THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser (being, in the case of shareholders in Ireland, an organisation or firm authorised or exempted pursuant to the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments Directive) Regulations 2007 Nos. 1 to 3 (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) immediately.

If you have sold or transferred all of your registered holding of Ordinary Shares in CRH plc, please forward this document and the accompanying Proxy Form to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.

CRH

plc

Chairman's Letter to Ordinary Shareholders

and

Notice of Annual General Meeting,

Wednesday, 9th May 2012

The Notice of the Annual General Meeting of CRH plc, to be held at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin at 11.00 a.m. on Wednesday, 9th May 2012, is set out on pages 4 to 8 of this document.

A Form of Proxy for use in connection with the Resolutions at the Meeting accompanies this document. To be valid, Forms of Proxy must be received by the Company's Registrar, Capita Registrars (Ireland) Limited, not later than 11.00 a.m. on 7th May 2012. Valid proxy forms can be delivered by post or electronically in accordance with the notes to the Notice of the Meeting and the notes to the Proxy Form.

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To the holders of Ordinary Shares and, for information only, to the holders of Preference Shares.

27th March 2012

Dear Shareholder,

You will find set out on pages 4 to 8 of this document the Notice convening the Annual General Meeting of the Company (the "Notice") to be held at 11.00 a.m. on 9th May 2012.

Amendments to Articles of Association

In addition to the Ordinary Business to be transacted at the Meeting (see Resolutions 1 to 8 in the Notice), your Board proposes amendments to the Articles of Association as set out in Resolutions 9 and 10. An updated copy of the Articles of Association, highlighting the proposed changes, is available on the CRH website, www.crh.com. To access this document, select "AGM" under "Equity Investors" in the Investors section of the website.

Resolution 9

In November 2011, CRH announced the re-classification of its Ordinary Shares from being primary-listed to being secondary-listed on the Irish Stock Exchange (the "Re-classification"). The Group retained its premium listing on the London Stock Exchange, which it has had since the 1970s, although with effect from 9th November 2011 CRH Ordinary Shares listed in London are traded in Sterling (GB) pence rather than in euro. These changes facilitated the inclusion of CRH in the FTSE 100 and the FTSE All Share indices. Trading continues in euro on the Irish Stock Exchange and CRH continues to be a constituent of the Dow Jones EURO STOXX 50 Index which comprises 50 of the leading blue chip companies in the Eurozone.

The changes represent a logical progression for CRH given the international nature of our business and the fact that the majority of trading in the Group's shares has been on the London Stock Exchange for some years. I believe the new listing arrangements will increase the Group's attractiveness to a wider international investor base.

The Company's Articles of Association need to be updated to reflect the Re-classification and recent changes in Irish company law relating to the purchase of own shares. In addition, a minor amendment to Article 145 is required.

If approved, the amendments set out in Resolution 9 will:

(i) update Article 8A to enable the Company to purchase its own shares on the London Stock Exchange, which is now a prescribed Stock Exchange for the purpose of Section 212 of the Companies Act 1990. The Directors do not have any current intention of exercising the power to purchase the Company's own shares and will only do so if they consider it to be in the best interests of the Company and its shareholders;

(ii) update Article 8B so that the minimum and maximum prices at which Treasury Shares may be re-issued can also be calculated in Sterling (GB) pence by reference to trading on the London Stock Exchange. Currently, these prices can only be calculated in euro by reference to trading on the Irish Stock Exchange;

(iii) provide the Directors with the flexibility, if they determine that it is appropriate, to set the price for scrip shares, issued in lieu of cash dividends, in Sterling (GB) pence by reference to trading on the London Stock Exchange. However, as dividends are declared in euro, it is envisaged that the Directors will continue to set the price in euro by reference to trading on the Irish Stock Exchange. The proposed amendment will also provide a standard formula for calculating the price of scrip shares on both Exchanges;

(iv) update Article 145 to reflect the broader requirements to make the Company's annual report available than is covered by the wording of the existing Article.

Resolution 10

Under Article 91 of the Articles of Association, no person can be appointed as a Director if they have reached age 65 and the office of Director must be vacated on reaching age 68, unless the Directors pass a resolution to waive these requirements. If approved, the amendment set out in Resolution 10 will delete Article 91, thereby removing a restriction that applies solely to a person's age, and reflect the fact that, in accordance with modern governance practice, all Directors go forward for re-election at each Annual General Meeting.

Recommendation

Your Directors believe that all of the Resolutions to be proposed at the Meeting are in the best interests of the Company and its Shareholders as a whole and, therefore, recommend you to vote in favour of the Resolutions. Your Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings of Ordinary Shares, amounting in total, on 9th March 2012, to 614,793 Ordinary Shares, representing approximately 0.09% of the issued Ordinary share capital of your Company.

Yours faithfully,

K. McGowan
Chairman

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, 9th May 2012 for the following purposes:

1. To consider the Company's financial statements and the Reports of the Directors and Auditors for the year ended 31st December 2011.

2. To declare a dividend on the Ordinary Shares.

3. To consider the Report on Directors' Remuneration for the year ended 31st December 2011.

4. To re-elect the following Directors:

   Mr. E.J. Bärtschi
   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
   Ms. H.A. McSharry
   Mr. A. Manifold
   Mr. D.N. O'Connor
   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 the 2012 Annual General Meeting shall not exceed an aggregate nominal value of €12,374,000. This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2013 or 8th August 2013.

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 the existing Article 8A of the Articles of Association of the Company or, if passed by shareholders, in accordance with Article 8A as amended by Resolution 9 in the Notice of the 2012 Annual General Meeting, 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 2013 or 8th August 2013.

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 the existing Article 8B of the Articles of Association of the Company or, if passed by shareholders, in accordance with the new Article 8B set out in Resolution 10 in the Notice of the 2012 Annual General Meeting. This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2013 or 8th August 2013.

Special Business

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

That the Articles of Association of the Company be and are hereby amended by:-

(i) deleting Article 8A(e) and replacing it with the following new Article 8A(e):

"(e) the authority conferred by any special resolution referring to this Article shall include authority to make market purchases of Relevant Shares on the London Stock Exchange provided that the maximum price which may be paid for any Relevant Shares so purchased shall be the higher of:

(i) an amount equal to the higher of the last independent trade in the Company's shares and the highest current independent bid for a Relevant Share on the London Stock Exchange; and

(ii) an amount determined in accordance with sub-paragraph (d) above but deleting from that paragraph the reference to The Irish Stock Exchange Limited and inserting instead reference to the London Stock Exchange and deleting from that paragraph sub-paragraph (iii) thereof and the words appearing after sub-paragraph (iii) and forming the rest of the first sentence of sub-paragraph (d) and inserting instead the following:-

"(iii) if there shall not be any dealing reported for the day, the average of the prices under the heading "Quotation" in respect of that share for the day and if there shall not be any Quotation reported for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price;"

and deleting from the last line thereof the reference to The Irish Stock Exchange Limited and inserting instead reference to the London Stock Exchange."

(ii) deleting the existing Article 8B and replacing it with the following new Article 8B:

"8B Where the Company has been authorised by a special resolution passed in general meeting to re-issue treasury shares (as defined in Section 209 of the 1990 Act) in accordance with this Article 8B, the maximum and minimum prices at which any treasury shares may be re-issued off-market shall be as follows:-

(a) the maximum price shall be an amount equal to 120% of the Appropriate Price (as defined in paragraph (c)); and

(b) the minimum price shall be:

(i) in the case of an Employee Share Scheme (as defined in paragraph (d) below), an amount equal to the price as provided for in such Employee Share Scheme, or

(ii) in all other cases and circumstances where treasury shares are re-issued off market, an amount equal to 95% of the Appropriate Price (as defined in paragraph (c)); and

(c) “Appropriate Price” means, in the case of paragraph (a) above, the higher of the average share prices determined from (i) or (ii) below and, in the case of paragraph (b) above, the lower of the average share prices determined from (i) or (ii) below;

(i) the average of the five amounts resulting from determining whichever of the following ((A), (B) or (C) specified below) in relation to shares of the class of which such treasury share is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information published by or under the authority of The Irish Stock Exchange Limited reporting the business done on each of those five business days:-

(A) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or

(B) if there shall be only one dealing reported for the day, the price at which such dealing took place; or

(C) 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) 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 count as one of the said five business days for the purposes of determining the Appropriate Price; 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 Irish Stock Exchange Limited or its equivalent;

(ii) the average share price determined as provided in sub-paragraph (i) above but deleting from that paragraph the reference to The Irish Stock Exchange Limited and inserting instead reference to the London Stock Exchange and deleting from that paragraph sub-paragraph (C) thereof and all of the words appearing thereafter and inserting instead the following:-

“(C) if there shall not be any dealing reported for the day, the average of the prices under the heading "Quotation" in respect of that share for the day;

and if there shall not be any Quotation reported for any particular day then that day shall not count as one of the said five business days for the purposes of determining the Appropriate Price; 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";

(d) "Employee Share Scheme" means any scheme or plan which involves the appropriation or issue of Ordinary Shares or the issue of options to acquire Ordinary Shares in the Company and which has been approved by the Company's shareholders in General Meeting; and

(e) the Directors may resolve to permit the re-issue of treasury shares to be paid for in a currency or currencies other than euro and, in such cases, the payment shall be subject to the conversion rate or rates as may be determined by the Directors in relation thereto."

(iii) deleting Article 138(b)(ii) and replacing it with the following new Article 138(b)(ii):

"(ii) The basis of allotment shall be determined by the Directors so that, as nearly as may be considered convenient, the value (calculated by reference to the average price) of the additional Ordinary Shares (excluding any fractional entitlement) to be allotted in lieu of any amount of dividend shall equal such amount. For such purpose the "average price" of an Ordinary Share shall be the average of the daily high and daily low share prices as derived from the information published in the Irish Stock Exchange Daily Official List (where the Directors resolve that the issue price of the shares is to be denominated in euro) or the Daily Official List of the London Stock Exchange (where the Directors resolve that the issue price of the shares is to be denominated in Sterling (GB) pence) reporting the business done on each of the first three business days on which the Ordinary Shares are quoted "ex" the relevant dividend."

(iv) deleting the words "at the same time be forwarded to the appropriate officer of the Stock Exchange" in Article 145 and inserting in their place the words "be made available as required by law and the rules of the stock exchanges on which the Company is listed".

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

That the Articles of Association of the Company be and are hereby amended by deleting the existing Article 91 and renumbering the Articles of Association and all cross references therein to reflect this amendment.

For the Board, N. Colgan, Company Secretary,
42 Fitzwilliam Square, Dublin 2.
27th March 2012

Notes

(1) The final dividend, if approved, will be paid on the Ordinary Shares on 14th May 2012.

(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 Mr. K. McGowan 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 pages 24, 25 and 38 in the 2011 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. Appointment of a proxy does not preclude a member from attending, speaking and asking questions at the meeting should they subsequently wish to do so.

(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, 7th May 2012. Shareholders who wish to submit proxies by electronic means may do so by accessing the Registrars' website, www.capitaregistrars.ie and selecting "Shareholder Portal". 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, 7th May 2012. 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) ADR holders wishing to attend the meeting must obtain a proxy form from The Bank of New York Mellon (BNY), which will enable them to attend and vote on the business to be transacted. ADR holders may instruct BNY as to the way in which the shares represented by their ADRs should be voted by completing and returning the voting card provided by BNY in accordance with the instructions given.

(8) 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, 7th May 2012 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.

(9) 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 2012 Annual General Meeting, the latest date for submission of such requests/resolutions will be 28th March 2012. Further information in relation to shareholders' rights can be obtained from the CRH website, www.crh.com.

(10) Shareholders entitled to attend the Annual General Meeting have the right to ask questions relating to items on the agenda.

(11) 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.

(12) A copy of this Notice, an updated copy of the Articles of Association, highlighting the proposed changes outlined in Resolutions 9 and 10, details of the total number of shares and voting rights at the date of this Notice, and copies of documentation relating to the 2012 Annual General Meeting, including proxy forms, are available on the CRH website, www.crh.com. To access these documents, select AGM under "Equity Investors" in the Investors section of the website.