



## NOTICE OF MEETING

The Annual General Meeting of CRH plc will be held at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin at 11.00 a.m. on Wednesday, 4 May 2011 for the following purposes:

1. To consider the Company's financial statements and the Reports of the Directors and Auditors for the year ended 31 December 2010.
2. To declare a dividend on the Ordinary Shares.
3. To consider the Report on Directors' Remuneration for the year ended 31 December 2010.
4. To re-elect the following Directors:

Ms. M.C. Carton  
Mr. W.P. Egan  
Mr. U-H. Felcht  
Mr. N. Hartery  
Mr. J.M. de Jong  
Mr. J.W. Kennedy  
Mr. M. Lee  
Mr. A. Manifold  
Mr. K. McGowan  
Mr. D.N. O'Connor  
Mr. W.I. O'Mahony  
Mr. M.S. Towe

5. To authorise the Directors to fix the remuneration of the Auditors.
6. To consider and, if thought fit, to pass as a Special Resolution:

That, in accordance with the powers, provisions and limitations of Article 11(e) of the Articles of Association of the Company, the Directors be and they are hereby empowered to allot equity securities for cash provided that the sum of the nominal value of all allotments made pursuant to this authority in accordance with sub-paragraph (iii) of Article 11(e) and all Treasury Shares (as defined in Section 209 of the Companies Act, 1990) re-issued pursuant to Resolution 8 in the Notice of this meeting shall not exceed an aggregate nominal value of €12,214,000. This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2012 or 3 August 2012.

7. To consider and, if thought fit, to pass as a Special Resolution:

That the Company be and is hereby authorised to purchase Ordinary Shares on the market (as defined in Section 212 of the Companies Act, 1990), in the manner provided for in Article 8A of the Articles of Association of the Company, up to a maximum of 10% of the Ordinary Shares in issue at the date of the passing of this Resolution. This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2012 or 3 August 2012.

8. To consider and, if thought fit, to pass as a Special Resolution:

That the Company be and is hereby authorised to re-issue Treasury Shares (as defined in Section 209 of the Companies Act, 1990), in the manner provided for in Article 8B of the Articles of Association of the Company. This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2012 or 3 August 2012.

### **Special Business**

9. To consider and, if thought fit, to pass as a Special Resolution:

That it is hereby resolved that the provision in Article 60(a) of the Articles of Association of the Company allowing for the convening of extraordinary general meetings by at least 14 clear days' notice (where such meetings are not convened for the passing of a special resolution) shall continue to be effective.

For the Board, N. Colgan, Company Secretary,  
42 Fitzwilliam Square, Dublin 2.  
31 March 2011

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## Notes

- (1) The final dividend, if approved, will be paid on the Ordinary Shares on 9 May 2011.
- (2) Resolution 3 is an advisory resolution and is not binding on the Company.
- (3) In accordance with the provisions of the 2010 U.K. Corporate Governance Code, all Directors, with the exception of Ms. J.M.C. O'Connor who is retiring and is not seeking re-election, retire and offer themselves for re-election. Biographical details for each Director are set out on page 34 in the 2010 Annual Report.
- (4) Any member entitled to attend, speak, ask questions and vote at this Meeting may exercise his or her right to vote by appointing one or more proxies. A member may appoint the Chairman or another person, who need not be a member(s) of the Company, as a proxy, by electronic means or in writing, to vote some or all of their shares. A proxy form is enclosed.
- (5) To be valid, proxy forms must be delivered in writing, together with any power of attorney or other authority under which it is signed or a certified copy thereof, to the Company's Registrar, Capita Registrars (Ireland) Limited ("Capita Registrars"), to P.O. Box 7117, Dublin 2 (if delivered by post) or to Unit 5, Manor Street Business Park, Manor Street, Dublin 7 (if delivered by hand), not later than 11.00 a.m. on Monday, 2 May 2011. Shareholders who wish to submit proxies by electronic means may do so by accessing either CRH's website, [www.crh.com](http://www.crh.com), and selecting "Registrars" under "Shareholder Services" in the Investor Relations section or by accessing the Registrars' website, [www.capitaregistrars.ie](http://www.capitaregistrars.ie) and selecting "Login to Shareholder Services" under "Online Services". To submit a proxy on-line shareholders are initially required to register for the service. Shareholders who do not receive a proxy form by post, or who wish to be sent paper copies of documents relating to the meeting, should contact Capita Registrars (Tel. +353 1 810 2400).
- (6) CREST members may appoint one or more proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Further information on CREST procedures and requirements is contained in the CREST Manual. The message appointing a proxy(ies) must be received by the Registrar (ID 7RA08) not later than 11.00 a.m. on Monday, 2 May 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.
- (7) Pursuant to Section 134A of the Companies Act, 1963 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, the Company hereby specifies that only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on Monday, 2 May 2011 shall be entitled to attend, speak, ask questions and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time.
- (8) Pursuant to Section 133B(1)(a) of the Companies Act, 1963 and subject to any contrary provision in company law, shareholders, holding at least 3% of the Company's issued share capital, or at least 3% of the voting rights, have the right to put an item on the agenda, or table a draft resolution for an item on the agenda, of a general meeting. In the case of the 2011 Annual General Meeting, the latest date for submission of such requests/resolutions was 23 March 2011. Further information in relation to shareholders' rights can be obtained from the CRH website, [www.crh.com](http://www.crh.com).
- (9) Shareholders entitled to attend the Annual General Meeting have the right to ask questions relating to items on the agenda.
- (10) Pursuant to Section 138 of the Companies Act, 1963, where a poll is taken at the Annual General Meeting, a shareholder, present in person or by proxy, holding more than one share need not cast all his/her votes in the same way.
- (11) A copy of this Notice, details of the total number of shares and voting rights at the date of this Notice, and copies of documentation relating to the 2011 Annual General Meeting, including proxy forms, can be obtained from the CRH website, [www.crh.com](http://www.crh.com).