
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 10 July 2026 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 8 July 2026 or any adjournment thereof).



Annual General Meeting 10 July 2026

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.

12 June 2026

Dear Shareholder

I am pleased to inform you that the 2026 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 10 July 2026 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 6 to 8 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 AGM which accompanies this letter. A summary and explanation of those Resolutions is set out in the Appendix to this letter.

Dividend

The Board is pleased to recommend a final dividend of 3.67 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 9. Shareholders are also invited to submit questions in advance of the meeting by emailing AGM2026@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 8 July 2026. 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 8 July 2026 or any adjournment thereof. Further information in relation to the appointment of proxies is set out in Appendix 1 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 Appendix 1 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 of the Board, we would like to thank our Shareholders for their contribution towards this goal. More details regarding our Sustainability Strategy can be found in the 2026 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 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 2026 together with the Directors' and the Auditor's reports thereon. A copy of the 2026 Annual Report is available at www.candcgroupplc.com.

Resolution 2 – Final dividend

Resolution 2 seeks Shareholder approval to declare a final dividend of 3.67 cent per Ordinary Share for the year ended 28 February 2026, payable, if approved, on 17 July 2026 to holders of Ordinary Shares on the register of members at the close of business on 12 June 2026.

Resolutions 3(a) to 3(i) – 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(i) propose the re-election and election of each relevant Director.

As previously announced by the Company, Adam Phillips has joined the Board since the Company's last annual general meeting and was appointed as Chief Financial Officer and Executive Director with effect from 13 April 2026. In accordance with the Company's Articles of Association, Adam Phillips will stand for election for the first time at the AGM.

Vineet Bhalla, who served as a Non-Executive Director since April 2021, retired from the Board since the Company's last annual general meeting. The Board is grateful to Vineet for his valuable contribution and commitment to the Board during his tenure. Andrew Andrea, who served as Chief Financial Officer and, subsequently, Chief Financial and Transformation Officer, also retired from the Board since the Company's last annual general meeting. The Board would like to thank Andrew for his significant contribution and dedication to the Company and wishes both Vineet and Andrew every success for the future.

Biographical details of Directors standing for re-election and election are found in Appendix 2 to the Notice of AGM. 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 2026 Annual Report, which is available on the Company's website at www.candcgroupplc.com, also includes a skills matrix on page 66 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.

As part of the Board Performance Review the Board confirms that 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) – (i) 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 8 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 110 to 128 of the 2026 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") 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 2026 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 disapply pre-emption rights

At the annual general meeting of the Company held in July 2025, 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 €1,235,217 which is equal to approximately one-third of the issued Ordinary Share capital of the Company (excluding Treasury shares) as at 8 June 2026, 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 €185,283 (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 €185,283 (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 10 October 2027 (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 Company for its own shares.

There were outstanding, as at 8 June 2026, options to subscribe for 7,796,419 Ordinary Shares, representing approximately 2.1% 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 2.3% 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 - Notice of extraordinary general meetings

Resolution 11 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 12 - Capital Reduction

Resolution 12 will be proposed as a special resolution to approve a reduction of the Company's capital by the cancellation of up to €1,048m of the Company's undenominated capital (being the entire amount of undenominated capital credited to the Company's share premium account as at 28 February 2026) or such lesser amount as may be determined by the Board or the Irish High Court. The reserve resulting from the proposed cancellation will be treated as distributable reserves.

Under Irish company law, any dividends, share redemptions or repurchases made by the Company must be funded from distributable reserves or, for share repurchases or redemptions, from the proceeds of a fresh issue of shares for that purpose. Sections 84 and 85 of the Companies Act 2014 enable a company, subject to shareholder approval and the confirmation of the Irish High Court, to create distributable reserves through a reduction of company capital.

As at 28 February 2026, the Company had approximately €14m of distributable reserves. However, the Company has also accumulated a significant share premium account of approximately €1,048m as at 28 February 2026. Share premium are not considered part of distributable reserves under Irish law.

The Company's existing distributable reserves have been reduced over time by the regular dividends that it declares, along with the recent share buyback programme, and accordingly the Company wishes to ensure that it is not constrained from paying dividends or repurchasing shares in the near term by a lack of distributable reserves in circumstances where it is otherwise in a position to pay dividends and/or repurchase shares.

Even if Shareholders approve Resolution 12, any proposed capital reduction is subject to the Irish High Court's confirmation. The approval by the Irish High Court of the creation of distributable reserves is within its discretion and there is no certainty of such confirmation, although the Directors are not aware of any reason why the Irish High Court would not approve the creation of distributable reserves in this manner. If approved, the utilisation of such additional distributable reserves (for dividends, share repurchases or otherwise) will depend on the Company's dividend policy, prevailing market conditions, investment requirements and other factors.

The proposed capital reduction will have no impact on the number of ordinary shares held by Shareholders or on their proportionate interests in the issued ordinary shares, nor will there be any change in the number of ordinary shares in issue. The Directors are also satisfied that the proposed capital reduction will not have any impact on the working capital or other funding requirements of the Company.

C&C GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2026 Annual General Meeting of C&C Group plc (the 'Company') will be held at the Maldrón Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6P6, Ireland on 10 July 2026 at 11.45 am to consider, and if thought fit, pass the resolutions set out below.

Resolutions 1 to 6 (inclusive) as ordinary resolutions. Resolutions 7 to 12 (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 2026 and the reports of the Directors and the auditors thereon.

2. Final dividend

To declare a final dividend for the year ended 28 February 2026 of 3.67 cent per Ordinary Share.

3. Re-election and election of Directors

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

- (a) To re-elect Ralph Findlay as a Director of the Company;
- (b) To re-elect Angela Bromfield as a Director of the Company;
- (c) To re-elect Chris Browne as a Director of the Company;
- (d) To re-elect Jill Caseberry as a Director of the Company;
- (e) To re-elect Sanjay Nakra as a Director of the Company;
- (f) To re-elect Sarah Newbitt as a Director of the Company;
- (g) To re-elect Feargal O'Rourke as a Director of the Company;
- (h) To elect Adam Phillips as a Director of the Company; and
- (i) To re-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 2026 as set out on pages 110 to 128 of the 2026 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 €1,235,217 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 2027 and close of business on 10 October 2027 (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, subject to the passing of Resolution 6, 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 €185,283, and shall expire at the conclusion of the annual general meeting of the Company in 2027 or at the close of business on 10 October 2027 (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 €185,283; 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 2027 or at the close of business on 10 October 2027 (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 10 January 2028 (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 10 January 2028 (being 18 months after the passing of this resolution) (whichever shall be earlier).

11. 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.

12. Capital Reduction

That, subject to and conditional upon the confirmation of the Irish High Court pursuant to Sections 84 and 85 of the Companies Act 2014, the company capital of the Company be reduced by the cancellation of the entire amount of the undenominated capital standing to the credit of the Company's share premium account as at 28 February 2026 or such lesser amount as the Board of Directors or the Irish High Court may determine, and the reserve resulting from the cancellation of such undenominated capital shall be treated as profits available for distribution as defined by Section 117 of the Companies Act 2014.

By Order of the Board



Gillian Kyle

Company Secretary

12 June 2026

Appendix 1 Notes to the Notice of AGM

Entitlement to attend and Vote

1. Only those Shareholders registered on the Company's register of members at 6.00 pm on 6 July 2026 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 10 July 2026 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 8 July 2026), 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: uk-membership@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 8 July 2026) 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 8 June 2026 (being the Latest Practicable Date prior to publishing of this Notice of AGM) is 370,565,028 (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.

Appendix 2 Biographical Details of the Board of Directors

The Board considers that each Director standing for election or re-election at the Annual General Meeting in 2026 continues to promote the long-term sustainable success of the Company by contributing a specialist skill set that is valuable to the Company and its stakeholders and that is complementary to the Board as a whole, as demonstrated in the table below.



Ralph Findlay OBE
Non-Executive Chair



Angela Bromfield
Independent Non-Executive Director



Chris Browne OBE
Senior Independent Non-Executive Director
and Employee Engagement Non-Executive
Director

Key strengths and experience that support strategy and long-term success

Ralph was appointed a Non-Executive Director of the Company in March 2022, Chair on 7 July 2022, Executive Chair on 19 May 2023, reverting to Non-Executive Chair on 1 March 2024 before assuming the role of Executive Chair and CEO on 6 June 2024. On 1 March 2025, Ralph reverted to the Non-Executive Chair role.

Ralph, a Chartered Accountant and qualified member of the Association of Corporate Treasurers, served as Chief Executive Officer of Marston's, the UK pub group, for 20 years. Ralph served on the Marston's Board from 1996, having previously held the role of Finance Director before being appointed Chief Executive Officer in 2001. Ralph was appointed Non-Executive Chair of Vistry Group plc in May 2022, having served as a Non-Executive Director since 2015 and Senior Independent Director from January 2020. He stepped down from Vistry Group in May 2024. He also previously served as Chair of the British Beer and Pub Association. Ralph was awarded an OBE for services to the hospitality sector in 2023. On 4 December 2025 Ralph was appointed as a Non-Executive Director of Heart of Midlothian plc. Ralph's contribution is, and continues to be, important to the Company's long-term sustainable success.

Angela was appointed a Non-Executive Director of the Company and Chair of the Remuneration Committee in July 2023. Angela is an experienced Non-Executive Director and business strategist, with a broad-based international career in manufacturing, distribution, construction and infrastructure that includes P&L leadership experience.

Angela currently serves on the Board of Directors of Harworth Group plc and Marshalls plc. Throughout her career, with the likes of Premier Farnell, Anglo American and later, Morgan Sindall plc, as Strategy, Marketing and Communications Director, Angela has been at the heart of significant transformation programmes which have put the customer first and driven growth and profitability.

Chris was appointed a Non-Executive Director of the Company in October 2023, Non-Executive Director Employee Engagement in December 2023 and as Senior Independent Non-Executive Director in February 2024. Chris currently serves on the Board of Directors of Kier Group plc and AGS Airports Limited and previously served as a Non-Executive Director of Vistry Group plc and Constellium SE (NYSE).

She has held a number of senior leadership and executive roles within the aviation and travel industries. Chris first served as Managing Director of First Choice Airways, which included overseeing a customer-focused transformation programme. She subsequently directed and managed a successful merger with Thomson Airways before being appointed to execute a similar project for parent company, TUI Group plc. In 2016, Chris joined EasyJet plc and served as Chief Operating Officer until 2019.

Chris brings vast experience managing complex consumer-facing operations to C&C. She has received a Doctor of Science (Honorary) for Leadership in Management from the University of Ulster, a Doctor of Science (Honorary) in recognition of her outstanding contribution to the Aviation Travel Industry from Cranfield University and a Doctor of Science in Economics (Honorary) from the Queen's University of Belfast. Chris was awarded an OBE in 2013 for services to aviation.

External public company appointments

Non-Executive Director of Heart of Midlothian plc.

Senior Independent Non-Executive Director, Chair of the Remuneration Committee and Member of the Nomination Committee of Harworth Group plc. Chair of the Remuneration Committee, Member of the Audit, ESG and Nomination Committees and Designated Non-Executive Director for employee engagement of Marshalls plc.

Senior Independent Non-Executive Director and Member of the ESG, Nomination, Remuneration and Risk Management and Audit Committees of Kier Group plc.



Jill Caseberry
Independent Non-Executive Director



Sanjay Nakra
Independent Non-Executive Director



Sarah Newbitt
Independent Non-Executive Director and
Employee Engagement Non-Executive
Director

Key strengths and experience that support strategy and long-term success

Jill was appointed a Non-Executive Director of the Company in February 2019. During her executive career Jill gained extensive sales, marketing and general management experience across a number of blue-chip companies, including Mars, PepsiCo and Premier Foods. She also founded a soft drink company and established a sales and marketing consultancy.

Jill is Senior Independent Director, Chair of the Remuneration Committee and member of the Audit, ESG and Nomination Committees of St. Austell Brewery Company Limited and also currently serves on the Board of Directors of Halfords plc and Bellway plc. Jill previously served as a Non-Executive Director of Bakkavor plc. Jill brings considerable experience of brand management and marketing to the Board.

Sanjay was appointed a Non-Executive Director of the Company in September 2024. Sanjay is a senior corporate finance leader with over two decades of investment banking experience in Europe, the US, and Canada. He held progressively senior roles including Managing Director and Co-Group Head, Diversified Industries for TD Securities. He also served as Managing Director and Group Head, Technology and Infrastructure, Investment Banking at TD Securities.

He currently serves on the Board of Directors of Algoma Steel Inc., and Canadian General Investments, Limited. In addition, Sanjay is the Vice Chair of the Board of Directors and Co-Chair of Women Centre Stage of Soulpepper Theatre Company and Co-Chair of the University Health Network (UHN) Annual Gala: Diwali — A Night to Shine. Sanjay brings international corporate and capital markets expertise to the Board.

Sarah was appointed a Non-Executive Director of the Company in August 2023 and Non-Executive Director Employee Engagement in December 2023. Sarah is Chair of the Sustainability Committee. Sarah is also a Non-Executive Director of Campden BRI and previously served as a Non-executive Director of High Value Manufacturing Catapult.

The majority of Sarah’s executive career has been spent with Unilever, one of the world’s largest consumer goods companies. Over the course of 25 years in Unilever, Sarah held various international roles across operations and general management and gained substantial M&A integration experience. Her final role was as Vice President Supply Chain of Unilever UK & Ireland, a £2bn turnover business employing over 6,000 people. Sarah brings significant consumer goods sector insight and manufacturing and supply chain experience to the Board, together with expertise in developing and implementing sustainability strategies. Sarah is a Chartered Engineer, who studied Engineering at Oxford University and also holds a Professional Certificate in Coaching from Henley Business School.

External public company appointments

Senior Independent Non-Executive Director, Chair of the Remuneration Committee and Member of the Audit, Nomination and ESG Committees of Halfords plc.
Chair of the Remuneration Committee and Member of the Audit and Nomination Committees of Bellway plc.

Member of the Nominating and Corporate Governance and the Human Resources and Compensation Committees of Algoma Steel Inc.
Member of the Audit, Corporate Governance and Independent Directors Committees for Canadian General Investments, Limited.

None.



Feargal O'Rourke
Independent Non-Executive Director



Adam Phillips
Chief Financial Officer



Roger White
Chief Executive Officer

Key strengths and experience that support strategy and long-term success

Feargal was appointed a Non-Executive Director of the Company in August 2024 and Chair of the Audit Committee in January 2025. Feargal retired from professional services firm PwC in October 2023 where he had worked in a variety of roles over a 37-year career with the firm. He served as the PwC Managing Partner (CEO) in Ireland for his last eight years. During his career at PwC, he advised Irish and international companies on a broad range of financial issues including investment, financing and business structuring. He also led the PwC tax practice and was heavily involved in the OECD BEPS process with companies, officials, governmental bodies and the OECD.

In January 2024, he was appointed by Ireland's Minister for Enterprise, Trade and Employment as Chair of IDA Ireland, the semi-state body that promotes foreign direct investment into Ireland. He is also Chair of the Institute of International and European Affairs, the Irish based international think tank, and a board member of Irish private companies.

Feargal is a graduate of University College Dublin, a Fellow of Chartered Accountants Ireland and a Fellow of the Irish Tax Institute.

Adam was appointed Chief Financial Officer on 13 April 2026. Adam served as Chief Financial Officer at Headlam plc since March 2023. Prior to this, he was Group Financial Controller at Mobico Group plc, (previously National Express), a FTSE 250 multinational transport provider, from 2019 to 2023. Adam's earlier experience includes several senior financial roles at Halfords Group plc, including Group Strategy and Investor Relations Director, where he spent six years, as well as a period at Molson Coors Brewing Company.

Adam qualified as a Chartered Accountant in 2005 having trained with KPMG and is a Fellow of the Institute of Chartered Accountants in England and Wales.

Roger was appointed Chief Executive Officer in January 2025. Roger is an accomplished business leader with over two decades of PLC Board experience and deep expertise in the consumer goods and drinks sector. He served as Chief Executive of A.G. BARR p.l.c., a FTSE250 multi-beverage business, from 2002 until May 2024. During his tenure, Roger led significant business growth and transformation, establishing A.G. BARR as a leading player in the drinks industry.

Prior to his time at A.G. BARR, Roger held several senior management positions at Rank Hovis McDougall Group (RHM) from 1987 to 2002, where he played a pivotal role in driving strategic initiatives and operational efficiency.

Roger is currently a Non-Executive Director of Warburtons Ltd (2024 to present), Chair of Beatson Cancer Charity and a Director of The Portman Group. He previously served as Senior Independent Director of Troy Income and Growth Trust plc (2014-2024) and as a Non-Executive Director of William Jackson Food Group (2019-2024).

Roger brings significant brand, sales and operating experience which is highly relevant to the challenges faced and opportunities available to the Company.

External public company appointments

None.

None.

None.

You can read more about the Directors' individual skillsets on page 66 to 69 of the 2026 Annual Report.

Notes

