (five in the case of the UK Plan). The Company can invite other group employees to participate in the UK Plan at its discretion.

2. Form of awards

Awards under the SAYE Schemes will be in the form of an option to acquire Ordinary Shares at an option price that may be discounted up to a maximum of 25% under the ROI Plan and 20% under the UK Plan of the market value of a share on the days before the date an invitation to participate is issued (or before the date of grant in the case of the UK Plan).

3. Participant terms

- 3.1 Eligible employees enter into a contract to save an amount from **net after-tax earnings**, of between €12 and €500 per month in ROI and between £5 and £500 per month in the UK, under a savings contract with a third-party that is a Revenue or HMRC approved savings carrier, as applicable. The monthly contribution is fixed at the start of the savings contract and cannot be changed.
- 3.2 The savings periods are three or five years except in the case of the ROI Plan where this may be extended to seven years, the availability of which will be determined by the Company and notified to participants.
- 3.3 When entering into the savings contract a participant is granted an option to purchase Ordinary Shares based on their projected savings over the chosen savings contract period.
- 3.4 Any bonus and interest amounts that may be payable for the ROI Plan is a matter decided by the savings carrier. Any bonus and interest amounts that may be payable in the UK Plan are linked to the Bank of England base rate.
- 3.5 At the end of the savings period the participant can choose to use their savings (plus any bonus) to exercise the option and acquire the Ordinary Shares at the option price or, alternatively, take the cash savings and not exercise the option to acquire Ordinary Shares, in which case the option lapses.

4. Grant of options

Under the ROI Plan, options may only be granted within the six-week period following announcement of the Company's full or half-year results. The Board must grant an option to each eligible employee whose valid application to participate in the relevant SAYE Scheme has been received by or on behalf of the Company. Where options are granted, all eligible employees must be granted options on similar terms. Participants are not required to pay for the grant of an option.

5. Satisfaction of options

Where an option is exercised, delivery of Ordinary Shares will be arranged to the participant as soon as is reasonably practical. If the delivery, or the procurement of the delivery, of Ordinary Shares under the ROI Plan would be prohibited by a dealing restriction, delivery will not occur until after such time as such dealing restriction ceases to apply. Options may be satisfied using newly issued Ordinary Shares, Ordinary Shares held by the Company in Treasury and/or Ordinary Shares purchased in the market. Provided certain conditions are met, any gains arising on the exercise of the options will be exempt from income tax.

6. Dividends & voting

Participants in the SAYE Schemes do not acquire any dividend or voting rights in respect of the Ordinary Shares until they exercise their options and acquire Ordinary Shares.

7. Vesting

Options will normally vest and become exercisable at the end of the relevant savings period and will remain exercisable for a period of six months thereafter. If they are not exercised in that period they will lapse.

8. Cessation of employment

8.1 For the purpose of the SAYE Schemes, a participant will be a 'good leaver' if he/she dies or ceases to be employed by the Group by reason of redundancy, injury, disability, retirement, the transfer or sale of the entity that employs him/her or the part of the business in which he/she works outside the Group.

8.2 If a participant is a good leaver, he/she will be able to:

- (i) exercise the options within six months of leaving, in respect of the money already saved (plus, in the case of the UK Plan, any interest); or
- (ii) withdraw the savings and the options will lapse.

8.3 Where a participant ceases to be employed by the Group **after the third anniversary** of the grant date for any reason other than misconduct, the participant may exercise their option within six months of leaving. After six months the option to exercise lapses and savings will be returned.

8.4 Where a participant ceases to be employed by the Group **before the third anniversary** of the grant date and is not a 'good leaver', the options will lapse.

8.5 If the participant dies the option may be exercised up to 12 months after the date of death.

9. Company events

In the event of a change of control of the Company, options may be exercised within the six-month period following the change of control after which options will lapse.

10. Adjustment of options

If there is a variation in the equity share capital of the Company (including a capitalisation issue or rights issue, sub-division, consolidation or reduction of share capital, but excluding a demerger):

- (i) the number and/or description of Ordinary Shares comprised in each option; and
- (ii) the relevant option exercise price,

may be adjusted so far as the Board considers necessary, fair and reasonable to take account of the variation, provided that, for so long as it is intended that the SAYE Schemes will continue to be eligible for favourable tax treatment, the requirements of the SAYE Scheme rules or, in the case of the UK Plan, the legislation, are met.

11. Changing the SAYE schemes and termination

The Board may at any time change the SAYE Schemes in any way, subject, in the case of the ROI scheme, to prior approval by Revenue. The Board may terminate the SAYE Schemes at any time. Termination will not affect subsisting rights.

C&C GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2025 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 11 July 2025 at 11.45 am to consider, and if thought fit, pass the resolutions set out below.

Resolutions 1 to 6 (inclusive) and 11 are proposed as ordinary resolutions. Resolutions 7 to 10 (inclusive) and Resolution 12 to 15 (inclusive) are proposed as special resolutions.

Ordinary Business

1. Receipt and consideration of the financial statements

To receive and consider the financial statements for the Company for the year ended 28 February 2025 and the reports of the Directors and the auditors thereon.

2. Final dividend

To declare a final dividend for the year ended 28 February 2025 of 4.13 cent per Ordinary Share.

3. Re-election and election of Directors

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

- (a) To re-elect Ralph Findlay as a Director of the Company;
- (b) To re-elect Andrew Andrea as a Director of the Company;
- (c) To re-elect Vineet Bhalla as a Director of the Company;
- (d) To re-elect Angela Bromfield as a Director of the Company;
- (e) To re-elect Chris Browne as a Director of the Company;
- (f) To re-elect Jill Caseberry as a Director of the Company;
- (g) To re-elect Sarah Newbitt as a Director of the Company;
- (h) To elect Sanjay Nakra as a Director of the Company;
- (i) To elect Feargal O’Rourke as a Director of the Company; and
- (j) To elect Roger White as a Director of the Company.

4. Auditors’ remuneration

To authorise the Directors to fix the remuneration of the Company’s auditors.

Special Business

5. Directors’ Remuneration Report

To receive and consider the Directors’ Remuneration Report for the year ended 28 February 2025 as set out on pages 108 to 126 of the 2025 Annual Report.

6. Allotment of shares

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 €1,256,052 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 2026 and close of business on 11 October 2026 (being 15 months after the date of the passing of 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.

7. Disapplication of pre-emption rights

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 6 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 €188,407,

and shall expire at the conclusion of the annual general meeting of the Company in 2026 or at the close of business on 11 October 2026 (being 15 months after the date of passing of 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.

8. Disapplication of pre-emption rights in respect of an additional 5% of the Company's issued share capital

That, subject to the passing of Resolution 6, the Directors be and are hereby empowered, in addition to any such power granted under Resolution 7, 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 6 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 €188,407; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve 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 2026 or at the close of business on 11 October 2026 (being 15 months after the date of passing of 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.

9. Market purchases of the Company's own shares

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 and unconditionally 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 11 January 2027 (being 18 months after the passing of this resolution) (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.

10. Reissue of Treasury shares

That:

(a) subject to the passing of Resolution 9 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 11 January 2027 (being 18 months after the passing of this resolution (whichever shall be earlier)).

11. Adoption of SAYE schemes

That the establishment of savings related share option schemes (each a 'save as you earn' or '**SAYE Scheme**'), approved by the Irish Revenue Commissioners (the '**Revenue**') for the Company's Irish employees and as a UK HM Revenue & Customs ('**HMRC**') self-certified SAYE Scheme for the Company's UK employees, the principal features of which are summarised in Appendix 2 to the Chair's Letter dated 16 June 2025 which accompanies this Notice of AGM, be and is hereby approved and the Directors be and are hereby generally and unconditionally authorised to:

- (a) do all acts and things which they may consider necessary or expedient to effectively adopt, implement and operate the SAYE Schemes, including to make any amendments required by Revenue or HMRC to the SAYE Schemes and their respective rules, in order to obtain or maintain formal Revenue or HMRC approval and/or confirmation the plans meet legislative requirements; and/or
- (b) make any such minor amendments to the rules of the SAYE Schemes to benefit the administration of the SAYE Schemes, to take account of legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for participants, the Company or any other member of the Group; and/or
- (c) establish further savings-related share option schemes to operate in overseas territories that are governed by rules similar to the rules of the SAYE Schemes but modified to take account of applicable tax, social security, employment, company, exchange control, trust or securities (or any other relevant) law, regulation or practice, provided that: (a) all overseas plans are subject to the limitation on awards set out in SAYE Schemes; (b) only employees of subsidiaries of the Company who are resident in (or otherwise subject to the tax laws of) the relevant territory are entitled to benefit under any overseas scheme; and (c) no employee has an entitlement to awards under any overseas scheme greater than the maximum entitlement of an eligible employee under the SAYE Schemes.

12. Notice of extraordinary general meetings

That in accordance with Section 1102 of the Companies Act 2014 (as amended) and Article 55 of the Articles of Association of the Company, the Directors of the Company be and are unconditionally authorised to call an extraordinary general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.

13. Amendment to the Articles of Association (Payment of dividends)

That Article 124 of the Articles of Association of the Company be deleted and replaced with a new Article 124 as follows:

- (a) *The Company may pay any dividend, interest or other moneys payable in cash in respect of shares by cheque, warrant, direct debit, bank transfer, electronic form (including electronic funds transfer, blockchain or other electronic media) or any other method as the Directors may consider appropriate, and may remit the same (i) by post or other delivery service to the registered address of the Holder or person entitled thereto or, in the case of joint Holders, to the registered address of the joint Holder whose name stands first in the Register; or, (ii) directly to an account (of a type approved by the Directors) nominated in writing by the Holder or the joint Holders; or (iii) in the case of two or more persons being entitled to a dividend, interest or other money in consequence of the death or bankruptcy of the Holder, to any one of such persons, or to such person and to such address or account as the Holder or joint Holders or such other persons may in writing nominate or direct. Different methods of payment may apply to different Holders or groupings of Holders (such as Holders overseas). In the case of a Holder who is also an employee of the Company or a ny of its subsidiaries, the Company may remit any dividend, interest or other moneys as aforesaid to such Holder through the Company's internal postal arrangements or directly to an account (of a type approved by the Directors) nominated in writing by the employee. Every cheque, warrant, electronic transfer or other form of payment is sent or made at the risk of the person entitled to the moneys represented by it. Every such cheque or warrant or electronic payment shall be made payable to the order of the person to whom it is sent, or to such person as the Holder or joint Holders or other person entitled thereto may in writing direct, and the payment of such cheque or warrant or the making of such electronic transfer shall be a good discharge to the Company. The Company will not be responsible for any payment which is lost or delayed. Where the Company pays any dividend, interest or other moneys as aforesaid by any, the debiting of the Company's account in respect of the appropriate amount shall be deemed a good discharge of the Company's obligation to pay such dividend, interest or other moneys. Any one of two or more joint Holders or persons entitled to a dividend, interest or other moneys in consequence of the death or bankruptcy of the Holder may give effective receipts for any dividends, interest or other moneys payable in respect of the share held by him as joint Holder or to which he is jointly entitled as aforesaid.*

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- (b) *The Directors may, at their discretion, make arrangements to enable a central securities depository (or its nominee(s)) or any such other member or members as the Directors shall from time to time determine to receive duly declared dividends in any currency or currencies other than the currency in which such dividends are declared. For the purposes of the calculation of the amount receivable in respect of any dividend, the rate of exchange to be used to determine the equivalent in any such other currency of any sum payable as a dividend shall be such rate or rates, and the payment thereof shall be on such terms and conditions, as the Directors may in their absolute discretion determine.*
- (c) *Notwithstanding any other provision of these Articles, the Board may, at any time and from time to time, mandate electronic payment as the sole method of payment for dividends and other cash distributions payable to any holder and may remove the option for holders to receive dividend payments by cheque, warrant or other paper instrument.*
- (d) *If the Directors decide that payments under Article 124 will be made by electronic transfer to an account (of a type approved by the Directors) nominated by a Member or joint Holders or other person who may be entitled thereto, but no such account is nominated by the Member or joint Holders or other person, or an electronic transfer into a nominated account is rejected or refunded, without prejudice to Article 127, the Company may credit the amount payable to an account of the Company to be held until the Member, joint Holders or other person nominates a valid account. The Company will not be a trustee of the money and no interest will accrue on the money.*

14. Amendment to the Articles of Association (Nomination of Directors)

That Article 94 of the Articles of Association of the Company be deleted and replaced with a new Article 94 as follows:

“No person other than a Director retiring at the meeting shall be appointed or re-appointed a Director at any general meeting unless (i) the person is recommended by the Directors or (ii) not less than 42 (forty-two) days nor more than 70 (seventy) days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating, with respect to such person to be proposed, whether the person is proposed as an additional Director or to replace a Director who is retiring or being removed and the particulars which would be required, if the person were so appointed, to be included in the Company’s register of Directors together with notice executed by that person of their willingness to be appointed.”

15. Amendment to the Articles of Association (General)

That, the Articles of Association of the Company be amended in the following manner:

- (i) Article 79 of the Company’s Articles of Association be amended by the deletion of the monetary sum of ‘€600,000’ and the insertion of the monetary sum of ‘€1,000,000’ in its place; and
- (ii) Article 91(a) be deleted in its entirety and replaced with the following words:

“At each annual general meeting of the Company, each Director shall retire from office and, unless he falls within paragraph (b) below, he shall be eligible for re-appointment.”

By Order of the Board

Mark Chilton

Company Secretary and Group General Counsel
16 June 2025

Notes:

Entitlement to attend and vote

1. Only those Shareholders registered on the Company's register of members at 6.00 pm on 7 July 2025 or, if the AGM is adjourned for 14 days or more, 6.00 pm 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 11 July 2025 at 11.45 am. 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 (15) 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, Computershare Investor Services (Ireland) Limited on +353 (0)1 696 8443.
6. A Form of Proxy for use by members is enclosed with this Notice (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, Computershare Investor Services (Ireland) Limited at PO Box 13030, Dublin 24 Ireland (if by normal post) or to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 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 (i.e. by no later than 11.45 am on 9 July 2025), or any adjournment thereof.
8. To appoint (or remove) a proxy electronically, log on to the website of the Company's Registrar, Computershare Investor Services (Ireland) Limited at www.eproxyappointment.com. Shareholders will need their 5-digit PIN Number, Shareholder Reference Number and Control Number, which you will receive on your Form of Proxy or via email if you have elected to receive Shareholder communications electronically.
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 (being 11.45 am on 9 July 2025) 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 23 May 2025 (being the Latest Practicable Date prior to publishing of this Notice of AGM) is 376,815,778 (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. Voting on all of the proposed resolutions at the AGM will be conducted on a poll rather than on a show of hands. The Directors believe that a poll is the best way of representing the views of as many Shareholders as possible in the voting process.
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.